

STATE OF COLORADO

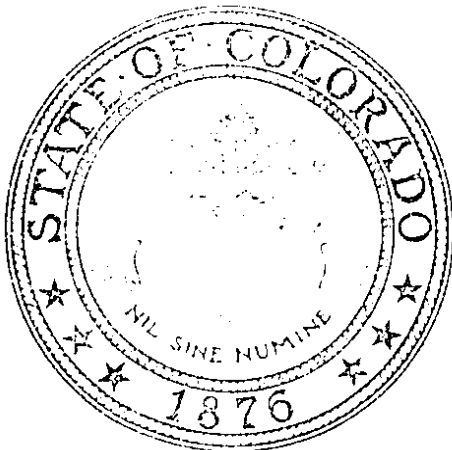


DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION
TO COUNTRY CLUB HEIGHTS PROPERTY OWNERS ASSOCIATION, A NONPROFIT CORPORATION.



Natalie Meyer
SECRETARY OF STATE

DATED: OCTOBER 24, 1983

FILED

OCT 24 1983

SECRET
NOT FOR PUBLICATION
NOT FOR RECEIVED

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ARTICLES OF INCORPORATION

OF

STATE OF
COLORADO
DEPARTMENT

COUNTRY CLUB HEIGHTS PROPERTY OWNERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, DAVE LUNDGREN, ROBERT L. BRAY, RICK HOFFMAN, and RANDI MOORE, all being natural persons and each more than eighteen years of age, and all of whom are residents of the State of Colorado, have this day and voluntarily associated themselves together for the purposes of forming a corporation and hereby establish a corporation not-for-profit pursuant to the statutes of the State of Colorado and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is COUNTRY CLUB HEIGHTS PROPERTY OWNERS ASSOCIATION, hereinafter called "Association".

ARTICLE II

DURATION

The Association shall have a perpetual existence.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof; and the nature, objects, and purposes for which the Association is formed are to provide for the social welfare of its members and guests, and to provide for the maintenance, preservation, and architectural control of the residence, lots and common area within COUNTRY CLUB HEIGHTS SUBDIVISION, Mesa County, Colorado; and 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 for this purpose to:

A. Exercise all 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 of Mesa 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 the members of the Association, 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. dedicate 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, or transfer or convey all or any part of the Common Area to one or more corporation, society or organization engaged in activities similar to those of the Association, or otherwise distribute the Common Area or any part thereof pursuant to a plan of distribution adopted as provided by the Laws of the State of Colorado. No such dedication or transfer shall be effective unless an instrument signed by two-thirds (2/3) of the Members of the Association, agreeing to such dedication or transfer has been recorded;

F. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the Members of the Association;

G. have and to exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding those holding an interest merely as security for the performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE V

VOTING RIGHTS

The Association shall have one class of voting membership. Members shall be all Lot owners as specified in Article IV, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of at least four (4) 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:

Dave Lundgren, 2686 Wilshire Ct., Grand Junction, CO 81501

Robert L. Bray, 2860 G Road, Grand Junction, CO 81501

Rick Hoffman, 2687 Wilshire Ct., Grand Junction, CO 81501

Randi Moore, 747 Continental Dr., Grand Junction, CO 81501

At the first annual meeting the Members shall elect at least one director for a term of one year, at least one director for a term of two years, and at least one director for a term of three years; and at each annual meeting thereafter the Members shall elect at least one director for a term of three years.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members as set out in Article V. Upon dissolution of the Association, other than incident to a merger or consolidation, all or part of 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, in whole or in part, such assets as are not accepted shall be granted, conveyed, and assigned to one or more corporation, society, or organization engaged in activities similar to those of the Association or shall otherwise be distributed pursuant to a plan of distribution adopted as provided by the laws of the State of Colorado.

ARTICLE VIII

GENERAL PROVISIONS

The Association shall not have nor issue stock. No dividend shall be paid and no part of the income or profit of the Association shall be distributed to its Members, directors, or officers. However, the Association may pay compensation in a reasonable amount to its Members, directors, or officers for services rendered. No loans shall be made by the Association to its directors or officers.

ARTICLE IX

INITIAL REGISTERED AGENT, OFFICE

The address of the initial registered office of the Association is 747 Continental Drive, Grand Junction, Colorado, 81501, and the name of its initial registered agent at such address is Randi Moore.

ARTICLE X

AMENDMENT

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire Membership.

