

ARTICLES OF INCORPORATION

OF

CEDAR HEIGHTS COMMUNITY ASSOCIATION, INC. 831056437 \$50.00
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NONPROFIT

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Cedar Heights Community Association, Inc. (the "Association").

ARTICLE II

Duration

The Association shall have perpetual existence.

ARTICLE III

Purposes

The purposes and objectives for which this Association is formed (none of which shall be for pecuniary profit) are:

- (a) To provide a means of self-government for the owners of the property within a master planned development and common interest community known as Cedar Heights, in the City of Colorado Springs, Colorado to advance their common interests with respect to the "Association Properties" as

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defined in the Declaration of Conditions, Covenants, Restrictions and Easements for Cedar Heights, including amendments thereto (the "Declaration"), and to eliminate any undue burden upon individual owners for the upkeep of such areas.

(b) To provide for the ownership, care, management, control, preservation, operation, maintenance, repair, restoration and replacement of the Association Properties, in the manner prescribed by the Declaration, and to provide other services with respect to such areas deemed advantageous by the owners of lots within Cedar Heights.

(c) To adopt and enforce rules and regulations for the maintenance and use of the Association Properties.

(d) To levy and enforce adequate assessments to meet the expenses of owning, operating, maintaining, repairing, replacing and insuring the Association Properties, and to fund any other expenses of the Association, as provided in the Declaration.

(e) To enforce, in its own name or on behalf of its members, the covenants, conditions and restrictions set forth in the Declaration, and to seek redress for the violation of any provisions, by any and all remedies available at law or equity.

ARTICLE IV

Additional Powers

In furtherance of the purposes and objectives set forth in Article III and in the Declaration, and subject to the restrictions set forth in Article V, the Association shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, and upon unit owners' associations as provided in Section 38-33.3-302, Colorado Revised Statutes, as amended, and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by the laws of the State of Colorado.

ARTICLE V

Restrictions Upon Powers

No part of the net earnings of the Association (other than by providing management, maintenance and care of the Association Properties, and other than a rebate of excess assessments) shall inure to the benefit of any member, director or officer of the Association or any other individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes). Upon final dissolution of the Association, any corporate assets

remaining after the payment of all debts will be distributed to its members according to their pro rata interest and obligations.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial registered office of the Association is 2 North Cascade Avenue, Suite 1280, Colorado Springs, Colorado 80903. The name of its initial registered agent at such address is Fred Veitch.

ARTICLE VII

Members

The Association shall have members as provided in the Declaration and in the bylaws of the Association. The qualifications for and terms of membership and the rights, powers and privileges, including voting rights, of the members shall be as provided in the Declaration and the Association's bylaws from time to time.

ARTICLE VIII

Board of Directors

(a) Board of Directors. The management of the affairs of the Association shall be vested in a board of directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the Declaration, these articles of incorporation and the bylaws of the Association. The

number of directors, their term of office and manner of their selection and election shall be determined according to the Declaration and the bylaws of the Association from time to time in force.

(b) Initial Directors. Five directors shall constitute the initial board of directors. Their names and addresses are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Stephen M. Schuck | 2 North Cascade, Suite 1280 Colorado Springs, Colorado 80903 |
| Fred Veitch | 2 North Cascade, Suite 1280 Colorado Springs, Colorado 80903 |
| Kevin P. Whalen | 2 North Cascade, Suite 1280 Colorado Springs, Colorado 80903 |
| Peter Scholl | 4230 Old Scotchman Way Colorado Springs, Colorado 80904 |
| Fred Smith | 4260 Old Scotchman Way Colorado Springs, Colorado 80904 |

ARTICLE IX

Bylaws

The initial bylaws of the Association shall be as adopted by the board of directors. The bylaws of the Association may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with the laws of the State of Colorado, the Declaration, or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any

director or officer of the Association any proprietary interest in the Association's property or assets, whether during the term of the Association's existence or as an incident to its dissolution.

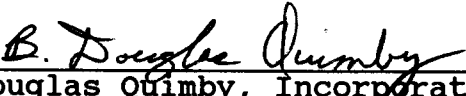
ARTICLE X

Incorporator

The name and address of the incorporator are:

B. Douglas Quimby
7710 North Union Boulevard, Suite 105
Colorado Springs, Colorado 80920

Dated: May 11, 1993



B. Douglas Quimby, Incorporator