

NONPROFIT

ARTICLES OF INCORPORATION

OF

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CHERRY CREEK VILLAGE NORTH CIVIC ASSOCIATION, INC.

(a Colorado Non-profit Corporation)

In compliance with the requirements of the Colorado Non-profit Corporation Act, the undersigned person, acting as incorporator of a non-profit corporation, signs and acknowledges the following Articles of Incorporation for such corporation. The corporate existence shall begin upon the filing of these Articles with the Colorado Secretary of State. Each reference to the Colorado Non-Profit Corporation Act or use of the word Code in these Articles means the Colorado Non-Profit Corporation Act as said Act may be amended from time to time during the corporation's existence, unless otherwise stated.

ARTICLE I

Name of Corporation

The name of the corporation is CHERRY CREEK VILLAGE NORTH CIVIC ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Registered Office of Association

The initial registered office of the Association shall be located at 4319 S. Alton Way, Greenwood Village, Colorado 80111-1202.

ARTICLE III

Registered Agent

The President of the Board of Directors or his designee, shall be the registered agent of this Association. The name of the initial registered agent for the corporation is Ken Huggins, 4319 S. Alton Way, Greenwood Village, Colorado 80111-1202.

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and no part of the Association's net earnings (other than by acquiring, constructing, or providing management, maintenance, and care of the Association's property,

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and other than by rebate of excess membership dues, fees or assessments) shall inure to the benefit of any member or private shareholder or individual. The specific purposes for which it is formed are to provide for maintenance and preservation of the Common Area and certain Designated Public Properties within that tract of property located in Arapahoe County, Colorado, more particularly described as:

CHERRY CREEK VILLAGE, ORIGINAL (FIRST) FILING
CHERRY CREEK VILLAGE, 2ND (SECOND) FILING
CHERRY CREEK VILLAGE, FOURTH FILING
ARAPAHOE COUNTY, COLORADO

commonly known as Cherry Creek Village and/or Cherry Creek Village North, formerly incorporated as Cherry Creek Village Civil Association, Inc., and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and to promote the health, safety and welfare of the residents within the above-described property, and to otherwise gain the benefits of an organized community, and including for this purpose, but not limited 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 those certain Declarations of Restrictions or Declarations of Protective Covenants and any amendments thereof or thereto, hereinafter called the "Declarations", applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado and any other office which may be appropriate, and as the same may be amended from time to time as therein provided, said Declarations 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 Declarations; 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, construct, improve, operate, manage, maintain, care for, 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 more than fifty percent (50%) of each class of members mortgage, pledge, encumber, by 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 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 sixty-six percent (66%) of each class of members, agreeing to such dedication, sale or transfer;

f. have and to exercise any and all powers, rights and privileges which a corporation organized under the Colorado Non-profit Corporation Act may now or hereafter have or exercise; and

g. in addition to the indemnification provisions contained in the Declarations for officers and directors, the Association shall have the power to limit the personal liability of a director to the Association or to its members for monetary damages for breach of a director's fiduciary duty as allowed by Colorado law as now provided or hereafter allowed.

ARTICLE V **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit 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 or Living Unit which is subject to assessment by the Association.

The Board of Directors of the corporation may establish by resolution a classification of associate membership which shall be applicable to persons who are not eligible as members, and to tenants of members of the corporation. Associate members shall have no voting rights.

ARTICLE VI **Voting Rights**

The Association shall have one class of voting membership:

Members shall be all owners, and shall be entitled to one vote for each Lot or Living Unit owned. When more than one person holds an interest in any Lot or Living Unit, all such persons shall be members. The vote for such Lot or Living Unit shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any Lot or Living Unit.

ARTICLE VII
Board of Directors

The affairs of this Association shall be managed by a Board of not less than five (5) nor more than nine (9) Directors, who shall be members of the Association. Subject to the above limitations, the number of directors and their terms of office 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:

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| Russ Smith 4506 S. Yosemite Ct. Greenwood Village, CO 80111 | Nancy Lindsey 4358 S. Akron St. Greenwood Village, CO 80111 |
| Ken Huggins 4319 S. Alton Way Greenwood Village, CO 80111 | Dianne McCallister 4348 S. Alton St. Greenwood, Village, CO 80111 |
| Sandy Erickson 4268 S. Alton St. Greenwood Village, CO 80111 | Art Lindquist-Kleissler 4208 S. Alton St. Greenwood Village, CO 80111 |
| Alex Dunn 9175 E. Stanford Place Greenwood Village, CO 80111 | Sharon O'Hara 9149 E. Radcliffe Ave. Greenwood Village, CO 80111 |

ARTICLE VIII
Dissolution

The Association may be dissolved with the assent given in writing and signed by more than fifty percent (50%) of the class members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed in equal shares to the record owners of the Lots and Living Units which are subject by covenant of record to assessment by the Association on the basis of one share per Lot or Living Unit.


ARTICLE IX
Duration

The Corporation shall exist perpetually.

ARTICLE X
Amendments

Amendment of these Articles shall require the assent of more than fifty percent (50%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned incorporator of this Association, has executed these Articles of Incorporation this 26 day of October, 1993.


Arthur Lindquist-Kleissler
4208 S. Alton Street
Greenwood Village, CO 80111

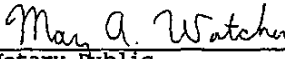
STATE OF COLORADO)
City and County of Denver) SS.

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 26th day of October, 1993, by Arthur Lindquist-Kleissler.

My Commission expires: 1-9-95

WITNESS MY HAND AND OFFICIAL SEAL.




Notary Public

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