



STATE OF COLORADO

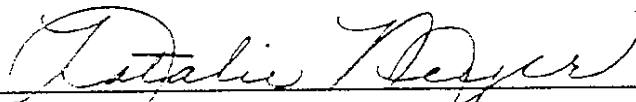
DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO RIDGEWOOD HOMEOWNERS ASSOCIATION, A NONPROFIT CORPORATION.

Dated: MAY 16, 1990



SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RIDGEWOOD HOMEOWNERS ASSOCIATION

The undersigned persons, acting as incorporators under the Colorado Nonprofit Corporation Act, sign and acknowledge the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:
RIDGEWOOD HOMEOWNERS ASSOCIATION
(hereinafter called the "Association").

ARTICLE II

The term of existence of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are as follows:

1. To be and constitute the Association to which reference is made in any Declaration of Covenants, Conditions, and Restrictions and any amendments thereto (hereinafter referred to as "Declaration"), which has been recorded or is to be recorded in the records of the Clerk and Recorder of the County of Teller, State of Colorado, and to perform all obligations and duties of the Association as set forth in said Declaration.

2. To provide for the preservation, protection, and architectural control of the entire living area in the Ridgewood development, and to provide for the maintenance of said

development, as may be expanded upon from time to time, all located within that certain tract of property known as Ridgewood and all its filings in Teller County, Colorado.

3. To provide an entity for the furtherance of the interests of all of the members of the Association, with the objective of establishing and maintaining a community of quality and value, enhancing and protecting its economic value and desirability, and promoting the health, safety, and welfare of the residents in said project, including all additions thereto.

4. To fix, levy, enforce, and collect payment by any lawful means all charges and assessments pursuant to the terms of the declaration or resolution and pay all expenses in connection therewith, and all the expenses incident to the conduct of the business of the Association. The Association does not contemplate pecuniary gain or profit to its members.

5. To acquire (by gift, purchase, or otherwise), own, hold, approve, 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.

6. To 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.

7. To have and to exercise all powers, rights, and privileges which a corporation organized under the general non-profit corporation law of the State of Colorado by law may now or hereinafter have or exercise.

ARTICLE IV

In furtherance of its purpose, the Association shall have all of the powers conferred upon corporations not for profit by the statutes of the State of Colorado in effect from time to time, including all of the powers necessary of incidental thereto to perform the duties and exercise the powers of the Association under the Declaration. The powers to be exercised in furtherance of the carrying out of the purposes of this organization shall be broadly construed. However, the Association shall not, to any substantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of the Association.

ARTICLE V

The address of the initial registered office of the Association is 54 Spruce Circle, Woodland Park, Colorado 80863, and the name of its initial registered agent at such address is Rose Marie Kalter.

ARTICLE VI

Membership in the Association shall consist of the following:

1. Any person acquiring a fee simple record ownership interest in any improved lot, other than as a mortgagee, beneficiary under a deed of trust, or a lien claim, shall automatically become a member of the Association. Such interest shall be the sole qualification for membership. Upon the sale or transfer of an improved lot by an owner, that person's membership shall terminate and shall automatically transfer to the purchaser or transferee.

2. The members of the Board of Directors, or its successors or assigns, as they now or hereafter may be in office; such membership shall terminate when the right of the members of such Board to vote shall no longer be in effect.

ARTICLE VII

Members shall be entitled to one vote for each improved lot owned, but in no event shall the ownership of more than one lot allow more than one vote per lot. Where improved lots are owned by more than one owner, such owner shall by written instrument designate one of such owners to be the sole voting member. In the absence of such designation, the Board may designate one of the members as sole voting member.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of this corporation are seven (7), and the names and addresses of the persons who are to serve as the initial Directors are:

David Fenske 2201 Spruce Road, Woodland Park, CO 80863
John VanAnrooy 176 Ponderosa Lane, Woodland Park, CO 80863
Bob McMurray 217 Blue Spruce Trail, Woodland Park, CO 80863
Rose Marie Kalter 54 Spruce Circle, Woodland Park, CO 80863
Frances Bowlin 591 Ponderosa Lane, Woodland Park, CO 80863
Gregory Schilling 276 Blue Spruce Trail, Woodland Park, CO 80863
Thomas Kalter 54 Spruce Circle, Woodland Park, CO 80913

ARTICLE IX

Amendments to these Articles of Incorporation shall be adopted in the manner set forth in the By-Laws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE X

The Board of Directors shall have the power to adopt By-Laws to govern the affairs of the corporation and to alter, amend or repeal the By-Laws or adopt new By-Laws from time to time.

ARTICLE XI

The names and addresses of the incorporators of the corporation are:

David Fenske 2201 Spruce Road, Woodland Park, CO 80863,
President
John VanAnrooy 176 Ponderosa Lane, Woodland Park, CO 80863,
Vice President
Rose Marie Kalter 54 Spruce Circle, Woodland Park, CO 80863,
Secretary

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 26th day of April, 1990.

David Fenske
John Van Anrooy
Rose Marie Kalter

INCORPORATORS

STATE OF COLORADO)
)
COUNTY OF Teller) ss.

I hereby certify that on the 26th day of April, 1990, personally appeared before me, David Terape, John Van Ansooy, and Rose Marie Katter, who, being by me first duly sworn, severally declared that they are the persons who signed the fore-going document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of April, 1990.

My commission expires: My Commission Expires 7/23/91

Karen G. Gauselet
Notary Public