

**ARTICLES OF INCORPORATION  
OF  
SUNSET RIDGE AT EVERGREEN HOMEOWNERS ASSOCIATION**

For the purpose of forming a nonprofit corporation pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, as amended, the undersigned hereby signs and adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
NAME**

The name of this nonprofit corporation shall be Sunset Ridge at Evergreen Homeowners Association (the "Association"). ✓

**ARTICLE II  
DURATION**

The Association shall exist perpetually.

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DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

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**ARTICLE III  
NON PROFIT**

This Association does not contemplate pecuniary gain or profit to the members thereof.

**ARTICLE IV  
PURPOSES AND POWERS**

The business, objectives and purposes for which this nonprofit corporation is formed are as follows:

A. The Association shall operate a project known as Sunset Ridge at Evergreen (the "Planned Residential Community"), located in the County of Jefferson, State of Colorado, in accordance with the Colorado Common Interest Ownership Act, as amended, and the Colorado Revised Nonprofit Corporation Act, as amended.

B. The Association shall promote the health, safety, welfare, and common benefit of the residents of the Planned Residential Community.

C. The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights and privileges which are granted to the Association under the Declaration of Covenants, Conditions, Restrictions and Easements for Sunset Ridge at Evergreen, a planned residential community, to be recorded in the office of the Clerk and Recorder for the County of Jefferson, Colorado (the "Declaration"), the laws of the State of Colorado, and the Bylaws, Rules and other governing documents of the Association, as may be amended from time to time.

D. To provide an entity for the furtherance of the interests of the Owners of Parcels in the Planned Residential Community as defined in the Declaration.

E. The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

## ARTICLE V DEFINED TERMS

Terms used and capitalized herein which are defined in the Declaration shall have the same meaning as in the Declaration unless otherwise defined herein.

## ARTICLE VI MEMBERSHIP RIGHTS AND QUALIFICATIONS

A. One Class. This Association shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for the aggregate ownership interest for each Parcel.

B. Voting. The classes, rights, and qualifications and the manner of election or appointment of Members are as follows: Any person who holds title to a Parcel in the Planned Residential Community shall be a Member of the Association. There shall be one membership for each Parcel owned within the Planned Residential Community. This membership shall be automatically transferred upon the conveyance of that Parcel. Voting shall be one vote per Parcel, and the vote to which each membership is entitled is the vote assigned to its Parcel in the Declaration of the Planned Residential Community. If a Parcel is owned by more than one person, those persons shall agree among themselves how a vote for that Parcel's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Parcel's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Parcel objects at the time the vote is cast, in which case such membership's vote shall not be counted.

C. Membership Appurtenant to Parcel. A membership in the Association and the share of a Member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except as an appurtenance to the Parcel which the Member may assign to the holder of a mortgage, deed of trust, or other security instrument as security for a loan secured by a lien on such Parcel.

D. Transfer. A transfer of membership shall occur automatically upon the transfer of title to the Parcel to which the membership pertains, provided, however, that the Bylaws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Association.

E. Suspension of Voting Rights. The Association may suspend the voting rights of a Member for failure to comply with Rules or Bylaws of the corporation or for failure to comply with any other obligations of the Owners of Parcels under the Declaration, or agreement created pursuant thereto.

F. Bylaws Applicable to Members' Rights. The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the Members.

## ARTICLE VII BOARD OF DIRECTORS

The business and affairs of this Association shall be conducted, managed and controlled by its Board of Directors.

A. Number, Terms. The Board of Directors (hereinafter sometimes called the "Board") shall consist of not less than three (3) nor more than seven (7) members, the specified number to be set forth from time to time in the Bylaws. The initial Board shall consist of three (3) members as hereinafter provided. The terms of at least one-third (1/3) of the Members of the Board not elected by Declarant shall expire annually.

B. Initial Board. Until termination of the period of Declarant control (the "Period of Declarant Control") as set forth hereinafter, the affairs of the corporation shall be managed by a board of three (3) Directors who need not be Members of the Association and who shall be appointed by Declarant. The names and addresses of the following three (3) natural persons over the age of twenty-one (21) years shall comprise the initial Board of Directors and shall serve until the first election of Directors by the Members and until their successors are duly elected and qualified:

William B. Prescott  
8318 Alsab Trail  
Evergreen, Colorado 80439

Justin D. Allen  
30434 Inverness Lane  
Evergreen, Colorado 80439

Ellyn J. Prescott  
8318 Alsab Trail  
Evergreen, Colorado 80439

C. Period of Declarant Control. The Declarant of the Planned Residential Community shall have additional rights and qualifications as may be provided under the Colorado Common Interest Ownership Act and the Declaration, including the right to appoint members of the Board as follows: During the Period of Declarant Control, the Declarant, or persons designated by it, subject to certain limitation, may appoint and remove the officers and members of the Board. The Period of Declarant Control terminates no later than the earlier of: (i) sixty (60) days after conveyance of seventy-five percent (75%) of the Parcels that may be created (including any Parcels that may be added to the Planned Residential Community or the Additional Property pursuant to Declarant's development rights) to Parcel Owners other than a Declarant; (ii) two years after Declarant has last conveyed a Parcel in the ordinary course of business; or (iii) two years after Declarant's right to add Parcels was last exercised. Declarant may voluntarily surrender the right to appoint and remove officers and Directors of the Board before termination of the Period of Declarant control, but in that event, the Declarant may require, for the duration of the Period of Declarant Control, that specified actions of the Association or the Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective. Not later than sixty (60) days after conveyance of twenty-five percent (25%) of the

Parcels (including any Parcels that may be added to the Planned Residential Community or the Additional Property pursuant to Declarant's development rights) to Owners other than the Declarant, at least one member and not less than twenty-five percent (25%) of the members of the Board shall be elected by Parcel Owners other than a Declarant. Not later than sixty (60) days after conveyance of fifty percent (50%) of the Parcels (including any Parcels that may be added to the Planned Residential Community or the Additional Property pursuant to Declarant's development rights) to Owners other than the Declarant, not less than one-third (1/3) of the members of the Board must be elected by Parcel Owners other than Declarant.

D. Elected Directors to be Owners. Members of the Board of Directors shall be elected in the manner determined by the Bylaws. The persons comprising the Board of Directors shall be natural persons and Owners of Parcels, except as provided herein.

#### **ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be 8318 Alsab Trail, Evergreen, Colorado 80439. The initial registered agent at such office shall be William B. Prescott. ✓

THE ABOVE ADDRESS IS ALSO THE PRINCIPAL BUSINESS ADDRESS.

#### **ARTICLE IX INCORPORATOR**

The following is the name and address of one natural person over the age of twenty-one (21) and of full, unimpaired legal capacity who is the incorporator of this corporation:

Ronald K. Reeves  
1202 Bergen Parkway, Suite 300  
Evergreen, Colorado 80439

#### **ARTICLE X DISSOLUTION**

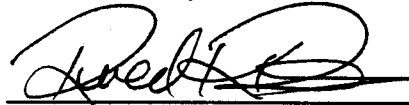
The Association may be dissolved with the assent given in writing and signed by not less than sixty-seven percent (67%) of the Owners of Parcels then in the Planned Residential Community, subject to the benefits and rights which inure to the Declarant pursuant to the Declaration. In the event of the dissolution of this Association, either voluntarily by the Members hereof, by operation of law or otherwise, then the assets of this Association shall be deemed to be owned by the Members at the date of dissolution in proportion to each Member's allocated interest in the Common Elements of the Planned Residential Community unless otherwise agreed as provided by law. ✓

#### **ARTICLE XI AMENDMENTS**

Amendments of these Articles of Incorporation shall require the approval of at least sixty-seven percent (67%) of the votes present or represented by proxy at either an annual or a special meeting and by the number of First Mortgagees specified in the Declaration for particular amendments, if any. In

the event there are no members, or no members entitled to vote thereon, an amendment shall be adopted at a meeting of the Board upon receiving the vote of a majority of the members of the Board in office. No amendment shall be contrary to or inconsistent with any provision of the Declaration.

WITNESS the execution hereof, in duplicate, this 28th day of March, 2000.




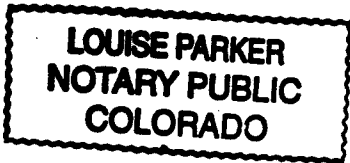
Ronald K. Reeves

STATE OF COLORADO )  
 ) ss.  
COUNTY OF JEFFERSON )

The foregoing instrument was acknowledged before me this 28th day of March, 2000, by Ronald K. Reeves, in his capacity as incorporator of Sunset Ridge at Evergreen Homeowners Association, a Colorado nonprofit corporation.

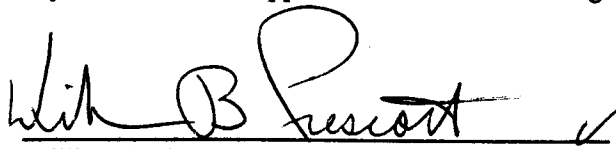
WITNESS my hand and official seal.

My commission expires: 5-14-2002.

  
Notary Public

**CONSENT**

The undersigned, William B. Prescott, hereby consents to his appointment as the initial registered agent as provided in Article VIII above.



William B. Prescott