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STATE OF COLORADO

ARTICLES OF INCORPORATION

OF

RAMPARTS AT ROXBOROUGH HOMEOWNERS' ASSOCIATION

WE, the undersigned natural persons of the age of
eighteen (18) years or more, acting as incorporators of a
non-profit corporation, pursuant to the provisions of the
Colorado Non-Profit Corporation Act, adopt the following
Articles of Incorporation.

ARTICLE I

Name of Corporation

The name of the Corporation hereby formed shall be
RAMPARTS AT ROXBOROUGH HOMEOWNERS' ASSOCIATION.

ARTICLE II

Objects and Purposes and Duration

The purposes for which the Corporation is organized in
general terms shall be to provide an entity for the further-
ance of the interest of all the owners of the RAMPARTS AT
ROXBOROUGH CONDOMINIUMS pursuant to Section 38-33-105 Colorado
Revised Statutes 1973, as amended, relating to a condominium
ownership project and to perform all obligations and duties
of the Association; to establish and maintain the condominium
as a prime condominium ownership project of the highest
possible quality and value and enhancing and protecting its
value, desirability and attractiveness, and to exercise all
rights and powers of the Association. The duration and term
of this Corporation shall be perpetual.

ARTICLE III

Powers

In furtherance of its purposes, the Corporation shall
have all of the powers conferred upon corporations not for
profit by statutes and common law of the State of Colorado,
in effect from time to time, including all of the powers
necessary and desirable to perform the obligations and
duties and exercise the rights and powers of the Association.

under the Declaration which will include but not be limited to the following:

1. To make and collect assessments against members for the purpose of payment of common expenses (including expenses incurred in exercising its powers or in performing its functions).

2. To use the proceeds of assessments in the exercise of its duties and powers.

3. To maintain, repair, replace and operate the condominium property.

4. To enforce the terms, covenants, restrictions and conditions, uses, limitations and obligations set forth under the Declaration and By-Laws and to make and enforce rules and regulations as provided therein.

5. To engage in activities which will actively foster, promote and advance the interests of all of the owners of the condominium units, including the interest of the declarant during the development of the project and its ownership of the condominium units.

ARTICLE IV

Membership

This Corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of voting membership.

1. "Voting Member" shall mean and refer to the record owners, whether one or more persons or entities, of a fee simple title to any condominium unit which is a part of the properties, including contract sellers or contract purchasers, if so determined by written contract between seller and purchaser, but excluding those having such interest merely as a security for performance of an obligation. A voting member shall be entitled to one vote for each condominium in which

they hold an interest. Where more than one person holds such interest in any condominium unit, all such persons shall be members. The vote for such condominiums shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to each condominium unit. Provided, however, that the declarant shall retain control of the Corporation and retain the voting powers of the Corporation until the happening of either of the following events, whichever is earlier:
(a) When ninety (90%) percent of the units provided for in the Declaration and any supplement thereto shall have been conveyed by declarant, or (b) December 31, 1984.

2. A membership in the Corporation and a share of a member in the assets of the Corporation shall not be assigned, encumbered or transferred in any manner except as is appurtenant to the transfer of title to the condominium unit to which the membership pertains, provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a condominium unit as further security for a loan secured by a lien on such condominium unit.

3. A transfer of membership shall occur automatically upon the transfer of title to the condominium unit to which the membership pertains, provided, however, that the By-Laws of the Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Corporation.

4. Members shall have the right to purchase other condominium units and the memberships appurtenant thereto as provided in the Declaration.

5. The Corporation may suspend the voting rights of a member for failure to comply with the rules and regulations

of the Corporation or with any other obligation of the owners of any condominium unit under the Declaration and By-Laws.

6. The By-Laws may contain provisions setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE V

Board of Directors

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) members. The specific number of directors shall be set forth from time to time in the By-Laws of the Corporation.

2. Members of the Board of Directors must be members of the Corporation.

3. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws.

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

5. The names and addresses of the members in 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:

James H. Eastland, Suite 1507, United Bank Center, 1700 Broadway, Denver, Colorado 80202.

Bruce W. Bivert, Suite 1507, United Bank Center, 1700 Broadway, Denver, Colorado 80202, and

Joseph Perenbaum, Suite 1507, United Bank Center, 1700 Broadway, Denver, Colorado 80202.

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

ARTICLE VI

Officers

The Board of Directors may appoint a President or Vice President, Secretary and Treasurer and such other officers as the Board believes will be in the best interests of the Corporation. The officers shall have such duties as may be prescribed in the By-Laws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VII

Conveyances and Encumbrances

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

ARTICLE VII

Initial Registered Office and Agent

The initial registered office of the Corporation shall be Suite 1507, United Bank Center, 1700 Broadway, Denver, CO 80200.

The initial registered agent at such office shall be Joseph Berenbaum.

ARTICLE IX

Managing Agent

The Association may obtain and pay for the services of a person, persons or entity to administer and manage its affairs and be responsible for the operation, maintenance,

repair and improving of the common elements and all exterior 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 condominium project has been fully completed and all condominium units sold. The cost of such services shall be borne by the members according to their percentage or fractional interest in the common elements as provided in the Declaration, supplement thereto, and the By-Laws, whether such services are directly rendered by the declarant or delegated by declarant to person, persons or entity.

ARTICLE X

Incorporators

Joseph Berenbaum, Charles Leder and Gertrude Collins, acting as incorporators under the Colorado Non-Profit Corporation Act, sign and acknowledge these Articles of Incorporation for such Corporation.

DATED this 28th day of July, 1980.

Incorporators:

Joseph Berenbaum
Joseph Berenbaum

Charles Leder
1700 Broadway, Suite 1507, Denver, Colorado 80290

Gertrude Collins
1700 Broadway, Suite 1507, Denver, Colorado 80290

STATE OF COLORADO
City and County of Denver

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The foregoing instrument was acknowledged before me this 28th day of July, 1980, by Joseph Berenbaum, Charles Leder and Gertrude Collins.

Witness my hand and official seal.

[Signature]
Notary Public

My Commission Expires:

[Signature]

This statement must be typewritten

MAIL TO
Colorado Secretary of State
Corporation Office
1575 Sherman St., 2nd Fl.
Denver, Co 80203
(303) 866-2361

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

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Handwritten initials

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act and the Limited Partnership Act of 1981, the undersigned corporation or Limited Partnership organized under the laws 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 Ramparts at Roxborough Homeowners' Association (RCAS)

Second: The address of its REGISTERED OFFICE is 6980 Fargo Trail, Littleton, CO 80125

Third: The name of its REGISTERED AGENT is Bill Proud

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 3773 Cherry Creek Drive N., #880 Denver, CO 80209 (Note 1)

By Bill Proud (Note 2)

Its President
Its Registered Agent (Note 3)
Its General Partner

Subscribed and sworn to before me this 1st day of May, 1985
My commission expires May 15, 1985

Gene Lee Chelley
Notary Public (Note 4)
3776 N. Fargo Tr., Littleton, Co 80125
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 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 Notary Seal, and must appear with notary commission.

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

DA 040975 P

PLEASE TYPE OR PRINT CLEARLY PLEASE READ INSTRUCTIONS ON REVERSE SIDE

1 The exact corporate Name, current Registered Office & current Registered Agent are

FOR OFFICE USE ONLY
FILED
COLO. DEPT. OF STATE
875262 E 308

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
6988 ~~1772~~ N. ~~STREET~~ ^{FARBO} TRAIL, ~~LOW~~, LITTLETON, CO 80125

4 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS
~~MR. [unclear]~~ ROBERT TERREZAS

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
6988 ^{FARBO} N. ~~STREET~~ TRAIL, ~~LOW~~, LITTLETON, CO 80125

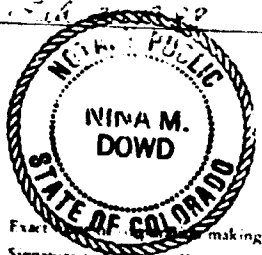
A street means street name and number, city or town, and United States postal office zip code designation. If, by reason of rural location or otherwise, a street name shall not exist, other appropriate address, being as nearly as possible the actual physical location, may be substituted, but in all such exceptional cases the rural free delivery route, the county, and the United States postal 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 COLO
COUNTY OF DENVER

KAMPARTS AT ROCKBROUGH HOMEOWNERS' ASSOCIATION (Note 1)
By [Signature] (Note 2)
Its _____ President

Subscribed and sworn to before me this 20th day of May, 1986.
My commission expires Feb 28 1988



[Signature]
Notary Public

Notes: 1. Exact name of corporation making the statement.
2. Signature and title of officer signing (for the corporation, must be president or vice president).

89 Form DF, Rev. 1986

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JAT

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

Filing Fee \$5.00