FILED in the Office of the Secretary of State of the State of Colorado
BYRON A. ANDERSON
Secretary of State
MAR 9 1973

ARTICLES OF INCORPORATION

OF

SECOND JEFFERSON GREEN HOMEOWNERS ASSOCIATION 254959

In compliance with the requirements of Colorado Revised Statutes, 1963 and amendments thereto under Chapter 31, Article 24, the undersigned, Ira E. Tanner, Jr., a resident of the State of Colorado, of full age, has and hereby acknowledges his intent to form a corporate entity under and by virtue of said law.

ARTICLE I

The name of the corporation is Second Jefferson Green Homeowners Association, hereinafter called the "Association".

ARTICLE II

The principal office of the Association is located at 1050 Yuma Street, Denver, Colorado 80204 in the County of Denver.

ARTICLE III

Ira E. Tanner, Jr., whose registered office and address is 1950 Western Federal Savings Bldg., Denver, Colorado 80202, is hereby appointed the initial registered agent of this Association. Denver County

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, preservation and architectural control of the residence Lots and Common Area within that certain real property described as: Jefferson Green Filing No. 2 according to the Plat recorded with the Clerk and Recorder of Jefferson County on June 30, 1972, as Reception No. 501157 and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided in Article VIII herein, and for this purpose 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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder, Jefferson County, 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 two-thirds (2/3) of each class of members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) 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 V

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. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration). The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V, provided that 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 votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws 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:

Ira E. Tanner, Jr.	1950 Western Federal Savings Bldg. Denver, Colorado 80202
Richard Downing, Jr.	1950 Western Federal Savings Bldg. Denver, Colorado 80202

David C. Knowlton	1950 Western Federal Savings Bldg. Denver, Colorado 80202
Barkley L. Clanahan	1950 Western Federal Savings Bldg. Denver, Colorado 80202
Thomas C. McKee	950 Western Federal Savings Bldg. Denver, Colorado 80202

At the first annual meeting the members shall elect one director for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect a director or two directors for a term of three years to fill the vacancy of the director or the two directors whose term or terms expire.

ARTICLE VIII

ANNEXATION OF ADDITIONAL PROPERTIES

The Association may, at any time, annex additional residential properties and common areas to the Properties described in Article IV, and so add to its membership under the provisions of Article V, provided that any such annexation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, but only with the consent of FHA so long as there is any Class B membership outstanding.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE X

AUTHORITY TO MORTGAGE

Any mortgage by the Association of the Common Area defined in the Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have power to 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. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing,

and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

ARTICLE XIV

AMENDMENTS

Amendment of these Articles shall require the assent of 75 per cent (75%) of the entire membership.

ARTICLE XV

FHA/VA APPROVAL

As long as there is a Class B 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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 1st day of March, 1972. 1973

Ira E. Tanner, Jr.

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

I, Joan B. Carne, Notary Public in and for said County and State, do hereby certify that on the 1st day of March, 1972, 1973 personally appeared before me Ira E. Tanner, Jr., who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Witness my hand and official seal.

My commission expires: February 26, 1976.

Joan B. Carne
Notary Public

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STATEMENT OF CHANGE
OF
REGISTERED OFFICE AND OR[illegible]EFED AGENT

331610

1992

[illegible]

COLORADO

[illegible] 3355 So Ecuple Unit 99 LAKEWOOD, CO 80227

ROBERT O EMPLEY

[illegible] 3355 So Ecuple Unit 99 LAKEWOOD, CO 80227

[illegible]

DENVER

ROBERT EMPLEY

PRESIDENT SECOND JEFFERSON COUNTY HOMEOWNERS [illegible] COLORADO

SECOND JEFFERSON COUNTY HOMEOWNERS

Robert O Empley

PRESIDENT

[illegible] APRIL 11

[illegible]

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

PLEASE TYPE OR PRINT CLEARLY

For Office Use Only

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

ROBERT O. EMPKE [illegible]
AGENT FOR - [illegible]
SECOND JEFFERSON GREEN HOMETOWN
EPS ASSOCIATION
3355 SO. FLOWER
LAKEWOOD, CO 80227

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STATE OF COLORADO
DEPT. OF STATE

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 3355 S. Flower #[illegible] Lakewood Colo 80227

[4] The name of the Corporation's SUCCESSOR REGISTERED AGENT IS [illegible]

[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

[7] (If this statement is executed by the Registered Agent) A copy of this statement has been mailed to the Corporation

RECORDED

STATE OF Colorado)
COUNTY OF Jefferson) ss.

SECRETARY OF STATE'S OFFICE

Pursuant to the provisions of Title 7, C.R.S. 1973, I, George W. Riker, the Pres. (Title) of [illegible] (Corporate Name) [illegible] (State or Country of Incorporation)

corporation, being duly sworn on oath, 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

Corporate Name [illegible]
By [illegible] (Authorized Signature)
President

Subscribed and sworn to before me this 16th day of April, 1979

My commission expires 2-7-81

[illegible] Notary Public

Form DP
[illegible]

Pink Card Suite

Filing Fee $5.00