

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Articles of Incorporation

with Document # 19871384439 of
BRANDYCHASE RECREATIONAL ASSOCIATION, INC.

Colorado Nonprofit Corporation

(Entity ID # 19871384439)

consisting of 8 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/05/2017 that have been posted, and by documents delivered to this office electronically through 07/06/2017 @ 11:11:27.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 07/06/2017 @ 11:11:27 in accordance with applicable law. This certificate is assigned Confirmation Number 10327947 .



A handwritten signature in blue ink that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

*****End of Certificate*****
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

OF

BRANDYCHASE RECREATIONAL ASSOCIATION, INC.

1433

In compliance with the requirements of the Colorado Non-Profit Corporation Act, C.R.S. 1973, Article 7-20-101, et seq., the undersigned, all of whom are residents of the County of Denver and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is "BRANDYCHASE RECREATIONAL ASSOCIATION, INC.," hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 3600 S. Yosemite Street, Denver, Colorado 80237.

ARTICLE III

Alan B. Lottner, whose address is 718 17th Street, Suite 800, Denver, Colorado 80202, is hereby appointed the initial registered agent of this Association and the address of the initial registered office of the Corporation is 718 17th Street, Suite 800 Denver, Colorado 80202.

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 to provide for maintenance and preservation of the improvements located on those certain tracts of real property described on Exhibits "A" and "C" to the Declaration of Covenants, Conditions and Restrictions

for BrandyChase Recreational Association, Inc. as recorded in the records of the Clerk and Recorder of the County of Arapahoe, State of Colorado, and to promote the recreation of the persons entitled to use said facilities within the above-described property and for this purposes 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 for BrandyChase Recreational Association, Inc. (hereinafter called "Declaration"), recorded in the office of the Clerk and Recorder of the County of Arapahoe, State of 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 three-fourths (3/4) of the members and all first mortgagees of Residences, 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 Property 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 the members entitled to vote three-fourths (3/4) of the votes, agreeing to such dedication, sale or transfer;

(f) Have and to 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.

(g) Notwithstanding the above, unless all of the first mortgagees of Residences located on the Real Property described on Exhibit "B" to the Declaration of Covenants, Conditions and Restrictions for BrandyChase Recreational Association, Inc. (based upon one vote for each first mortgage owned or held) have given their prior written approval, the Association shall not be empowered or entitled to:

(a) by act or omission seek to abandon, partition, subdivide, encumber, sell or transfer the Recreational Area owned, directly or indirectly, by the Association for the benefit of the Owners (the granting of easements for public utilities or for other public purposes consistent with the intended use of such Recreational Area shall not be deemed a transfer within the meaning of this clause);

(b) change the method of determining the obligations, assessments, dues or other charges which may be levied against an Owner;

(c) by act or omission change, waive or abandon any scheme or regulations, or enforcement thereof, pertaining to the maintenance of the Recreational Area;

(d) fail to maintain fire and extended coverage on insurable Recreational Area property on a current replacement cost basis in an amount not less than one hundred

145
percent (100%) of the insurable value (based on current replacement cost);

(e) use hazard insurance proceeds for losses to any of the Recreational Area for other than the repair, replacement or reconstruction of such Area; and

(f) terminate professional management of the Property.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record Owner of a fee or undivided fee interest in any Residence which is subject by the terms of the Declaration to assessment by the Association, including the Declarant, as said term is defined in the Declaration, and 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 Residence which is subject to assessments by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two 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 Residence owned. When more than one person holds an interest in any Residence, all such persons shall be members. The vote for such Residence shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Residence.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration) and shall be entitled to

nine (9) votes for each Residence 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 vote outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) September 30, 1986, whichever is sooner.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) nor more than five (5) members, the specific number to be set forth in 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 are:

<u>Name</u>	<u>Address</u>
Marshall Abrahams	3600 S. Yosemite Denver, Colorado 80237
Steven Rosenblatt	3600 S. Yosemite Denver, Colorado 80237
Ronald Morgan	3600 S. Yosemite Denver, Colorado 80237

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; and at each annual meeting thereafter the members shall elect directors for a term of three (3) years.

Notwithstanding the above, the Class B voting members shall have the exclusive right to nominate and elect all of the Association's Board of Directors until such time as Class B membership ceases, or December 31, 1986, whichever event occurs first.

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 the members. 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 will 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

Amendment to these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20 day of October, A.D., 1989.

Incorporator:

Elizabeth A. Oliver
718 17th Street, Suite 800
Denver, Colorado 80202


Elizabeth A. Oliver

STATE OF COLORADO)
) ss.
County of DOVER)

Subscribed and sworn to before me this 23rd day of
OCTOBER, A.D., 1979, by Elizabeth A. Oliver.

My commission expires: My Commission Expires Oct. 4, 1983.

Cathy Gardelli
Notary Public

RECORDED

ROLL 478

SECRETARY OF STATES OFFICE

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

DN 0284429

PLEASE TYPE OR PRINT CLEARLY * * * * * PLEASE READ INSTRUCTIONS ON REVERSE SIDE

The exact Name of the current Registered Office and current Registered Agent are
ALAN B. LOTTNER **008862**
AGENT FOR -
BRANDYCHASE RECREATIONAL ASSOC
IATION INC
718 17TH ST #800
DENVER CO 80202

The Corporation or other filer makes the following statement:

The State in which the Corporation is incorporated is Colorado

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to
3500 E. Yale Ave., Denver, Colorado 80222
 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS
Robert B. Aglar

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
14182 E. Colorado Dr. #101, Aurora, Colorado 80012

STATE OF Colorado
COUNTY OF Arapahoe

Pursuant to the provisions of Title 7, C.R.S. 1973, I, Ronald S. Morgan the
(Name of President or a Vice-President)
Vice President, Brandy Chase Recreational Association, Colorado
(Title) (Corporate Name) (State or Country of Incorporation)

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

Corporate Name Brandy Chase Recreational Association
By [Signature]
(Authorized Signature)
President Vice-President

Subscribed and sworn to before me this Twenty ninth day of April 19 81

My commission expires My Commission expires August 23, 1984
[Signature]
Notary Public

Form 001
Rev. 1981

SUBMIT THIS STATEMENT WITH PAYMENT TO:
CORPORATE REPORT SECTION
DEPARTMENT OF STATE

Filing Fee \$5.00