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DEPARTMENT OF STATE
STATE OF COLORADO

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ARTICLES OF INCORPORATION
OF

SMOKY RIDGE MAINTENANCE ASSOCIATION, INC.

In compliance with the requirements of the Colorado Nonprofit Corporation Act, the undersigned, of full age, has this day, for the purpose of forming a nonprofit corporation, certified as follows:

ARTICLE I
NAME

The name of the corporation is SMOKY RIDGE MAINTENANCE ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 5340 South Quebec, Suite 300, Englewood, Colorado 80111.

ARTICLE III
REGISTERED AGENT

Richard D. Krull, whose address is 5340 South Quebec, Suite 300, Englewood, Colorado 80111, is hereby appointed the initial registered agent of this Association, and such address shall be the registered address of this Association.

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 Maintenance Property, within that certain tract of property described on Exhibit "A" to the Declaration, as said term is hereinafter defined (hereinafter called the "Property"), to provide for the architectural control of the Property, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions of Smoky Ridge Subdivision, hereinafter called the Declaration, applicable to the Property, and recorded or to be recorded in the office of

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merger or consolidation shall have the assent of both two-thirds (2/3) of the Members other than Declarant and two-thirds (2/3) of the Members including Declarant;

(g) manage, control, operate, maintain, repair and improve the Maintenance Property;

(h) enforce covenants, restrictions, and conditions affecting the Property or any portion thereof to the extent this corporation may be authorized under the Declaration;

(i) engage in activities which will actively foster, promote, and advance the common ownership interests of Owners;

(j) enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of this Association with or in association with any person, firm, association, corporation, or other entity or agency, public or private;

(k) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such Bylaws shall not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(l) have and exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Nonprofit Corporation Act 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 now or hereafter subject to assessment as provided in the Declaration, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

A transfer of membership, including all rights of an Owner with respect to the Maintenance Property shall occur automatically upon the transfer of title to the Lot to which the membership pertains. The Association may suspend the voting rights of a Member for a period not to exceed sixty (60) days for any infraction of published rules and regulations of the Association.

or for any period during which any assessment against such Owner's Lot remains unpaid. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Association. Cumulative voting is prohibited.

ARTICLE VI VOTING RIGHTS

The Association shall have one class of voting membership: Class A Members shall be all Owners of Lots, including Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any such Lot.

Notwithstanding the foregoing voting rights, Declarant has reserved, pursuant to Article III, Section 3 of the Declaration, the right to appoint the Board of Directors of the Association for the period hereinafter described. The Board of Directors shall have such powers and duties and shall serve for such terms of office as are set forth in the Articles of Incorporation and Bylaws of the Association. This reserved right shall terminate upon the first to occur of the following events:

(a) One hundred twenty (120) days following the date when seventy-five percent (75%) of all Lots in the Property have been conveyed by Declarant or a Participating Builder to the first owner thereof (other than Declarant or a Participating Builder);

(b) Five (5) years from the date upon which the Declaration is recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado; or

(c) On a date certain set forth in written notice from the Declarant to the Secretary of the Association of its intent to terminate its reserved right as of such date; provided, however, that in the event there is more than one Declarant, such notice must be signed by all such Declarants.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors. Directors shall be Members which, in the case of Declarant, shall include the Declarant and its officers, directors and employees and in the case of corporate Members shall include the officers and directors of each such corporate Member. The number of Directors may be changed by amendment to

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:

<u>Name</u>	<u>Address</u>
Edward N. Slater	5340 So. Quebec, Suite 300 Englewood, Colorado 80111
Richard D. Krull	5340 So. Quebec, Suite 300 Englewood, Colorado 80111
David W. VanderBrink	5340 So. Quebec, Suite 300 Englewood, Colorado 80111

Subject to the Declarant's reserved right to appoint the Board of Directors set forth in Article VI above, at the first annual meeting of the Association the Members shall elect one director for a one-year term, one director for a two-year term, and one director for a three-year term and at each annual meeting thereafter the Members shall elect the same number of directors as there are directors whose terms are expiring at the time of each election, for terms of three years.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than both two-thirds (2/3) of the Members other than Declarant and two-thirds (2/3) of the Members including Declarant. 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 shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX OFFICERS

The Board of Directors shall appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the Association. The officers shall have such duties as may be prescribed in the Bylaws of the Association and shall serve at the pleasure of the Board of Directors.

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

The foregoing instrument was acknowledged before me in the County of Denver, State of Colorado, this 11th day of March, 1985 by Bruce A. Smith.

Witness my hand and official seal.

My commission expires: 11-26-88


Notary Public

Raymond A. Benson