

ARTICLES OF INCORPORATION
OF
WOODBRIIDGE TOWNHOME OWNERS ASSOCIATION, INC.

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation, under the Colorado Non-Profit Corporation Act, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is WOODBRIDGE TOWNHOME OWNERS ASSOCIATION, INC., hereinafter referred to as “the Association.”

ARTICLE II

DURATION

The period of duration is perpetual.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association is located at 2993 Broadmoor Valley Road, Colorado Springs, Colorado, 80906.

ARTICLE IV

REGISTERED AGENT

Larry Lawrence whose address is 2993 Broadmoor Valley Road, Colorado Springs, Colorado, 80906, is hereby appointed the registered agent of this Association, and such address shall be the registered address of this Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which it is formed and the specific power, which it shall have, subject to the provisions and restrictions of the herein described Declaration, are as follows:

- (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 of Woodbridge Townhomes (herein referred to as “the Declaration”), applicable to the Property, or a portion thereof, and recorded or to be recorded in the Office of the Clerk and Recorder of the County of El Paso, 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, and the terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined;

(b) provide for maintenance, preservation, and architectural control of the Lots and Common Area within that certain tract of real property described in the Declaration, and to promote the health, safety, and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

(c) fix, levy, collect and enforce payment of, 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;

(d) 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;

(e) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer, as provided in the Declaration, all or any part of the Common Area to any public agency, authority or utility for public utilities or other public purposes consistent with the intended use of such Common Area by the Association;

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(h) manage, control, operate, maintain, repair and improve the Common Area;

(i) enforce covenants, restrictions and conditions affecting any property to the extent the Association may be so authorized under the Declaration;

(j) engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots;

(k) enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

(l) adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such By-Laws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(m) have and 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 VI

MEMBERSHIP

The following shall be members of the Association: (a) Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is now or hereafter subject to assessment under the Declaration, 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. A transfer of membership, including all rights of an Owner with respect to the Common Area, shall occur automatically upon the transfer of title to the Lot to which the membership pertains. Ownership of a Lot shall be the sole qualification for membership. The annexation of additional properties as provided in the Declaration shall automatically thereupon increase the membership of the Association accordingly. (b) The Declarant, as defined in the Declaration.

ARTICLE VII

VOTING RIGHTS

The Association may suspend the voting rights of a Member for failure to comply with rules and regulations or the By-Laws of the Association or with any other obligations of the Owners of a Lot under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Association. Cumulative voting is prohibited. Except as otherwise provided, when a vote of the members is required, the vote of a majority of Members, as defined in Article III, Section 6 of the By-laws, shall be necessary to make decisions binding upon all of the Members.

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, 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 of such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot which it owns or has an option to purchase from Gates Land Company, which may, under circumstances described in the Declaration, exercise the Class B voting rights in place of the Declarant. 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) on March 1, 1988; or

(b) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, provided however, if additional properties are annexed, the Declarant's Class B membership shall revive upon each such annexation and continue until the total votes outstanding in the Class A membership for the entire project, including the annexed properties, equal the total votes outstanding in the Class B membership for the entire project, including the annexed properties.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) 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>
Larry Lawrence	2993 Broadmoor Valley Road Colorado Springs, CO 80906
J. Thomas Schmidt	2993 Broadmoor Valley Road Colorado Springs, CO 80906
Robert Myers	2993 Broadmoor Valley Road Colorado Springs, CO 80906

At the first annual meeting, the Members shall elect one director for one-year terms, one director for two-year terms, and one director for a three-year term, and at each annual meeting

thereafter, the Members shall elect the same number of directors as there are directors, whose terms are then expiring, for terms of three years.

ARTICLE IX

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, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

OFFICERS

The Board of Directors may appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as the Board, as more fully provided in the By-Laws. The officers shall have such duties as may be prescribed in the By-Laws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

Amendment of these Articles shall require the assent of three-fourths (3/4) of each class of Members; provided, however, that no amendment or other provision of these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration; as it now exists or may exist after any amendment thereto.

ARTICLE XIII

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 Twenty Thousand Dollars (\$20,000.00) while there is a Class B membership, and thereafter shall not exceed one hundred

fifty percent (150%) of its income for the previous fiscal year, provided that additional amounts may be authorized by the assent of two-thirds (2/3) of the membership.

ARTICLE XIV

NONPROFIT PURPOSES

The Association is formed under the Colorado Nonprofit Corporation Act and not for pecuniary profit or financial gain. The Association is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Association and is intended to qualify as a "Homeowners Association" as defined in subsection (C) of Section 528 of the Internal Revenue Code of 1978. The Association shall receive only such income and make only such expenditures as will enable it to maintain that status under I.R.C. Section 528 or any comparable provision of the Code. No part of the assets or income of the Association shall be distributable to or inure to the benefit of the members, directors, or officers of the Association except to the extent permitted by the Colorado Nonprofit Corporation Act and I.R.C. Section 528 or comparable provision of the Code.

Dated this 21 day of May, 1981.

STATE OF COLORADO }
COUNTY OF EL PASO } ss.

Lenard Rieth

Lenard Rieth
BERNIGER, BERG, & STERLING
Professional Corporation
511 N. Tejon
Colorado Springs, CO 80903
(303) 475-9900

I, Sunde J. Weinhart, a Notary Public, hereby certify that on the 21st day of May, 1981, personally appeared before me Lenard Rieth, first being duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of May, 1981.

Sunde J. Weinhart
NOTARY PUBLIC

My commission expires: OCTOBER 14, 1981.