

ARTICLES OF INCORPORATION

CONIFER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

THESE ARTICLES are made this 15TH day of October, 1993, by the undersigned incorporator in compliance with the requirements of the Colorado Nonprofit Corporation Act for the purpose of forming a not-for-profit corporation.

ARTICLE I

The name of the nonprofit corporation is Conifer Ridge Property Owners Association, Inc., hereafter called the "Association."

ARTICLE II

The principal office of the Association is located at 11995 Cochise Circle, Conifer, Colorado 80433.

ARTICLE III

Scott F. Deem, whose address is 11995 Cochise Circle, Conifer, Colorado 80433, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

(Purpose and Powers of the Association)

The purposes and powers of the Association shall apply to that certain tract of property described in the attached Exhibit "A", hereby incorporated by reference, and to all additional property as may be subsequently brought within the jurisdiction of this Association by annexation or otherwise, (all of which are hereinafter referred to as the "Property"). This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to: manage, maintain and administer the common areas within the Property; administer and enforce the covenants, conditions and restrictions; exercise landscape and architectural control; and in general promote the health, safety and welfare of the residents and for all these purposes

(a) to 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 Protective Covenants, Conditions and Restrictions for Conifer Ridge applicable to the Property and recorded or to be recorded in the Office of the County Clerk and Recorder for Jefferson County, Colorado (hereinafter the "Declaration") 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) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to

ARTICLES OF INCORPORATION

CONIFER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

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) to 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) to borrow money, and with the assent of two-thirds (2/3rds) of the votes of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) to dedicate, sell or transfer all or any part of the Common Areas 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 two-thirds (2/3rds) of the votes of the members, agreeing to such dedication, sale or transfer;

(f) to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the votes of the members; and

(g) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V
(Membership)

The Association shall have members, as that term is defined in the Declaration.

ARTICLE VI
(Board of Directors)

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. At the first annual meeting the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter the member shall elect one (1) director for a term of three (3) years.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
------	---------

ARTICLES OF INCORPORATION

CONIFER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

Scott F. Deem	11995 Cochise Circle Conifer, Colorado 80433
James W. Goyette	15505 Pitkin Lane Pine, Colorado 80470
Jill C. Deem	11995 Cochise Circle Conifer, Colorado 80433

No director of this Association shall be liable personally to the nonprofit corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the liability of any director is not eliminated or limited for:

(a) Any breach' of the director's duty of loyalty to the nonprofit corporation or its members;

(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Assent to or participation in the making of any loan from the nonprofit corporation to its directors or officers; or,

(d) Any transaction from which the director derived an improper personal benefit.

ARTICLE VII (Dissolution)

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLES OF INCORPORATION

CONIFER RIDGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE VII
(Duration)

The nonprofit corporation shall have perpetual existence.

ARTICLE IX
(Amendments)

Amendment of these Articles shall require the assent of two-thirds (2/3rds) of the votes of the members.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Colorado, the undersigned, constituting the incorporator of the Association, has executed these Articles of Incorporation on the above date.

Scott F. Deem
11995 Cochise Circle
Conifer, Colorado 80433

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

I hereby certify that on this 15th day of October, 1993, the foregoing Articles of Incorporation were acknowledged before me by Scott F. Deem.

Notary Public

My commission expires
