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DEPARTMENT OF STATE
STATE OF COLORADO

ARTICLES OF INCORPORATION

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OF

STATE OF COLORADO
DEPT. OF STATE

CINNAMON VILLAGE HOMEOWNERS ASSOCIATION

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I, the undersigned natural person of the age of twenty-
one years or more, acting as an incorporator of a nonprofit cor-
poration under the Colorado Nonprofit Corporation Act, adopt the
following Articles of Incorporation for such corporation.

ARTICLE I

ASSOCIATION.

1.1 Association Name. The name of the corporation
shall be CINNAMON VILLAGE HOMEOWNERS ASSOCIATION (hereinafter re-
ferred to as the "Association").

1.2 Perpetual Existence. The Association shall have
perpetual existence.

ARTICLE II

OBJECTS, PURPOSES AND POWERS.

2.1 Objects and Purposes. The Association does not
contemplate pecuniary gain or profit to the members thereof. The
specific objects and purposes for which the Association is or-
ganized are to be and constitute the Association to which refer-
ence is made in that certain Declaration of Covenants, Conditions

and Restrictions for Hampden Hills at Aurora Subdivision Filing No. 3 (Cinnamon Village) dated July 2, 1979 and recorded July 3, 1979 in the office of the Clerk and Recorder of Arapahoe County, Colorado, as the same may hereafter be amended from time to time (hereinafter referred to as the "Declaration") affecting the following-described property:

HAMPDEN HILLS AT AURORA SUBDIVISION FILING NO. 3, Arapahoe County, Colorado, according to the plat thereof recorded on September 11, 1978 in Book 35 at Page 53 of the records in the Office of the Clerk and Recorder of Arapahoe County, Colorado;

and to perform all the obligations and duties of the Association as set forth in the Declaration, together with any act or thing reasonably to be implied therefrom or connected in any way therewith. The definitions set forth in the Declaration shall also be applicable to these Articles of Incorporation.

2.2 Powers. In furtherance of its objects and purposes, the Association shall have and may exercise, either as principal or agent and either alone or in connection with other corporations, partnerships, associations or individuals, any and all of the powers, rights and privileges now or hereafter permitted, given or granted to nonprofit corporations by the laws of the State of Colorado. In addition, the Association may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes, including all of the power necessary to perform the

obligations and duties and to exercise the rights, privileges and powers of the Association under the Declaration. Without in any manner limiting the generality of the foregoing, the Association shall have the following specific powers:

2.2.1 To fix, levy, assess and collect the assessments against members of the Association for the purposes and in the manner set forth in the Declaration or by any other lawful means, specifically including the power to sue to collect and to foreclose its lien to enforce payment of such assessments;

2.2.2 To enforce the covenants, conditions and restrictions set forth in the Declaration and to make and enforce rules and regulations with respect thereto;

2.2.3 To engage in activities which will protect, promote and advance the health, safety, welfare and interests of the Owners of property which is subject to the Declaration;

2.2.4 To pay all expenses in connection with the performance of its objects, purposes and powers and all office, legal, accounting and other expenses incident to the conduct of the business of the Association, specifically including all licenses, taxes, charges, fees, assessments or governmental charges levied or imposed against the property of the Association;

2.2.5 To participate in mergers and consolidations with other nonprofit corporations organized for the same general purposes as the Association; and

2.2.6 In general, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise; provided, however, that the Association is not empowered to act contrary to the provisions of the Declaration.

ARTICLE III

REGISTERED OFFICE AND AGENT.

3.1 Registered Office. The address of the initial registered office of the Association is 3600 South Yosemite Street, Suite 250, Denver (Denver County), Colorado 80237.

3.2 Registered Agent. The name of the initial registered agent at the address of the registered office of the Association is Leland J. Alpert.

ARTICLE IV

MEMBERSHIP IN ASSOCIATION.

4.1 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by 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 V

BOARD OF DIRECTORS.

5.1 Directors. The affairs of this Association shall be managed by a Board of three 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.

5.2 Initial Board of Directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Theodore J. Alpert	3600 South Yosemite Street Suite 250 Denver, Colorado 80237
Leland J. Alpert	3600 South Yosemite Street Suite 250 Denver, Colorado 80237
Sandy G. Nyholm	Suite 2300 First of Denver Plaza Building Denver, Colorado 80202

5.3 Election of Directors. At the first annual Owners' meeting, the Owners shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter, the Owners shall elect one director for a term of three years.

ARTICLE VI

GENERAL.

6.1 Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of members of the Association. 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 the 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.

6.2 Incorporator. The name and address of the incorporator of the Association is Leland J. Alpert, 3600 South Yosemite Street, Suite 250, Denver, Colorado 80237.

6.3 Amendments. Amendment of these Articles of Incorporation shall require the assent of at least 75% of the votes of the entire membership of the Association.

6.4 FHA/VA Approval. As long as there is a Class II voting 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 of Incorporation.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seal this 2nd day of July, 1979.

Leland J. Alpert
LELAND J. ALPERT

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

I, Kay Stuebing, a Notary Public hereby certify that on the 2nd day of July, 1979, personally appeared Leland J. Alpert, who being by me first duly sworn, declared that he is the person who signed the foregoing document as the incorporator, and that the statements contained therein are true.

[SEAL]

Kay Stuebing
Notary Public

My commission expires:
By Commission Expires Jan. 27, 1980

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SECRETARY OF STATE'S OFFICE