

NOT FOR FILING

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ARTICLES OF INCORPORATION

FOR THE

HAMPDEN HILLS AT AURORA HOMEOWNERS ASSOCIATION

I, the undersigned natural person of the age of twenty one years or more, acting as an incorporator of a nonprofit corporation under 1973 C.R.S. §§ 7-20-101 through 7-29-106, 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 the HAMPDEN HILLS AT AURORA HOMEOWNERS ASSOCIATION (hereinafter referred to as the "Association").

1.2 Perpetual Existence. The Association shall have perpetual existence.

ARTICLE II

PURPOSES AND POWERS.

2.1 PURPOSES. The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area described in that certain Declaration of Covenants,

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Conditions and Restrictions for Cinnamon Village II recorded No-
number 10, 1960 in the office of the Clerk and Recorder of Arap-
shoe County, Colorado, as the same may hereafter be amended from
time to time (herein referred to as the "Declaration"), and to
perform all the obligations and duties of the Association as set
forth in the Declaration. The Association is also formed for the
purpose of maintaining the Common Area and promoting the health,
safety and welfare of the Owners of the Lots described in the Dec-
laration and any additions thereto as may hereafter be brought
within the jurisdiction of the Association. The definitions set
forth in the Declaration shall also be applicable to these Arti-
cles of Incorporation. As used herein, "Member" shall mean and
refer to those persons who are entitled to membership in the Asso-
ciation, as provided in the Declaration.

2.2 Powers. In furtherance of its purposes, the Asso-
ciation shall have the power to:

2.2.1 Exercise all of the powers and privileges
and to perform all of the duties and obligations of the Asso-
ciation as set forth in the Declaration and as the same may
be amended from time to time as therein provided, the Decla-
ration being incorporated herein as if set forth at length;

2.2.2 Fix, levy, collect and enforce payment of
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;

2.2.3 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;

2.2.4 Borrow money and, with the assent of two-thirds 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;

2.2.5 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; provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of Members agreeing to such dedication, sale or transfer;

2.2.6 Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area; provided, however, that any such merger, consolidation or annexation shall have the assent of two-thirds of each class of Members;

2.2.7 Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

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.

4.2 Classes of Voting Membership. Subject to Section 4.3, the Association shall have two classes of Voting Membership whose voting rights shall be as follows:

4.2.1 The first class of Voting Membership shall be known as "Class I Voting Membership" and shall be comprised of all Owners of Class I Lots. Each Class I Lot shall be entitled to one vote. Whenever more than one person is an Owner of a particular Class I Lot, all of the Owners of such Class I Lot shall be Members of the Association and the vote applicable to such Class I Lot shall be exercised as such Owners may among themselves determine, but in no event shall more than one vote be cast with respect to each Class I Lot; and

4.2.2 The second class of Voting Membership shall be known as "Class II Voting Membership" and Declarant shall be the sole Class II Member. The Declarant shall be entitled to three votes for each Class II Lot owned.

4.3 Termination of Class II Voting Membership. Upon the earliest happening of any of the events set forth below in Subsections 4.3.1, 4.3.2 or 4.3.3 (whichever first occurs) the Association shall thereafter have one class of Voting Membership which shall be Class I Voting Membership. Subsequent to such event, all Owners, including Declarant, shall be entitled to one vote for each Lot owned. Such events are:

4.3.1 When the total votes outstanding in the Class I Voting Membership equal the total votes outstanding in the Class II Voting Membership; or

4.3.2 On such date as shall be six years after the date of the recording of the Declaration in the office of the Clerk and Recorder of Arapahoe County, Colorado; or

4.3.3 On such date as Declarant shall voluntarily relinquish its Class II Voting Membership.

ARTICLE V

BOARD OF DIRECTORS.

5.1 Directors. The affairs of this Association shall be managed by a Board of not less than three nor more than seven directors, who need not be Members of the Association. Subject to the foregoing, the exact number of directors shall be fixed by the By-Laws of the Association and may be increased or decreased from time to time by amendment of the By-Laws. In order to provide for persons upon the Board of Directors with experience, the directors shall have overlapping terms. Provisions for the establishment of such overlapping terms shall be set forth in the By-Laws.

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

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.

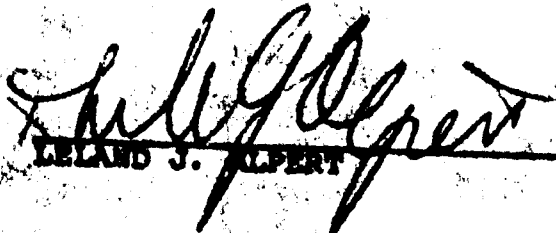
6.2 Incorporator. The name and address of the incorporator of the Association is Leland J. Alpert, 3600 South Yosemite Street, Suite 250, Denver, Colorado 80237.

6.3 Amendments. Amendment of these Articles of Incorporation shall require the assent of at least 75% of the votes of each class of Members 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.

6.5 Conflicts in Legal Documents. In case of conflicts between the provisions of the Declaration and these Articles of Incorporation or the By-Laws of the Association, the Declaration shall control. In case of conflicts in the provisions of these Articles of Incorporation and the By-Laws of the Association, these Articles of Incorporation shall control.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seal this 6th day of December, 1980.


LELAND J. ALPERT

STATE OF COLORADO

CITY AND COUNTY OF DENVER

)
) ss.
)

I, Joy Parachini, a Notary Public hereby certify that on the 6th day of November, 1980, 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]

Joy Parachini
Notary Public

My commission expires:

My Commission Expires Jan. 9, 1981

PLEASE READ INSTRUCTIONS ON REVERSE SIDE

The exact Corporate Name, current Registered Office & current Registered Agent are:

WILLIAM J. ALPERT
AGENT FOR - 0481
HAMPTON HILLS AT AURORA HOMEOWNERS
ASSOCIATION
3600 SOUTH YERGEN ST. #200
SUITE 200
DENVER, CO 80237

FOR OFFICE USE ONLY

510409 2288
AUGUST 31, 1982
NOTICE OF DELINQUENCY
YOUR 1982 CORPORATE REPORT AND FEES ARE DELINQUENT. SEE NOTICE ON INSIDE FRONT COVER FOR INSTRUCTIONS AND CONSEQUENCES OF FAILURE TO FILE.

The Corporation named herein makes the following statement:

The State or Country of Incorporation is: Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:
14292 E. EVANS AVE. AURORA, CO 80014
The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
RANDY THALL

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

The complete street address of the Corporation's principal place of business in Colorado is:
14292 E. EVANS AVE. AURORA, CO 80014

STATE OF Colorado
COUNTY OF Arapahoe

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Clinton Major

President of Hampton Hills at Aurora Homeowners Assoc., Colorado
(Title) (Name of President or a Vice-President) (Corporate Name) (State or Country of Incorporation)

corporation, being duly sworn or affirmed, depose and declares that this statement has been examined by me and to the best of my knowledge and belief is true, correct and complete.

Corporate Name: Hampton Hills at Aurora Homeowners Association Filing #9
Randy Thall
(Authorized Signature)
X President - Vice-President

Subscribed and sworn to before me this 9th day of February, 1982.
My commission expires 11-1-84

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734205
SUBMIT THIS STATEMENT WITH PAYMENT TO:
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P.O. BOX 5881
DENVER, CO 80217-5881
Filing Fee \$5.00

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

PLEASE PRINT CLEARLY • • • • • PLEASE PRINT CLEARLY

The entity is a corporation, limited liability partnership, registered office & current registered agent is:

The Corporation named herein makes the following statement:

The State or Country of incorporation is: Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to
14292 E Evans Avenue, Aurora, Colorado 80014
 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS
Robert C Bond

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

The complete street address of the Corporation's principal place of business in Colorado is
14292 E Evans Avenue, Aurora, Colorado 80014

STATE OF Colorado
COUNTY OF Arapahoe

Hampden Hills at Aurora HOA
By [Signature]
Its [Title] President
Its [Title] General Partner

Subscribed and sworn to before me this 17 day of June
My commission expires 11/18/01

[Signature]
Notary Public

Notes: 1. Exact name of corporation or limited partnership making the statement.
2. Signature and title of officer signing for the corporation, must be president or vice president, for a limited partnership, must be a general partner.

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SUBMIT THIS STATEMENT WITH PAYMENT TO
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P O BOX 5861
DENVER, CO 80217-5961

Filing Fee \$5

The exact Corporate Name, current Registered Office & current Registered Agent are

OFFICE USE

The Corporation named herein makes the following statement

2 The State or Country of incorporation is Colorado

3 The complete street address of the Corporation's REGISTERED OFFICE shall be changed to

4 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS
TAMARA A. SUGANTEK

5 The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical

3 The complete street address of the Corporation's principal place of business in Colorado is

13292 E Evans Ave Aurora CO 80014

"An 'address' means street name and number, city or town, and United States postal office zip code designation. If by reason of curtilage or otherwise, a street name shall apply to the address, being as nearly as possible the actual physical location may be substituted, but in all such exceptional cases the rural free delivery route, the county and State, and the zip code designation shall be included.

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

STATE OF Colorado
COUNTY OF _____

By Rebecca T. Halchman
Its notary President

Subscribed and sworn to before me this 21 day of 11
My commission expires 11/2/01

Notary Public

NOTE: 1. Exact name of corporation as shown on Statement
2. Signature and title of officer signing for the corporation may be

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BJD

SUBMIT THIS STATEMENT WITH PAYMENT TO
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
- P.O. BOX 5861
DENVER, CO 80217-5861

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MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2251

for office use only

SUBMIT ONE
Form No. 5000

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

This document must be typewritten.

DN 9714-16728

08-21-88 10:00
36:17:25
REJECTED

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

Hampden Hills at Aurora Homeowners Association Inc.

Second: the address of its REGISTERED OFFICE is 359 Inverness Drive South, Unit K Englewood, Colorado 80112

Third: The name of its REGISTERED AGENT is Todd Brophy

08-03-88 13:26
881077477 310.00

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is _____

(Note 1)

By [Signature]

(Note 2)

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

Its president
Its _____ authorized agent
Its _____ registered agent (Note 3)
Its _____ general partner

STATE OF Colorado

COUNTY OF Douglas

Subscribed and sworn to before me this 19th day of July, 1988

My commission expires 10/2/89

[Signature]
Notary Public (Note 4)

359 INVERNESS DR. SOUTH, #K
ENGLEWOOD, COLORADO 80112
Address

- Notes: 1 Exact name of corporation or limited partnership making the statement.
- 2 Signature and title of officer signing for the corporation must be president or vice-president, for a foreign corporation without such officers, the authorized agent, for a limited partnership, must be a general partner.
- 3 Regarding profit corporations. This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- 4 Signature of notary public must be exactly as shown on notarial seal, and must agree with notarial commission.

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