

NOT A PROFIT

594976

0401

501 70 0102

ARTICLES OF INCORPORATION

OF

HILL POND ON SPRING CREEK HOMEOWNER'S ASSOCIATION

I, the undersigned natural person of the age of twenty-one (21) years or more and a resident of the State of Colorado, acting as an Incorporator of a non-profit corporation pursuant to the Colorado Non-Profit Corporation Act (C.R.S., 1973, 7-20-101, et seq.) hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME. The name of the Corporation is HILL POND ON SPRING CREEK HOMEOWNER'S ASSOCIATION, hereafter called the "Association."

ARTICLE II. REGISTERED OFFICE. The principal office and initial registered office of the Association is located at 125 South Howes, Suite 650, City of Fort Collins, County Larimer, State of Colorado 80521.

ARTICLE III. REGISTERED AGENT. Joseph H. Fonfara is hereby appointed the initial registered agent of this Association whose office address shall be the initial registered office of the Association as set forth hereinabove.

ARTICLE IV. PURPOSE AND POWERS OF THE ASSOCIATION.

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are the provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property described on Exhibit "A"

COMPUTER UPDATE COMPLETE!
HK

attached hereto and incorporated herein as if full, set forth herein (hereinafter referred to as "the Property"), 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 this Association for this purpose 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 Larimer County Clerk and Recorder, Fort Collins, 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;

(b) Fix, levy, collect and enforce payment 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;

(c) 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;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members and all First Mortgagees of Lots within the Property, mortgage, pledge, deed in trust, 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 Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer, consented to by all First Mortgagees of Lots within the Property;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members and all First Mortgagees of Lots within the Property;

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

ARTICLE V. MEMBERSHIP. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Covenants of record to assessment by the

Association, 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.

ARTICLE VI. VOTING RIGHTS. The Association shall have two (2) 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 for such Lot shall be exercised as they determine.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. 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) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(b) On January 1, 1989.

ARTICLE VII. BOARD OF DIRECTORS. The affairs of this Association shall be managed by a Board of Directors. The number of Directors who shall conduct and manage the business and affairs of the Association shall be not less than five (5) nor

more than nine (9), and shall always be an odd number. The initial Board of Directors shall consist of three (3) individuals who need not be members of the Association. The names and addresses of the persons who are to serve as Directors of the Association until the first annual meeting of the members are:

John F. Payne
5221 W. Arrowhead Lane
Fort Collins, CO 80526

Edward A. Payne
3104 Tobias Court
Laporte, CO 80535

Donald L. Nichols
1935-E Waters Edge
Fort Collins, CO 80526

At the first annual meeting, the members shall elect two (2) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and one (1) Director for a term of three (3) years. Thereafter, Directors shall be elected for terms of three (3) years.

ARTICLE VIII. 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 and all First Mortgagees of Lots within the Property. 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 non-profit corporation,

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

ARTICLE IX. DURATION. The Corporation shall exist perpetually.

ARTICLE X. AMENDMENTS. Amendments to these Articles of Incorporation shall be made by vote of seventy-five percent (75%) of all members of the Association.

ARTICLE XI. 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: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XII. INCORPORATOR. The name and address of the incorporator is:

Joseph H. Fonfara
3219 Silverthorne Drive
Fort Collins, CO 80526

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Colorado, I, the undersigned, constituting the Incorporator of this Association, have executed these Articles of Incorporation this 15th day of November, 1984.



JOSEPH H. FONFARA

STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

The foregoing Articles of Incorporation were acknowledged before me this 14th day of November, 1984, by JOSEPH H. FONFARA.

WITNESS my hand and official seal.

My commission expires: 2/4/87

Valerie A. DeHoff
Notary Public

EXHIBIT "A" ATTACHED TO AND MADE A PART OF THE ARTICLES OF INCORPORATION OF HILL POND ON SPRING CREEK HOMEOWNER'S ASSOCIATION.

LEGAL DESCRIPTION

All of Hill Pond on Spring Creek, Second Filing, a Planned Unit Development situate in the NW $\frac{1}{4}$ of Section 23, Township 7 North, Range 69 West of the 6th P.M., County of Larimer County, State of Colorado.