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DEPARTMENT OF ADMINISTRATION

DIVISION OF STATE ARCHIVES AND PUBLIC RECORDS

MICRO-TECHNICS UNIT
Denver, Colorado

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ARTICLES OF INCORPORATION

OF

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FEB 23 1988

SIXTH AVENUE WEST ESTATES MASTER ASSOCIATION

COUNTY OF JEFFERSON
STATE OF COLORADO

For the purpose of forming a corporation not for profit pursuant to the provisions of Article 20 of Title 7, Colorado Revised Statutes (1973), the undersigned, acting as incorporator, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the Corporation shall be: SIXTH AVENUE WEST ESTATES MASTER ASSOCIATION.

**ARTICLE II
DURATION**

The period of duration of this Corporation shall be perpetual.

**ARTICLE III
OBJECTS AND PURPOSES**

The objects and purposes for which the Corporation is organized are as follows:

A. To accept, own, operate and maintain recreation, common and open space areas for the communities living at Sixth Avenue West Estates located in Jefferson County, Colorado, together with all improvements of whatever kind and for whatever purposes which may hereafter be located in said areas; and to accept, own, operate and maintain all other property, real and personal, conveyed to the Corporation.

B. To maintain in good repair and condition all lands, improvements and other property owned by the Corporation.

C. To pay all real and personal property taxes and other taxes and assessments levied upon or with respect to any property owned by the Corporation, provided that the Corporation shall have all rights granted by law to contest the legality and the amount of such taxes and assessments.

D. To obtain and maintain in effect policies of insurance adequate, in the opinion of the Board, in kind and amount, as the Board may deem necessary or expedient to carrying out the objects and purposes of the Corporation. The Board may further provide for indemnification of the Board of Directors, officers and agents of the Corporation as may be permitted by law.

E. To make, establish and promulgate, and to amend or repeal and re-enact, rules covering any and all aspects of the Corporation's functions and operations including

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the use and occupancy of corporation property, the setting of dues and fees, and prescribing the regulations governing the operation of corporation property.

F. To appoint and remove members of an architectural committee which shall consider and act upon proposals and plans pertaining to improvements which are submitted to it, and to insure that at all reasonable times there is available a duly constituted and appointed architectural committee.

G. To enforce, on its own behalf and on behalf of all members of the Corporation, all of the terms and provisions of the Master Declaration of Covenants, Conditions and Restrictions of Sixth Avenue West Estates (the "Master Declaration") and any supplemental declarations or amendments thereto; and to perform all other acts as may be reasonably necessary to enforce any of the terms and provisions of the Master Declaration and of the architectural committee's rules. In the event of conflict between the Articles of Incorporation and the Master Declaration, the Master Declaration shall control.

H. To borrow money and (1) during the Period of Declarant Control (as defined in Article V below), and upon written consent of a majority of the Nondeveloper Votes (as defined in Article I of the Master Declaration), or (2) after the Period of Declarant Control, upon the written consent of a majority of all votes entitled to be cast pursuant to Article V below, to execute mortgages, deeds of trust, bonds or other security instruments, both construction and permanent, for the construction of facilities, including improvements, on property owned by the Corporation.

I. To levy assessments against improvements, lands and interests in land as provided in the Master Declaration.

J. To grant and convey to any person real property and interests therein, including fee title, leasehold estates, easements, rights of way, and (according to the limitations of the Master Declaration and of the above paragraph H of this Article) mortgages and deeds of trust, out of, in, on, over or under any corporation property for the purposes of constructing, erecting, operating or maintaining thereon, therein or thereunder: parks, parkways or other recreational facilities; roads, streets, walks, driveways, entrances and paths; lines, cables, wires, conduits, pipelines or other devices for utility purposes; sewers, water systems, storm water drainage systems, sprinkler systems and pipelines; and any similar public, quasi-public or private improvements or facilities.

K. To provide watchmen, guards and police at such places and for such purposes as may be determined by the Board of Directors.

L. To pay for water, sewer, garbage removal, electricity, telephone, gas, snow removal, landscaping, gardening and all other utilities, services and maintenance for the properties of the Corporation.

M. To maintain and repair easements, roads, roadways, rights of way, recreational, open areas, sidewalks, paths, entrances and other common areas owned or controlled by the Corporation.

N. To own and operate any and all types of facilities for both active and passive recreation.

O. To obtain and pay for other property and services and to pay any other taxes and assessments which the Corporation is required to secure or to pay.

P. To construct new improvements or additions to corporation properties or demolish existing corporation improvements.

Q. To enter into contracts to operate and maintain common and open space areas and recreational and other facilities and areas.

R. To obtain and hold any and all types of permits and licenses and to operate restaurants.

S. To caused to be prepared and filed such federal, state and local tax returns and other filings and tax elections as may be required and/or permitted by all respective taxing authorities, including, without limitation, the right to elect tax exempt treatment under Section 528 of the Internal Revenue Code of 1954, as amended.

T. To protect and maintain the communities on the Property as desirable areas in which to live; to carry out all duties of the Corporation as set forth in the Master Declaration; to engage primarily in promoting the common good and general welfare of all persons who reside or work in the Property and to arrange for or provide all services necessary or desirable in connection therewith; and to do all things and perform all acts necessary or desirable in connection with the foregoing objects and purposes.

U. To convey recreation and open space, and to merge or consolidate with other similar corporations, and to dissolve the Corporation. During the Period of Declarant Control, any such conveyance, merger, consolidation or dissolution must be consented by Declarant and two-thirds (2/3) or more of the Nondevel. ner Votes. After the Period of Declarant Control, any such conveyance, merger, consolidation or dissolution must be consented to by two-thirds (2/3) or more of the votes entitled to be cast pursuant to Article V below.

ARTICLE IV RESTRICTIONS

A. No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its objects and purposes, as limited by paragraph D of this Article, and except that reimbursement may be made for any expenses incurred for the Corporation by any officer, director, agent or employee or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in any distribution or any of the corporate assets on dissolution of the Corporation or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Except insofar as he or she may also be an

employee of the Corporation and entitled as such to compensation, no director or officer appointed by the Corporation during the Period of Declarant Control shall receive any compensation from the Corporation.

B. No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual.

C. Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501(c) of the Internal Revenue Code of 1954, as amended from time to time.

D. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization which is tax exempt under the provisions of Section 501(c)(4) of the Internal Revenue Code of 1954, as amended from time to time.

E. Except insofar as they may also be bona fide employees or independent contractors of the Corporation and entitled as such to reasonable compensation, directors appointed by Declarant and officers appointed by Declarant or by a Board of Directors containing a majority of directors appointed by Declarant shall not be entitled to compensation during the Period of Declarant Control. All other directors or officers of the Corporation may be compensated for services rendered as directors or officers in an amount or amounts determined by the Board of Directors.

ARTICLE V VOTING RIGHTS OF MEMBERS

A. There shall be one regular membership in the Corporation for each lot or condominium unit which regular membership shall be appurtenant to the fee simple title to such lot or condominium unit. The owner of a lot or condominium unit shall automatically be the holder of the regular membership appurtenant to that lot or condominium unit and the regular membership shall automatically pass with fee simple title to that lot or condominium unit. Declarant shall be deemed to hold a regular membership with respect to each lot or condominium unit owned by Declarant. Voting rights of those owners holding a regular membership shall be entitled to one (1) vote for each such membership.

B. Declarant at all times shall have and be deemed to hold a special membership in the Corporation so long as Declarant is the owner of a lot or condominium unit. As the holder of this special membership, Declarant shall be entitled to notice of all meetings of owners; shall be entitled to speak and be heard at any such meetings. As the holder of this special membership, Declarant shall also have the right to elect a majority of the members of the Board of Directors of the Corporation until all lots or condominium units have been sold by the Declarant or until Declarant relinquishes all or part of such right in writing, whichever is earlier.

C. If any property interest, ownership or which entitles the owner thereof to vote, as a member of the Corporation, is held jointly or in common by more than one person, the vote or votes to which such property interest is entitled shall also be held

jointly or in common in the same manner. However, the vote or votes for such property interest shall be cast, if at all, as a unit, and neither fractional votes nor split votes shall be allowed. In the event that such joint or common owners, who are members of the Corporation, are unable to agree among themselves as to how their vote or votes shall be cast as a unit, they shall lose their right to cast their vote or votes on the matter in question. Any joint or common owner, who is a member of the Corporation, shall be entitled to cast the vote or votes belonging to the joint or common owners unless another joint or common owner shall have delivered to the secretary of the Corporation prior to the election a written statement to the effect that the owner wishing to cast the vote or votes has not been authorized to do so by the other joint or common owner or owners.

D. The proxy system of voting by members of the Corporation shall be permitted.

E. The cumulative system of voting shall not be used for any purpose by members of the Corporation.

ARTICLE VI AMENDMENTS

These Articles may be amended from time to time in the same manner as amendments to the Master Declaration and in accordance with the provisions of Colorado law and shall be so amended to reflect changes, modifications or amendments made to the Master Declaration by the members of the Corporation.

ARTICLE VII BOARD OF DIRECTORS

The number, election, term and qualifications of directors shall be as set forth in the Bylaws of the Corporation. At the first annual meeting of the members of the Corporation after the Period of Declarant Control, the members shall elect not more than nine (9) or less than three (3) directors, according to the provisions of the Bylaws, as follows: the members shall elect approximately one-third (1/3) of the total number of directors for a term of one (1) year, approximately one-third (1/3) of the total number of directors for a term of two (2) years and the balance of the total number of directors for a term of three (3) years. Thereafter, at each subsequent annual meeting, the members shall elect the number of directors necessary to replace those whose terms are expiring at the time of such annual meeting, such directors to serve for a term of three (3) years. Any variation in the number of directors may be changed, from time to time, by amendment in the Corporation's Bylaws and shall preserve as nearly as practicable this three (3) year, staggered term arrangement.

ARTICLE VIII CURRENT REGISTERED OFFICE AND AGENT

The address of the current registered office of the Corporation is 14618 West Sixth Avenue, Golden, Colorado 80401, and the name of the current registered agent at such address is George Coughlin.

**ARTICLE IX
BYLAWS**

The Bylaws of the Corporation shall govern its internal affairs and shall conform to law and the provisions of these Articles of Incorporation.

**ARTICLE X
INITIAL DIRECTORS**

The number of the directors constituting the initial Board of Directors of the Corporation is three (3) and the names and address of the persons who are to serve as the initial directors are:

Names	Address:
George Coughlin	14618 West Sixth Avenue Golden, Colorado 80401
Duane Haberman	14618 West Sixth Avenue Golden, Colorado 80401
Donald Kehe	14618 West Sixth Avenue Golden, Colorado 80401

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is: Peter A. Robinson, 1640 Grant Street, Suite 300, Denver, Colorado 80203.

EXECUTED this 22nd day of February, 1987.


Peter A. Robinson

STATE OF COLORADO

CITY AND COUNTY OF DENVER

) ss.
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Subscribed and sworn to before me this 22nd day of February, 1983 by
Peter A. Robinson as incorporator for the Sixth Avenue West Estates Master Association.

WITNESS my hand and official seal.

My commission expires: May 12, 1985.

M. J. [Signature]
Notary Public
Address:

1640 Grant Street #300

Denver CO 80203