

NONPROFIT

ARTICLES OF INCORPORATION

OF

11-02-88 08:30
881097200 \$10.00

FOREST PARK HOMEOWNERS ASSOCIATION, INC.

The undersigned, having associated themselves together to establish a non-profit corporation pursuant to the Colorado Non-Profit Corporation Act, hereby certify:

I.

The name of the Corporation is: FOREST PARK HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

II.

The initial registered office of the Association is 2041 North Highway 83, Suite A, P.O. Box 28, Franktown, Colorado 80116, and its principal office will also be located at the same street and mailing address. ✓

III.

Lawrence E. Frickey, whose address is 2041 North Highway 83, Suite A, P.O. Box 28, Franktown, Colorado 80116, is hereby appointed the initial registered agent of this Association. ✓

IV.

PURPOSE AND POWERS OF THE CORPORATION

This 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 residence lots, commercial lots or multi-family lots within that certain tract of land described as follows:

Forest Park Subdivision
County of Elbert,
State of Colorado,

and such other property which may become subject to these Articles as hereinafter provided, and to promote the health, safety and welfare of the residents within the above-described property, and

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to supervise, administer and enforce the terms and conditions of that certain Decree of the District Court, Water Division No. 1, State of Colorado, Case No. 8CW018, approving a plan of augmentation for certain lots in said subdivision, and for these purposes the Association shall have the right and power 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 that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder of Elbert County, 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 enforce, administer and supervise the augmentation decree entered in Case No. 88CW018, District Court, Water Division No. 1, State of Colorado.

(b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration and Decree; 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, improve, build upon, operate, maintain, convey, sell, lease as landlord or tenant, 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 two-thirds (2/3) of the membership, mortgage, pledge, 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 property owned by it to any public agency, authority, or utility. No such act shall be effective unless an instrument has been signed by sixty-six and two-thirds (66 2/3%) percent of the members, agreeing to such dedication, sale or transfer; provided, however, that for a period of twenty (20) years from the date hereof, the Declarant or its successors or assigns, shall have the right to make such dedication or transfer on behalf of the Association without the assent of any of the members of the Association, and the Declarant is hereby designated as the attorney-in-fact of the Association for such purpose;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex

additional residential property and open space areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the membership; provided, however, that for a period of twenty (20) years from the date hereof, the Declarant, or its successors or assigns, shall have the right to participate in such mergers, consolidations or annexations as aforesaid on behalf of the Association without the assent of any of the members of the Association, and the Declarant is hereby designated as the attorney-in-fact of the Association for such purpose. The Declarant's right to annex additional property shall not impose an obligation on the Declarant to develop the same. Such annexation shall bring said additional property within the scheme of these Articles and the "Declaration". The annexation of additional properties shall be made in accordance with the "Declaration" and shall be brought within the coverage of these Articles by an amendment hereto incorporating the legal description of the additional property into these Articles. Appropriate officers of this Association shall thereafter execute a supplementary "Declaration" evidencing its approval of the inclusion of such property.

(g) To have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

V.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the property or any other property hereafter acquired, or annexed, which is the subject under the terms of the "Declaration" to assessment by the Foundation, 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.

VI.

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be those owners of lots 9, 21, 22, 23, 29, 33, 34, 36, and 52, whose properties are not subject to the provisions of the decree approving a plan of augmentation entered by the District Court,

Water Division No. 1, State of Colorado, in Case No. 88-CW018. Class A members shall be entitled to:

1. One (1) vote for each lot owned; or,
2. One (1) vote for each lot occupied, to be cast on all matters not pertaining to the matters addressed in said Court Decree.

Class B: Class B members shall be the owners of those lots not exempted from said Decree and shall be entitled to vote on all matters affecting the Association. Class B members shall be entitled to:

1. One (1) vote for each lot owned; or,
2. One (1) vote for each lot occupied, to be cast on all matters not pertaining to the matters addressed in said Court Decree, and one (1) vote for each lot subject to the aforesaid decree on all matters affected by the decree.

Declarant shall have the right to vote all shares owned by him.

VII.

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than five (5) 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 in accordance with the By-Laws are:

<u>Name</u>	<u>Address</u>
Gene R. Taylor	2041 North Highway 83, #A P.O. Box 28 Franktown, Colorado 80116
Lawrence E. Frickey	2041 North Highway 83, #A P.O. Box 28 Franktown, Colorado 80116
Sharron Taylor	2041 North Highway 83, #A P.O. Box 28 Franktown, Colorado 80116

VIII.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the membership. Upon dissolution of the Association, other than incident of 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IX.

DURATION

The corporation shall exist perpetually.

X.

AMENDMENTS

Amendments of these Articles shall require the assent of not less than sixty-six and two-thirds (66 2/3%) percent of the entire membership of the Association; provided, however, that for a period of twenty (20) years from the date hereof, the Declarant, its successors or assigns, may amend these Articles on behalf of the Association without the assent of any of the members of the Association and is hereby appointed as attorney-in-fact for the Association to effectuate such amendments.

XI.

The names and addresses of the incorporators are:

Gene R. Taylor	2041 North Highway 83, #A P.O. Box 28 Franktown, Colorado 80116
Lawrence E. Frickey	2041 North Highway 83, #A P.O. Box 28 Franktown, Colorado 80116
Sharron Taylor	2041 North Highway 83, #A P.O. Box 28 Franktown, Colorado 80116

DATED: October 5, 1988

Gene R. Taylor
GENE R. TAYLOR ✓

Lawrence E. Frickey
LAWRENCE E. FRICKEY ✓

Sharon A. Taylor
SHARRON TAYLOR ✓

STATE OF COLORADO)
) ss.
COUNTY OF ELBERT)

I, Gail J. Krueger, a Notary Public, hereby certify that on the 5th day of October, 1988, personally appeared before me GENE R. TAYLOR, LAWRENCE E. FRICKEY, and SHARRON TAYLOR, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of October, 1988.

(S E A L)

Gail Krueger
NOTARY PUBLIC
Address: 36705 View Ridge Dr.
Elkabeth, CO 80107

My commission expires: 9/19/91.

Colorado Corporate Report
THIS FORM MUST BE TYPED

CORP OCR

MAR 17 1993

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Address of Principal Place of Business in State or Country of Incorporation

✓ If no changes since last report, check here, sign and return
 Street: 2041 North State Highway 83 Suite A
 City: Franktown

State Colo Zip 80116

DO NOT CHANGE INFORMATION PRINTED IN THIS AREA

MAILING DATE 02/28/93
 SUSP AFTER 04/30/93
 FEE \$50.00
 STATE/COUNTRY OF INC CO
 FRANKTOWN HOMEOWNERS ASSOCIATION, INFC.

931019412 \$50.00
 SOS 03-18-93 14:29

CO 80116

Type of Business Affairs Conducted in Colorado

Non Profit Corporations and Limited Liability Companies Do Not Complete Stock Information

Stock Class	Authorized Shares	Par Value	Issued Shares
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OFFICERS - List any additional officers or officers that have different titles than those listed below on a separate 8 1/2 x 11 sheet of paper.

PRESIDENT
 Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

VICE PRES
 Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

SECRETARY
 Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

TREASURER
 Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

DIRECTORS AND LIMITED LIABILITY COMPANY MANAGERS

List any additional directors or managers on a separate 8 1/2 x 11 sheet of paper (complete even if names and addresses are the same as officers).

Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

Last Name _____ First & Middle Name _____
 Street _____ City _____ State _____ Zip _____

This report requires the Corporate Report to be signed by ONLY the Corporation's President, a Vice-President, Secretary (or assistant) or Treasurer. For a FOREIGN corporation without an authorized agent may sign.

I declare that this report has been examined by me and to the best of my knowledge and belief is true, correct and complete.
 March 15, 1993

Genek Taylor President
 President, Vice-President, Secretary (or Assistant) or Treasurer (Manager) Title

PLEASE READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING



FEE \$ 25.00
ON OR BEFORE
DATE DUE 01/31/95

STATE OF COLORADO
BIENNIAL REPORT OF
A CORPORATION OR LIMITED LIABILITY COMPANY

JAN 05 1995

REPORT YEAR 1994

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE TYPED

MAILING DATE 11/01/94

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION

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CORPORATE NAME REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP
381097200 DN STATE/COUNTRY OF INC CO
FRICKEY, LAWRENCE E
FOREST PARK HOMEOWNERS ASSOCIATION,
INC
2041 N HWY 83, #A
P O BOX 28
FRANKTOWN CO 80116

FOR OFFICE USE ONLY
951008595 \$25.00
SECRETARY OF STATE
01-24-95 13:17
By

FIRST REPORT OR CORRECTIONS IN THIS COLUMN

Return completed reports to:
Department of State
Corporate Report Section
1560 Broadway, Suite 200
Denver, CO 80202

TYPE NEW AGENT NAME
SIGNATURE OF NEW REGISTERED AGENT
MUST HAVE A STREET ADDRESS
CITY STATE CO ZIP

OFFICERS NAME AND ADDRESS	TITLE
TAYLOR, GENE R. 2041 N. HWY #83 STE A FRANKTOWN, CO 80116	PR
FRICKEY, LAWRENCE E. 2041 N. HWY #83 STE A FRANKTOWN, CO 80116	VP
YLOR, SHARRON 41 N. HWY #83 STE A FRANKTOWN, CO 80116	SE

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS	(If you have less than 3 shareholders, you may list less than 3 directors)
TAYLOR, GENE R. 2041 N. HWY #83 STE A FRANKTOWN, CO 80116	
FRICKEY, LAWRENCE E. 2041 N. HWY #83 STE A FRANKTOWN, CO 80116	
TAYLOR, SHARRON 2041 N. HWY #83 STE A FRANKTOWN, CO 80116	

Address of Principal Place of Business in State or Country of Incorporation

Street _____
City _____ State _____ Zip _____

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY Lawrence E. Frickey
Authorized Agent
TITLE V. President DATE 11/28 19 94

NOTE: DO NOT USE THIS BOX IF THIS IS YOUR FIRST REPORT!!! SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX, SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE INDICATED ABOVE (UPPER LEFT HAND CORNER). IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE. (303) 894-2251

SEE INSTRUCTIONS ON BACK

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