

NOT FOR PROFIT.

4601  
ARTICLES OF INCORPORATION

COLO. 1-1  
485304 4203

OF  
SOUTHPARK HOMEOWNERS  
ASSOCIATION NUMBER 2

IN COMPLIANCE WITH THE REQUIREMENTS OF COLORADO NONPROFIT  
CORPORATION ACT

THE UNDERSIGNED, ALL OF WHOM ARE RESIDENTS OF THE STATE OF  
COLORADO AND ALL OF WHOM ARE OF FULL AGE, HAVE THIS DAY  
VOLUNTARILY ASSOCIATED THEMSELVES TOGETHER FOR THE PURPOSE OF  
FORMING A CORPORATION NOT FOR PROFIT AND DO HEREBY CERTIFY:

ARTICLE I

THE NAME OF THE CORPORATION IS SOUTHPARK HOMEOWNERS  
ASSOCIATION, NUMBER 2.

ARTICLE II

THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT  
27 Inverness Drive East, Englewood, Colorado 80112

ARTICLE III

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE  
CORPORATION IS 27 Inverness Drive East, Englewood, Colorado  
ARAPAHOE COUNTY, AND THE NAME OF THE INITIAL REGISTERED  
AGENT AT SUCH ADDRESS IS William E. Nollsch

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION  
THE SOUTHPARK HOMEOWNERS ASSOCIATION  
NUMBER 2

HEREINAFTER CALLED  
THE "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 ADMINISTRATION, MAINTENANCE,  
PRESERVATION AND ARCHITECTURAL CONTROL OF THE LOTS AND COMMON  
PROPERTIES WITHIN THAT CERTAIN TRACT OF PROPERTY DESCRIBED AS:

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HS

SECTION 11-110, ARAPAHOE COUNTY, COLORADO, AND THE  
CITY OF DENVER, COLORADO, AND THE CITY OF GOLDEN, COLORADO,  
OF ARAPAHOE COUNTY, STATE OF COLORADO

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 IX 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 AND RESTRICTIONS,  
HEREINAFTER CALLED THE "DECLARATION", APPLICABLE TO THE PROPERTY  
AND RECORDED OR TO BE RECORDED IN THE OFFICE OF THE CLERK AND  
RECORDER OF ARAPAHOE 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 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 MORTGAGE, PLEDGE, DEED IN TRUST,  
OR HYPOTHECATE ANY OR ALL OF ITS REAL OR PERSONAL PROPERTY AS  
SECURITY FOR MONEY BORROWED OR DEBTS INCURRED;

(d) HAVE AND TO EXERCISE AND TO 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

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.

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 DEVELOPER  
(AS DEFINED IN THE DECLARATION). THE CLASS B MEMBER SHALL BE  
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) JANUARY 1, 1992

#### ARTICLE VII

#### BOARD OF DIRECTORS

THE AFFAIRS OF THIS ASSOCIATION SHALL BE MANAGED BY A  
BOARD OF SEVEN (7) 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. THE NAMES AND  
ADDRESSES OF THE PERSONS WHO ARE TO ACT IN THE CAPACITY OF  
DIRECTORS UNTIL THE SELECTION OF THEIR SUCCESSORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM E. NOLLSCH	8288 E. LONG PLACE, ENGLEWOOD, CO
SAMUEL P. DAVIS, JR.	12534 E. CORNELL AVE., AURORA, CO
RONALD S. LOSER	6932 S. SPOTSWOOD, LITTLETON, CO
LARRY E. REICHERT	7545 S. WILLOW CIRCLE, ENGLEWOOD, CO
H. KATHLEEN QUEENAN	9050 CHERRY CREEK S. DR., DNEVER, CO
WILLIAM T. TROPFMANN	620 S. ALTON WAY, DENVER, CO
EDGAR W. NICHOLS	7049 S. STEELE, LITTLETON, CO

AT THE FIRST ANNUAL MEETING THE MEMBERS SHALL ELECT

TWO DIRECTORS FOR A TERM OF ONE YEAR, TWO DIRECTORS FOR A TERM OF TWO YEARS AND THREE DIRECTORS FOR A TERM OF THREE YEARS; AND AT EACH ANNUAL MEETING THEREAFTER THE MEMBERS SHALL ELECT DIRECTORS FOR A TERM OF THREE YEARS, AS REQUIRED TO REPLACE THOSE DIRECTORS WHOSE TERMS EXPIRE.

#### ARTICLE VIII

##### LIABILITIES

THE HIGHEST AMOUNT OF INDEBTEDNESS OR LIABILITY, DIRECT OR CONTINGENT, TO WHICH THIS ASSOCIATION MAY BE SUBJECT AT ANY ONE TIME SHALL NOT EXCEED 150 PERCENT OF ITS INCOME FOR THE PREVIOUS FISCAL YEAR, PROVIDED THAT ADDITIONAL AMOUNTS MAY BE AUTHORIZED BY THE ASSENT OF TWO-THIRDS (2/3) OF EACH CLASS OF THE MEMBERSHIP.

#### ARTICLE IX

##### ANNEXATION OF ADDITIONAL PROPERTIES

SECTION 1. THE ASSOCIATION MAY, AT ANY TIME, ANNEX ADDITIONAL RESIDENTIAL PROPERTIES AND COMMON AREAS TO THE PROPERTIES DESCRIBED IN ARTICLE IV, 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.

SECTION 2. IF WITHIN TEN (10) YEARS OF THE DATE OF INCORPORATION OF THIS ASSOCIATION, THE DEVELOPER SHOULD DEVELOP ADDITIONAL LANDS WITH IN THE FOLLOWING DESCRIBED AREA:

SECTION 32 AND WEST 1/4 SECTION 33, TOWNSHIP 5 SOUTH,  
RANGE 68 WEST OF THE 6TH P.M., CITY OF LITTLETON, COUNTY  
OF ARAPAHOE, STATE OF COLORADO

SUCH ADDITIONAL LANDS MAY BE ANNEXED TO SAID PROPERTIES WITHOUT THE ASSENT OF THE CLASS A MEMBERS

PROVIDED HOWEVER, THAT THE DEVELOPMENT OF THE ADDITIONAL LANDS DESCRIBED IN THIS SECTION SHALL BE IN ACCORDANCE WITH A GENERAL PLAN SUBMITTED TO THE FEDERAL HOUSING ADMINISTRATION OR VETERANS ADMINISTRATION WITH THE PROCESSING PAPERS FOR THE FIRST SECTION. DETAILED PLANS FOR THE DEVELOPMENT OF ADDITIONAL LANDS MUST BE SUBMITTED TO THE FEDERAL HOUSING ADMINISTRATION OR THE VETERANS ADMINISTRATION PRIOR TO SUCH DEVELOPMENT. IF THE FEDERAL HOUSING ADMINISTRATION OR VETERANS ADMINISTRATION DETERMINE THAT SUCH DETAILED PLANS ARE NOT IN ACCORDANCE WITH THE GENERAL PLAN ON FILE, THE DEVELOPMENT OF THE ADDITIONAL LANDS MUST HAVE THE ASSENT OF TWO-THIRDS (2/3) OF THE CLASS A MEMBERS WHO ARE VOTING IN PERSON OR BY PROXY AT A MEETING DULY CALLED FOR THIS PURPOSE, WRITTEN NOTICE OF WHICH SHALL BE SENT TO ALL MEMBERS NOT LESS THAN 30 DAYS NOR MORE THAN 60 DAYS IN ADVANCE OF THE MEETING SETTING FORTH THE PURPOSE OF THE MEETING.

ARTICLE X

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 XI

AUTHORITY TO MORTGAGE

ANY MORTGAGE BY THE ASSOCIATION OF THE COMMON PROPERTIES 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 XII

AUTHORITY TO DEDICATE

THE ASSOCIATION SHALL HAVE POWER TO DEDICATE, SELL OR TRANSFER ALL OR ANY PART OF THE COMMON PROPERTIES 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 XIII

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 XIV

##### DURATION

THE CORPORATION SHALL EXIST PERPETUALLY.

#### ARTICLE XV

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES VIII THROUGH XIII IN ORDER TO TAKE ACTION UNDER ARTICLES VIII THROUGH XIII, THERE MUST BE A DULY HELD MEETING. WRITTEN NOTICE, SETTING FORTH THE PURPOSE OF THE MEETING SHALL BE GIVEN TO ALL MEMBER NOT LESS THAN 30 DAYS NOR MORE THAN 60 DAYS IN ADVANCE OF THE MEETING. THE PRESENCE OF MEMBERS OR OF PROXIES ENTITLED TO CAST TWO THIRDS (2/3) OF THE VOTES OF EACH CLASS OF MEMBERS SHALL CONSTITUTE A QUORUM.

IF THE REQUIRED QUORUM IS NOT FORTHCOMING AT ANY MEETING, ANOTHER MEETING MAY BE CALLED, SUBJECT TO THE NOTICE REQUIREMENT SET FORTH ABOVE, AND THE REQUIRED QUORUM AT SUCH SUBSEQUENT MEETING SHALL BE ONE-HALF OF THE REQUIRED QUORUM OF THE PRECEDING MEETING. NO SUCH SUBSEQUENT MEETING SHALL BE HELD MORE THAN 60 DAYS



FOLLOWING THE PRESENTING MEMBERS. IN THE EVENT THAT TWO THIRDS (2/3) OF THE CLASS A MEMBERSHIP OR TWO THIRDS (2/3) OF THE CLASS B MEMBERSHIP, IF ANY, ARE NOT PRESENT IN PERSON OR BY PROXY, MEMBERS NOT PRESENT MAY GIVE THEIR WRITTEN ASSENT TO THE ACTION TAKEN THEREAT.

ARTICLE XVI

AMENDMENTS

AMENDMENT OF THESE ARTICLES OF INCORPORATION SHALL REQUIRE THE ASSENT OF SEVENTY-FIVE PERCENT (75 %) OF THE ENTIRE MEMBERSHIP.

ARTICLE XVII

FHA APPROVAL

AS LONG AS THERE IS A CLASS B MEMBERSHIP THE FOLLOWING ACTIONS WILL REQUIRE THE PRIOR APPROVAL OF THE FEDERAL HOUSING ADMINISTRATION OR VETERANS ADMINISTRATION: ANNEXATION OF ADDITIONAL PROPERTIES, MERGERS AND CONSOLIDATIONS, MORTGAGING OF COMMON PROPERTIES, DEDICATION OF COMMON PROPERTIES, DISSOLUTION AND AMENDMENT OF THESE ARTICLES.

IN WITNESS WHEREOF, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF COLORADO, WE, THE UNDERSIGNED, CONSTITUTING THE INCORPORATORS OF THIS ASSOCIATION, HAVE EXECUTED THE CERTIFICATE OF INCORPORATION THIS 5<sup>TH</sup> DAY OF FEBRUARY, 19 82.

[Signature]  
[Signature]  
[Signature]

STATE OF COLORADO )  
COUNTY OF ARAPAHOE ) SS.

ON THIS DAY PERSONALLY APPEARED BEFORE ME A NOTARY PUBLIC IN AND FOR SAID CITY, COUNTY AND STATE, EDGAR W. NICHOLS.

WILLIAM E. BOWEN, ESQ., ATTORNEY AT LAW, PERSONALLY BRING TO ME  
TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE ANNEXED  
AND FOREGOING ARTICLES OF INCORPORATION, AND THEY AND EACH  
OF THEM ACKNOWLEDGED TO ME THAT THEY AND EACH OF THEM SIGNED  
AND SEALED THE SAID INSTRUMENT OF WRITING AS THEIR FREE AND  
VOLUNTARY ACT AND DEED AND AS THE FREE AND VOLUNTARY ACT AND  
DEED OF EACH OF THEM, FOR THE USES AND PURPOSES THEREIN SET FORTH.

GIVEN UNDER MY HAND AND NOTARIAL SEAL THIS 5<sup>th</sup> DAY OF  
FEBRUARY, A.D. 19 82.

William E. Bowen  
NOTARY PUBLIC

MY COMMISSION EXPIRES 11-11-1982

**STATE OF COLORADO  
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT**

PLEASE TYPE OR PRINT CLEARLY . . . . . PLEASE READ INSTRUCTIONS ON REVERSE SIDE

**1** The exact Corporate Name, current Registered Office & current Registered Agent are:

**WILLIAM R. HOLLSCH**  
AGENT FOR - 0401  
**SOUTHPARK HOMEOWNERS ASSOCIATE**  
OR  
**27 INVERNESS DR. EAST**  
**ENGLEWOOD, CO 80112**

BN 0429204

FOR OFFICE USE ONLY  
FILED-COLORADO  
716925  
MAY 18 1987  
MAR. OF STATE  
MR 19 5

The Corporation named herein makes the following statement:

**2** The State or Country of incorporation is: COLORADO

**3** The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:  
9102 EAST TUFTS AVENUE, ENGLEWOOD, CO 80111

**4** The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:  
MERTON YOUNG

**5** The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

**6** The complete street address of the Corporation's principal place of business in Colorado is:

9102 EAST TUFTS AVENUE, ENGLEWOOD, CO 80111  
2801 WEST LOAN DRIVE, LITTLETON, CO 80122

"Address" means street name and number, city or town, and United States post office zip code designation. If by reason of rural location or otherwise, a street name shall not exist, other appropriate "address" fixing as nearly as possible the actual physical location may be substituted, but in all such exceptional cases the rural free delivery route, the county, and the United States post office zip code designation shall be included.

**IMPORTANT! PLEASE READ CAREFULLY!**  
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

STATE OF Colorado  
COUNTY OF Arapahoe

SOUTHPARK HOMEOWNERS ASSOCIATION (Note 1)  
By [Signature] (Note 2)  
Its \_\_\_\_\_ President  
Its \_\_\_\_\_ Authorized Agent  
Its \_\_\_\_\_ Registered Agent (Note 3)

Subscribed and sworn to before me this 17th day of March 1987  
My commission expires 9-7-90  
5340 S. Holly St.  
Englewood, CO 80111

[Signature]  
Notary Public (Note 4)  
1-0863  
3/19/88  
5.00 TA

- Notes:
1. Exact name of corporation making the statement.
  2. Signature and title of officer signing for the corporation must be president or vice-president, for a foreign corporation without such officers, the authorized agent.
  3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
  4. Signature of notary public must be exactly as shown on notarial seal, and must agree with notarial seal.

98 Form OF1  
Rev. 1987

**COMPUTER UPDATE COMPLETE**  
**BJH**

FOR FILING THIS STATEMENT WITH PAYMENT TO:  
CORPORATE REPORT SECTION  
DEPARTMENT OF STATE  
P O BOX 5861  
DENVER, CO 80217-5861

Filing Fee \$5.00