

ARTICLES OF INCORPORATION

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OF

PINON RANCH HOMEOWNERS ASSOCIATION, INC.

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Pinon Ranch Homeowners Association, Inc. (the "Association").

FILED
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

ARTICLE II

Duration

The Association shall have perpetual existence.

ARTICLE III

Purposes

The purposes and objectives for which this Association is formed (none of which shall be for pecuniary profit) are:

- (a) To provide a means of self-government for the owners of the property within a development commonly known as Pinon Ranch Subdivision, in the City of Colorado Springs, Colorado, to advance their common interests with respect to the "Common Elements" defined in the Declaration of Conditions, Covenants, Restrictions and Easements for Pinon Ranch Subdivision, including amendments thereto (the

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"Declaration"), and to eliminate any undue burden upon individual owners for the upkeep of such areas.

(b) To provide for the ownership, care, management, control, preservation, operation, maintenance, repair, restoration and replacement of the Common Elements, in the manner prescribed by the Declaration, and to provide other services with respect to such areas deemed advantageous by the owners of lots within Pinon Ranch Subdivision.

(c) To levy and enforce adequate assessments to meet the expenses of owning, operating, maintaining, repairing, replacing and insuring the Common Elements, and to fund any other expenses of the Association, as provided in the Declaration.

(d) To enforce, in its own name or on behalf of its members, the protective covenants, conditions and restrictions set forth in the Declaration, and to seek redress for the violation of any provisions, by any and all remedies available at law or equity.

ARTICLE IV

Additional Powers

In furtherance of the purposes and objectives set forth in Article III and in the Declaration, and subject to the restrictions set forth in Article V, the Association shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado,

and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by the laws of the State of Colorado.

ARTICLE V

Restrictions Upon Powers

No part of the net earnings of the Association (other than by providing management, maintenance and care of the Common Elements, and other than a rebate of excess assessments) shall inure to the benefit of any member, director or officer of the Association or any other individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes). Upon final dissolution of the Association, any corporate assets remaining after the payment of all debts will be distributed to its members according to their prorata interest and obligations.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial registered office of the Association is 1920 Vindicator Drive, Suite 209, Colorado Springs, Colorado 80919. The name of its initial registered agent at such address is Lon P. Frohling.

ARTICLE VII

Members

The Association shall have members as provided in the Declaration and in the bylaws of the Association. The qualifications for and terms of membership and the rights, powers and privileges, including voting rights, of the members shall be as provided in the Declaration and the Association's bylaws from time to time.

ARTICLE VIII

Board of Directors

(a) Board of Directors. The management of the affairs of the Association shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, the Declaration, these articles of incorporation or the bylaws of the Association. The number of directors, their term of office and manner of their selection and election shall be determined according to the Declaration and the bylaws of the Association from time to time in force.

(b) Liability of Directors. No director shall be personally liable to the Association or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Association or to its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Association or to its members, (2) any of such director's acts or omissions not in good faith or

which involve intentional misconduct or a knowing violation of law, (3) acts specified in Section 7-24-111, Colorado Revised Statutes, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Association to any director or officer of the corporation), or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Article VIII(b) shall be prospective only and shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

(c) Initial Directors. Three directors shall constitute the initial board of directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Lon P. Frohling	1920 Vindicator Drive Colorado Springs, CO 80919
Gary A. Torrance	1920 Vindicator Drive Colorado Springs, CO 80919
Albert M. Rogers	1920 Vindicator Drive Colorado Springs, CO 80919

ARTICLE IX

Bylaws

The initial bylaws of the Association shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and to adopt new bylaws. The bylaws of the Association may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with the laws of the State of Colorado, the Declaration, or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of the Association any proprietary interest in the Association's property or assets, whether during the term of the Association's existence or as an incident to its dissolution.

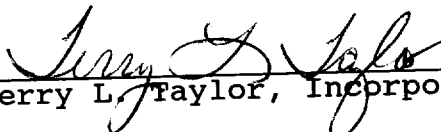
ARTICLE X

Incorporator

The name and address of the incorporator are:

Terry L. Taylor
6 South Tejon Street, Suite 618
Colorado Springs, CO 80903

Dated: June 9,, 1998



Terry L. Taylor, Incorporator

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June 9, 1998