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ARTICLE I

NAME _____

The name of the corporation is Castle Pines North Association, Inc. (Referred to herein as the 'Master Association').

ARTICLE II

REGISTERED OFFICE

The registered office of the Master Association is located in the City and County of Denver, at 1015 S. Gaylord St. #219, Denver, CO 80209.

ARTICLE III

REGISTERED AGENT

Glenn Brickley, 1015 S. Gaylord St. #219, Denver, CO 80209, is hereby appointed the initial registered agent of this Master Association.

ARTICLE IV

PURPOSE AND POWERS OF THE MASTER ASSOCIATION

This Master 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 Privately Owned Sites, and Common Area within that property (the "Property") described in Exhibit A of Master Declaration of Covenants, Conditions, Restrictions and Easements for Castle Pines North recorded October 22, 1984, in Book 544 at Page 588 of the records of the Clerk and Recorder of Douglas County, Colorado, as it may be or has been amended from time to time, ("Declaration") and to promote the health; safety, and welfare of the residents of the Property and any additions to the Property which have or hereafter may be brought within the Jurisdiction of this Association.

CONFIDENTIAL - SECURITY INFORMATION



ARTICLE V

POWERS

In furtherance of its purposes, the corporation shall have the powers to:

- (a) exercise all of the powers and Privileges and to perform all of the duties and obligations of the Master Association as set forth in the Declaration or *its Bylaws*;
- (b) fix, levy, collect and enforce payment by any lawful means of 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 Master Association, including licenses, taxes, or governmental charges levied or imposed against the property of the Master Association;
- (c) acquire (by gift, purchase or otherwise, own 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 Master Association, subject to all restrictions imposed by the Declaration and Bylaws;
- (d) borrow money, and with the assent of 67% 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 and to authorize the appropriate officers of the Board of directors to execute all instruments necessary to evidence such indebtedness; provided, however, that the Board shall not borrow more than \$2500 or cause the Master Association to be indebted for more than \$5,000 at any one time without the prior approval of a majority of both classes of member;
- (e) dedicate, sell or, transfer all or any Part of the Master Association Property to any public agency, authority for such purposes and subject to such conditions as may be agreed to by the members provided that such dedication or transfer shall not be effective unless an instrument has been signed by Owners representing at least 67 percent of the votes of each class of members agreeing to such dedication, sale or transfer (the granting of easements for public utilities or for other public purposes consistent with the intended use of the Master Association Property of Castle Pines North shall not be deemed a transfer within the meaning of this clause;
- (f) participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and Master Association property, provided that any such merger, consolidation or annexation (except any expansion involving the Expansion Property described in Exhibit B of the Declaration, as provided in Article III of the Declaration) shall have the assent of at least 67 percent of the votes of each class of member's;

(g) enforce covenants, restrictions or conditions affecting the Property to the extent the Master Association may be authorized under any such covenants, restrictions, or conditions, and make and enforce rules and regulations pertaining to the use of the Master Association Properties and the conduct of members, their licenses, guests, and invitees while on or in the Property;

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

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

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

ARTICLE VI

MEMBERSHIP

Members (as that term is used in the Colorado Revised Nonprofit Corporation Act) of the Master Association shall be the Delegates elected by Owners of Privately Owned sites in the Master Association (as those terms are defined in the Master Declaration). Wherever in the Colorado Revised Nonprofit Corporation Act reference is made to members (as, for example, in statutory provisions requiring an annual meeting of members, (permitting removal of directors by members or relating to voting or amendments to the Articles of Incorporation) the members referred to shall be such delegates.

Delegates shall be elected by Power of Privately Owned Sites within the Delegate Districts as more fully provided in the Declaration and in the Bylaws of the Master Association.

ARTICLE VII

CLASSES OF MEMBERSHIP AND VOTING RIGHTS

Each Owner shall have the right to cast votes for the election of the Delegate to the Master Association to exercise the voting power of the Delegate District in which the Owner's Privately Owned Site is located. If such Delegate District is within the jurisdiction of a Sub-association, then, unless otherwise provided in the Supplemental Declaration for such Sub-Association, the Owner shall have the same voting rights for the election of the Delegate from that Delegate District as are provided for the election of the board of directors of the Sub-Association.

If such Delegate District is not subject to the jurisdiction of a Sub-Association , then there shall be two classes of Owners in such Delegate District: (a) Class A Owners; and (b) Class B Owners, as follows:

Class A: Class A Members shall be all Owners (with the exception of the Declarant) in such Delegate District, and each Class A Member (except a Class A Member owning a Residential Site improved or designed to be improved with residential rental apartments) shall be entitled to one vote for each Privately Owned Site Owned by such Class A Member within the Delegate District. There shall be only one vote per Privately Owned Site. The owner of a Delegate District shall be entitled to the number of votes equal to the number of Privately Owned Sites which can be created within the Delegate District as set forth in the Declaration of Annexation or in the deed from Declarant to the Owner. The votes of the Owner shall be decreased to the number of Privately Owned Sites, if any, created within the Delegate District. When more than one person holds an interest in any Privately Owned Site, all such persons shall be Members. The vote for such Privately Owned Site shall be exercised as they among themselves determine, and the Secretary of the Master Association shall be notified of such designation prior to any meeting. In the absence of such advice, the Privately Owned Site's vote shall be suspended in the event more than one person or entity seeks to exercise it. Any Owner of a Privately Owned Site which is leased may assign the voting right appurtenant to such Privately Owned Site to the tenant, provided that a copy of the instrument of assignment is furnished to the Secretary of the Master Association prior to any meeting.

Class B: The Declarant and/or its successors and assigns (as defined in Section 2.17 of the Declaration) shall be the sole Class B Members in such Delegation District which is not subject to the jurisdiction of a Sub-association. Class B Members shall be entitled to three votes for each Privately Owned Site (except a Site improved or designed to be improved with residential rental apartments) existing within the Delegate District which such Class B Member owns, or which can be created within the Delegate District as set forth in the Declaration of Annexation or in the deed to Declarant and/or its successors and assigns. The number of votes of the Class B Member shall be decreased to the number of Privately Owned Sites, if any, created by that Class B member within the Delegate District.

A Residential Site improved or designed to be improved with residential rental apartments shall, in all cases, be entitled to one vote for every five apartment units located or to be located on such Residential Site, with a full vote assigned for any extra one to four apartments in lieu of assigning any fractional vote; provided, however, the votes appurtenant to the Residential Sites improved or designed to be improved with residential rental apartments in a particular Delegate District may not account for more than 49 percent of the total votes in such Delegate District, unless such Residential Sites account for 80 percent or more of the votes in such Delegate District. In the event of a condominium conversion or other similar modification of rental apartments to individually owned single-family or multi-family residences, each individually owned single-family or multi-family residence shall become a separate Privately Owned Site and shall be entitled to cast one vote

for such Privately Owned Site. Notwithstanding the foregoing, if allowed by a Supplemental Declaration, any two or more adjacent Privately Owned Sites in the Expansion Property annexed by such Supplemental Declaration may be combined into one combined Privately Owned Site and shall be entitled to only one vote for such combined Sites if, and only so long as: (a) all of such Sites are owned by the same Owner; and (b) there is only one residential dwelling unit located on such combined Sites.

As to any such Delegate District without a Sub-association, the Class B Membership shall terminate as to that Delegate District only and be converted to Class A Membership on the happening of any of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A Membership for that Delegate District equal or become greater than the total votes outstanding in the Class B Membership; composed of all of the Class B Owners for that Delegate District;

(b) seven years from the date of recordation of the Supplemental Declaration or other written instrument creating that Delegate District; or

(c) if there has been no preparation of land surfaces, installation of roads or utilities or construction of improvements within such Delegate District for a continuous period of six months.

The Delegate to represent any Delegate District without a Sub-association shall be elected by Owners holding a majority of the voting power in such Delegate District. The By-Laws shall provide for the manner, time, place, conduct and voting procedures for meetings of Owners for the purpose of electing a Delegate in any such Delegate district. Notwithstanding the foregoing, if, before December 31, 1991, additional Privately Owned Sites or Delegate District parcels with dwelling units allocated thereto are annexed to the Master Association properties pursuant to Article III of the Declaration, there shall be created a Class B Membership for the additional annexed Privately Owned Sites or Delegate District. From and after the termination of all of the Delegate Districts' Class B Memberships, the Declarant and any designated successor shall be entitled to one vote for each Privately Owned Site or Delegate District parcel owned. At such time, the Declarant shall call a meeting of Owners, as provided by the By-Laws for special meetings, to advise the membership of the termination of Class B status and to transfer control of the Master Association to the Owners.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Master Association shall be managed by a Board of not less than three nor more than nine Directors who shall be members of the Master Association. The exact number of such Directors shall be set forth in the Bylaws. Notwithstanding the foregoing, the initial number of Directors selected by the Declarant shall be three and they need not be members of the Master association. The names and addresses of the persons who are to act in the capacity of

Directors until the selection of their successors are:

RON VALIGA
280 SHOREHAM CR.
CASTLE ROCK, CO 80104

DIANNE MYERS
7462 PEMBROKE CT.
CASTLE ROCK, CO 80104

MATT OSBORN
3679 BUCKNELL DRIVE
HIGHLANDS RANCH, CO 80126

CHERYL MCDADE
7888 BERKSHIRE LANE
CASTLE ROCK, CO 80104

ROYANN CYGAN
52 TOPPLER COURT
CASTLE ROCK, CO 80104

TERRY HODGE
20975 E. BERRY AVE.
AURORA, CO 80015

TRES THURSTON
721 DEER CLOVER CIRCLE
CASTLE ROCK, CO 80104

Election of Directors and their terms of office shall be as set out in more detail in the Bylaws. Directors may be removed and vacancies on the Board may be filled as provided in the Bylaws.

ARTICLE IX

GENERAL

A Delegate shall be entitled to vote in person but shall not be entitled to vote by proxy; Owners of Privately Owned Sites may be authorized in the Bylaws of the Master Association to vote by proxy on any matters on which such Owners are entitled to vote, including the election of Delegates.

Cumulative Voting by Delegates in the election of Directors of the Master Association shall not be permitted.

The Master Association shall have the power to make and alter Bylaws not inconsistent with these Articles of Incorporation, the laws of the State of Colorado, or the Master Declaration, for the administration and regulation of the affairs of the Master Association. The initial Bylaws of the Master Association shall be adopted by the Board of Director. The Delegates shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws, as more fully set forth in the Bylaws, subject to provisions in the Master Declaration for approval of amendments by the FHA or the VA and/or by First Mortgagees.

ARTICLE X

OFFICERS

The Board of Directors shall elect a President, a Vice-President, a Secretary, and a Treasurer. The Board may additionally elect such other officers as the Board believes will be in the best interests of the Master Association. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of Special offices created pursuant to the Bylaws. The President must be a member of the Board of Directors. The term of office, duties, and method of removal of officers shall be as prescribed in the Bylaws.

ARTICLE XI

MERGER, CONSOLIDATION, OR DISSOLUTION

The Master Association may be, merged or consolidated in the manner provided by the Revised Colorado Nonprofit Corporation Act or may be dissolved in the manner provided in said Act. In order for the question of merger, consolidation, or dissolution of the Master Association (when such question is duly presented in accordance, with the statutory requirements at an annual or special meeting) to be approved, such merger, consolidation, or dissolution shall require assent by 67 percent of the votes of the members of each class. Voting by mail on the question of merger, consolidation, or dissolution is hereby permitted. In the event of the dissolution of the Master Association, other than incident to a merger or Consolidation, the assets of the Master Association shall be dedicated to an appropriate public or governmental agency to be used for purposes similar to those for which this Master 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 XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require assent by 75 percent of the votes of both classes of membership.

ARTICLE XIV

CONFLICTS BETWEEN DOCUMENTS


Except as to a change in the number of Directors made by amendment to the Bylaws, whenever a provision of the Articles or Incorporation is inconsistent with a Bylaw, the provision of the Articles of Incorporation shall be controlling.

ARTICLE XV

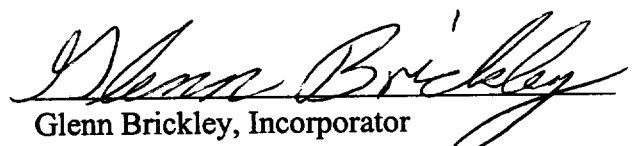
FHA/VA APPROVAL

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, if applicable: annexation of additional properties except as provided in Article III of the Declaration; merger; dissolution, and. consolidation of the Master Association; dedication, conveyance, or mortgaging of Common Area, and amendment of these Articles or the Declaration.

IN WITNESS WHEREOF for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned, constituting the incorporator of this Master Association, has executed these Articles of Incorporation this _____ day of December, 1998.


Glenn Brickley, Incorporator
1015 S. Gaylord St. #219
Denver, Colorado 80209

Glenn Brickley hereby consents to the appointment as the initial registered agent for Castle Pines North Association, Inc.


Glenn Brickley, Incorporator