

NOT FOR PROFIT

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ARTICLES OF INCORPORATION

OF

4 JUN 1

DEPARTMENT OF STATE
STATE OF COLORADO

DILLON VALLEY WEST CONDOMINIUM ASSOCIATION

STATE OF COLORADO
DEPT. OF STATE

ARTICLE I

Name

The name of this non-profit corporation shall be Dillon Valley West Condominium Association. **1543**

ARTICLE II

Duration

The term of existence of this corporation is perpetual.

ARTICLE III

Purposes

The business, the objectives and the purposes for which this corporation hereinafter, sometimes called the "Association") is formed are as follows:

1. To be and to constitute the Owner's Association to which reference is made in the Condominium Declaration for DILLON VALLEY WEST and any amendments and/or Supplements thereto (for brevity hereinafter, collectively, called the "Declaration), recorded or to be recorded in the office of the Clerk and Recorder of Summit County, Colorado, pursuant to the Colorado Condominium Ownership Act as amended, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the Owners, including the Declarant named in said Declaration, (hereinafter, sometimes called "Members") of Condominium units in the Dillon Valley West condominium complex, (hereinafter, sometimes called the "Complex") with the objective of establishing and maintaining it as a prime condominium ownership Complex of the highest possible quality and value, enhancing and protecting its value, desirability and attractiveness.

ARTICLE IV

Powers

In furtherance of its purposes, the Association shall have all of the powers conferred upon non-profit corporations by the statutes and common law of the State of Colorado, in effect from time to time, including all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association specified or implied in the Declaration, which will include, but shall not be limited to, the following:

1. To make and collect assessments from Members of this Association for payment of the Common Expenses of the Complex including the expenses incurred by this Association in exercising its powers or of performing its functions.

2. To manage, control, operate, maintain, repair, improve, enlarge and add to the General Common Elements of the Complex.

NOTE: Words which are herein capitalized, other than proper names, are words or terms which are being used in accordance with definitions contained in said Declaration.

3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth in and/or promulgated pursuant to the Declaration and/or the By-Laws of this Association and to make and enforce rules, regulations, penalties and sanctions, including resort to litigation as provided therein.

4. To engage in activities which will actively foster, promote and advance the interests of the Owners of Condominium Units in the Complex, including the interests of the Declarant during the period of its development of the Complex and of its ownership of Condominium Units in the Complex.

ARTICLE V

Memberships

1. This Association shall be a membership, non-profit corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the Association for each Condominium Unit in the Complex, as defined in the Declaration.

The Owner or Owners of a Condominium Unit shall hold and share the membership related to that Condominium Unit in the same proportionate interests and by the same form of tenancy or co-ownership in which title to the Condominium Unit is held, provided always that there shall be only one membership per Condominium Unit. Only an Owner of a Condominium Unit in the Complex may be a Member of this Association.

2. Each membership shall have voting rights equal to the percentage ownership set forth in the Declaration for the Condominium Unit in question on all matters in which Members are entitled to vote.

3. A membership in the Association and the share of a Member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Condominium Unit to which the membership appertains: provided however, that the rights of membership may be assigned to the holder of a First Mortgage on a Condominium Unit as further security for a loan secured by a First Mortgage on such Condominium Unit.

4. A transfer of membership shall occur automatically upon the transfer of title to the Condominium Unit to which the membership appertains: provided however, that the By-Laws of this Association may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Association.

5. The Association may suspend the voting rights of a Member for failure to comply with the Declaration, the By-Laws, the rules or regulations of the Complex and of this Association or with any other obligations of an Owner of a Condominium Unit in the Complex under the Declaration and under the By-Laws of this Association.

6. By-Laws of this Association may contain provisions setting forth the rights, privileges, duties and responsibilities of the Members.

ARTICLE VIBoard of Directors

1. The business and affairs of this Association shall be conducted, managed and controlled by its Board of Directors. Such Board of Directors shall consist of not less than three nor more than seven Directors, the specific number to be set forth from time to time in the By-Laws of the Association. Directors shall be natural persons who are Members of the Association, or in the case where a Unit is owned by an entity other than a natural person, such natural person as such entity may specify in writing.

2. The Board of Directors shall be elected at the annual meeting of the Members of this Association in the manner and for the terms of office specified in the By-Laws.

3. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner to be provided by the By-Laws.

4. The names and addresses of the first Board of Directors who shall serve until the first election of Directors and until their successors are duly elected and qualified, are as follows:

K. C. Ensor Jr.	Donald Lavers	Arthur Cross
P.O. Box 246	P.O. Box 246	P.O. Box 246
Littleton, Colorado	Littleton, Colorado	Littleton, Colorado
80160	80160	80160

Any vacancies on the Board of Directors occurring before the first election of Directors shall be filled by appointment of the remaining Directors.

ARTICLE VIIOfficers

The Board of Directors shall elect a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Board believes will best serve the interests of the Association. The Officers shall have such duties as may be prescribed in the By-Laws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VIIIConveyances and Encumbrances

Association property may be conveyed or encumbered by authority of the Board of Directors or by such person or persons to whom such authority may be delegated by resolution of the Board. Conveyances or encumbrances shall be by instrument executed by the President or a Vice President and by the Secretary or an Assistant Secretary, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE IXInitial Registered Office and Agent

The initial registered office of the corporation shall be at 3100 South Sheridan Boulevard, Denver, Colorado. The initial Registered Agent at such office shall be K. C. Ensor, Jr. *80227)

ARTICLE X

Amendments

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the duly adopted and, if such be the case, amended By-Laws of this Association; provided however, that no amendment to these Articles of Incorporation shall be either contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XI

Managing Agent Functions

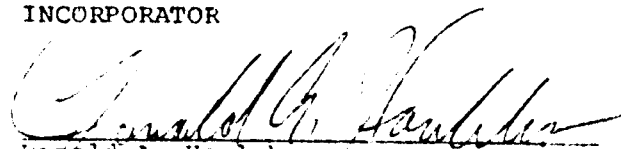
The Association may obtain and pay for the services of a person, persons or entity to administer and manage its affairs and to be responsible for operations, maintenance, repair and improving of the Common Elements of the Complex and all of the exterior and common interior portions of the improvements and to keep the same in good, attractive and sanitary condition, order and repair, provided however, that the Declarant may perform such services until the development of the Complex has been fully completed and all of the Condominium Units sold. The cost of such services shall be borne by the Members according to their respective percentage or fractional interests in the General Common Elements as provided in the Declaration, whether such services are directly or indirectly rendered by this Association, or directly or indirectly by the Declarant.

ARTICLE XII

Incorporation

I, Donald A. Houlehan, a natural person over the age of 21, acting as incorporator under the Colorado Nonprofit Corporation Act, sign and acknowledge these Article of Incorporation for such corporation.

INCORPORATOR


Donald A. Houlehan

State of Colorado)
Cit and) ss.
County of Denver)

40 The foregoing instrument was acknowledged before me this day of June, 1979, by Donald A. Houlehan.

Witness my hand and official seal.

My Commission expires: My Commission Expires Aug 29, 1981


Notary Public

RECORDED

163

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT
DN 0374661

PLEASE PRINT CLEARLY PLEASE READ INSTRUCTIONS ON REVERSE SIDE

1 The exact Corporate Name, current Registered Office & current Registered Agent
Agent No. 0000000000
AGENT FOR - 14.1
DILLON VALLEY WEST CONDOMINIUM ASSOCIATION
200 SO. SPANISH CANYON
LEAVENWORTH

FOR OFFICE USE ONLY
COLORADO DEPT. OF REVENUE
581057 425

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
7755 So. Santa Fe Dr., Littleton, Colorado 80120
4 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:

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

6 The complete street address of the Corporation's principal place of business in Colorado is:
7755 So. Santa Fe Dr., Littleton, Colorado 80120

STATE OF Colorado)
COUNTY OF Arapahoe) ss.

Pursuant to the provisions of Title 7, C.R.S. 1973, I, K. C. Ensor, Jr., the

President of Dillon Valley West Condominium Association, Colorado, the
(Title) (Corporate Name) (State or Country of Incorporation)

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

DILLON VALLEY WEST
CONDOMINIUM ASSOCIATION
Corporate Name
By K. C. Ensor, Jr. (Authorized Signature)
X President Vice-President

Subscribed and sworn to before me this 20th day of July, 1984

My commission expires February 15, 1985

[Signature]
Notary Public
7755 So. Santa Fe Dr., Littleton, Co. 80120
Address

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

PLEASE TYPE OR PRINT CLEARLY PLEASE READ INSTRUCTIONS ON REVERSE SIDE **FILED - COLO. DEPT. OF STATE**

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

F. C. ENSOR, JR
AGENT FOR - 0401
DILLON VALLEY WEST CONDOMINIUM ASSOCIATION
7755 SO. SANTA FE DR.
LITTLETON, CO 80120

ON 0376697 **13958** MR-5 6
3/2/87

FOR OFFICE USE ONLY

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:
9600 East Arapahoe Road #260, Englewood, Co. 80112

4 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
Donald A. Lavers

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

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

9600 East Arapahoe Rd, #260, Englewood, Colorado 80112

"Address" means street name and number, city or town, and United States post office zip code designation. If by reason of rural location or otherwise, a street name shall not exist, other appropriate "address" fixing 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 the United States post office 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 Denver

Dillon Valley West Condominium Association (Note 1)

By Donald B. Lavers (Note 2)
President

Its President
Its Authorized Agent
Its Registered Agent (Note 3)

Subscribed and sworn to before me this 28th day of February 1987

My commission expires 10/26/87

Virginia Sue Grant
Notary Public (Note 4)

- Notes:
- Exact name of corporation making the statement.
 - 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.
 - 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.
 - Signature of notary public must be exactly as shown on the notary seal, and must agree with notarial commission.



COMPUTER UPDATE COMPLETED
SUBMIT THIS STATEMENT WITH PAYMENT TO CORPORATE REPORT SECTION DEPARTMENT OF STATE

1 68588
3/07

Filing Fee \$5.00