

**ARTICLES OF INCORPORATION
FOR THE
1747 PEARL STREET HOMEOWNERS ASSOCIATION, INC.**

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a non-profit corporation under the Colorado Revised Nonprofit Corporation Act.

**ARTICLE 1
(Name)**

The name of this corporation is 1747 PEARL STREET HOMEOWNERS ASSOCIATION, INC. ("**Association**").

**ARTICLE 2
(Duration)**

The duration of the Association shall be perpetual.

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**ARTICLE 3
(Nonprofit)**

The Association shall be a non-profit corporation, without shares of stock.

**ARTICLE 4
(Principal Office)**

The address of the Association's initial principal office shall be 7315 E. Orchard Rd., Ste. E200, Greenwood Village, CO 80111.

**ARTICLE 5
(Registered Agent; Registered Office)**

The initial registered agent of the Association shall be Michael G. Hilbert. The initial registered office of the Association shall be 7315 E. Orchard Rd., Ste. E200, Greenwood Village, CO 80111.

**ARTICLE 6
(Incorporator)**

The name and address of the incorporator is David M. Suhr, Esq., 7315 E. Orchard Rd., Ste. E400, Greenwood Village, CO 80111.



ARTICLE 7
(Purposes; Powers)

The Association is formed for the purpose of creating an association of owners and shall have any and all powers necessary for the convenient and orderly administration of the Association's affairs including, but not limited to, those set forth under the Colorado Common Interest Ownership Act, COLO. REV. STAT. §§ 38-33.3-101, *et seq.* (1992, as amended) (the "**Act**").

ARTICLE 8
(Membership)

The Association shall have voting members.

ARTICLE 9
(Executive Board)

The Association shall be governed by a Board of Directors (the "**Executive Board**"). The Executive Board shall consist of three (3) persons unless changed by a duly adopted amendment to the Bylaws. In no event may the number of directors be less than three (3). The initial Executive Board, and to continue throughout the period of declarant control (as defined by the Act), shall consist of three (3) persons. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

<u>Director</u>	<u>Address</u>
William S. Lyons, Jr. <i>Mike</i>	1747 Pearl, LLC 7315 E. Orchard Rd., Ste. E200 Greenwood Village, CO 80111
Craig Pottenger	1747 Pearl, LLC 7315 E. Orchard Rd., Ste. E200 Greenwood Village, CO 80111
Muriel Martin-Gold	1747 Pearl, LLC 7315 E. Orchard Rd., Ste. E200 Greenwood Village, CO 80111

ARTICLE 10
(Amendment)

Amendment of these Articles shall require the assent of at least two-thirds of the votes in the Association at a meeting of the members at which a quorum is present.

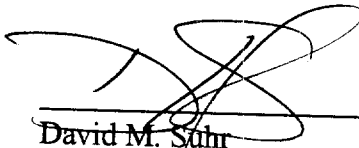
ARTICLE 11
(Dissolution)

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of the law or otherwise, then the assets of the Association shall be deemed to be owned by the members at the date of dissolution, as a part of their unit, in proportion to their allocated interests, unless otherwise agreed or provided by law.

ARTICLE 12
(Indemnification)

Unless limited by the Act, the declaration of the community recorded in accordance with the act, or the Bylaws of the Association, the Executive Board members shall be indemnified by the Association for all losses, costs, damages, claims, suits, and/or expenses (including, but not limited to, reasonable attorneys' fees) incurred in connection with the performance of their duties to the Association to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporation has signed these Articles of Incorporation in duplicate this 5TH day of OCTOBER, 2000.



David M. Suhr

Consent of Registered Agent

Michael G. Hilbert hereby consents to his appointment as the initial registered agent of 1747 Pearl Street Homeowners Association, Inc.

Michael G. Hilbert, an individual

By: 

Michael G. Hilbert, personally