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FILED

ARTICLES OF INCORPORATION

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OF

8 OCT '82

BRIARGATE HOMEOWNER'S ASSOCIATION, INC.

STATE OF COLORADO
DEPT. OF STATE

In compliance with the requirements of Article 20, Title 7, Section 101, C.R.S. 1973, as amended, et seq, the undersigned, acting as the incorporator of a corporation under the Colorado Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Briargate Homeowner's Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1005 Winters Avenue, Grand Junction, CO 81501.

ARTICLE III

Keith G. Mumby, whose address is 2808 North Avenue, Grand Junction, Colorado 81501, is hereby appointed the initial registered agent of this Association with the registered office to be located at 2808 North Avenue, Grand Junction, Colorado 81501.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

1. 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 tract of property described as:

BRIARGATE, A REPLAT OF BLOCK 2 AND BLOCK 3
EASTGATE PLAZA, FILING NO. 2

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BRIARGATE, A REPLAT OF BLOCK 2 AND BLOCK 3
EASTGATE PLAZA, FILING NO. 2

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 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, 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 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;

(e) dedicate, sell or transfer all or any part of the Common Area of 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 (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit 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 each class of members;

(g) 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.

2. No part of the income or net earnings of the corporation shall be distributable to or inure to the benefit of its members, directors, officers, or any individual; provided, however, that reasonable compensation may be paid for any services rendered to the corporation, and payments and distributions may be made in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under the provisions, applicable to this corporation, of Section 501(c) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States or Colorado law).

3. In the event of dissolution of the corporation, the

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3. In the event of dissolution of the corporation, the property and assets thereof remaining, after providing for all obligations and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or

organizations exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States or Colorado law), as shall be determined by the Board of Directors.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a free 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.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer, 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.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration of Covenants, Conditions and Restrictions), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either

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Class A. Class A members shall be all Owners, with the exception of the Developer, 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.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration of Covenants, Conditions and Restrictions), and shall be entitled to three (3) votes for each Lot owned. 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) Five (5) years after recording of the Declaration of Covenants, Conditions and Restrictions.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than one nor more than five Directors, as determined by the shareholders, 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>
Norman F. Speaks	1005 Winters Avenue 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 three directors for a term of three years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 nonprofit corporation,

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ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

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

ARTICLE XI

FHA/VA APPROVAL

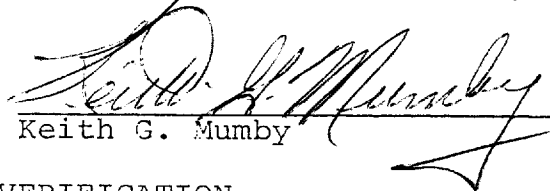
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of these Articles.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is Keith G. Mumby, 2808 North Ave., Suite 400, Grand Junction, CO 81501.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned, incorporator of this Association, have executed these Articles of Incorporation this 28th day of September, 1982.



Keith G. Mumby

VERIFICATION

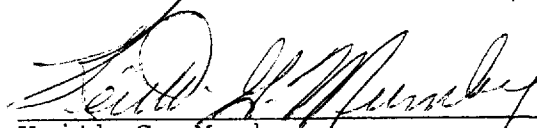
STATE OF COLORADO)
)
COUNTY OF M E S A)

I, Jeanine McConnell, a Notary Public, hereby certify that on the 28th day of September, 1982, personally appeared before me Keith G. Mumby, who being first duly sworn, declares that he was the person who signed the foregoing

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Keith G. Mumby

VERIFICATION

STATE OF COLORADO)
)
COUNTY OF M E S A)

I, Jeanine McConnell, a Notary Public, hereby certify that on the 28th day of September, 1982, personally appeared before me Keith G. Mumby, who being first duly sworn, declares that he was the person who signed the foregoing document as incorporator and that the statements therein contained are true.



Notary Public


**2808 North Avenue, Suite 400
Grand Junction, CO 81501
MY COMMISSION EXPIRES 9-18-83**

STATE OF COLORADO)
) ss.
COUNTY OF M E S A)

Subscribed and sworn to before me this 28th day of September,
1982, by Keith G. Mumby.

My commission expires:

Witness my hand and official seal.


Notary Public

2808 North Avenue, Suite 400
Grand Junction, CO 81501
MY COMMISSION EXPIRES 9-18-83