

ARTICLES OF INCORPORATION

OF

SECOND JEFFERSON GREEN HOMEOWNERS ASSOCIATION

In compliance with the requirements of Colorado Revised Statutes, 1963 and amendments thereto under Chapter 31, Article 24, the undersigned Ira E. Tanner, Jr., a resident of the State of Colorado, of full age, has and hereby acknowledges his intent to form a corporate entity under and by virtue of said Law.

ARTICLE I

The name of the corporation is Second Jefferson Green Homeowners Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1050 Yura Street, Denver, Colorado 80204 in the County of Denver.

ARTICLE III

Ira E. Tanner, Jr., whose registered office and address is 1950 Western Federal Savings Bldg., Denver, Colorado 80202, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain, or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain real property described as: Jefferson Green Filing No. 2 according to the Plat recorded with the Clerk and Recorder of Jefferson County on June 30, 1972, as Reception No. 501157 and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article VIII herein, and for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration:", applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder, Jefferson County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to

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the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law or the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration). The Class B member shall be

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entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On December 31, 1994.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Ira E. Tanner, Jr. Bldg.	1950 Western Federal Savings Denver, Colorado 80202
Richard Downing, Jr.	1950 Western Federal Savings Bldg. Denver, Colorado 80202
David C. Knowlton Bldg.	1950 Western Federal Savings Denver, Colorado 80202
Thomas C. McKee	1950 Western Federal Savings Bldg. Denver, Colorado 80202

At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect a director or two directors for a term of three years to fill the vacancy of the director or the two directors whose term or terms expire.

ARTICLE VIII
ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article IV, and to add to its membership under the provisions of Article V, provided that any such annexation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, but only with the consent of FHA so long as there is any Class B membership outstanding.

ARTICLE IX
MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE X
AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE XI
AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XII
DISSOLUTION

The Association may be dissolved with the assent given in writing, and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII
DURATION

The corporation shall exist perpetually.

ARTICLE XIV
AMENDMENTS

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Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE XV
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 7th day of March, 1973.

Ira E. Tanner, Jr.

STATE OF COLORADO)
) SS
CITY AND COUNTY OF DENVER)

I, Jean B. Carne, Notary Public in and for said County and State, do hereby certify that on the 7th day of March, 1973, personally appeared before me Ira E. Tanner, Jr., who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Witness my hand and official seal.

My commission expires: February 26, 1976.

Notary Public

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