



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

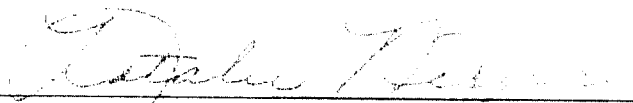
I, *NATALIE MEYER*, *Secretary of State of the State of Colorado* hereby certify that

According to the records of this office

*COUNTRYSIDE CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.
(COLORADO NONPROFIT CORPORATION)*

has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: *FEBRUARY 12, 1988*



SECRETARY OF STATE

RECEIVED DEPT. OF STATE

NOT FOR PROFIT

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ARTICLES OF INCORPORATION

OF

COUNTRYSIDE CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.

0401

The undersigned person, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is COUNTRYSIDE CONDOMINIUMS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II
Term of Existence

The period of its duration is perpetual.

ARTICLE III
Purpose

The purpose for which the corporation is organized is to govern that property situate in the County of Boulder, State of Colorado, known as COUNTRYSIDE CONDOMINIUMS. Such property has been submitted to the provisions of the Condominium Ownership Act of the State of Colorado by recorded Condominium Declaration.

In furtherance of the foregoing purpose, the corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Colorado, and in addition may do everything necessary, suitable, and proper for or incident to the accomplishment of the above stated purpose.

ARTICLE IV
Registered Office and Agent

The address of the initial registered office of the corporation is 3005 30th St., Suite 200, Boulder, Colorado 80301, and the name of the initial registered agent at such address is John T. Odbert.

The address of the principal office of the corporation is 3005 30th St., Suite 200, Boulder, Colorado 80301.

ARTICLE V
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any condominium unit which is subject by covenants of record to assessments 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. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association.

ARTICLE VI
Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. The vote for such unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any unit.

Class B. The Class B members shall be the Declarant (as defined in the Condominium Declaration), and shall be entitled to three votes for each unit owned. 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 equals the total votes outstanding in the Class B membership; or

(b) On July 1, 1988.

ARTICLE VII
Directors

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

<u>Name</u>	<u>Address</u>
Michael Rebich	3005 30th St., Suite 200, Boulder, Colorado 80301
John T. Odbert	3005 30th St., Suite 200, Boulder, Colorado 80301
Jon F. Kottke	3005 30th St., Suite 100, Boulder, Colorado 80301

At the time Class B membership ceases and is converted to Class A membership, the number of Directors shall be increased to seven (7), and a special meeting shall be held within forty-five (45) days for the purpose of electing new Directors. The members of the Association shall elect two Directors for a term of one year, two Directors for a term of two years, and three Directors for a term of three years. At each annual meeting thereafter, the members shall elect new Directors to fill the positions of the retiring Directors.

ARTICLE VIII
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE IX
Amendments

Amendments of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE X
FHA/VA Approval

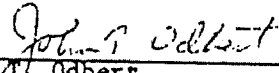
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Elements, dedication of Common Elements, dissolution and amendment of these Articles.

ARTICLE XI
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John T. Odbert	3005 30th St., Suite 200, Boulder, Colorado 80301

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 6th day of October, 1983.



John T. Odbert

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

6th The foregoing instrument was acknowledged before me this
day of October, 1983, by John T. Odbert

IN WITNESS WHEREOF, I have hereunto set my hand and
seal.

My commission expires: January 12, 1985
My business address is: 3005 30th Street, Suite 100
Boulder, Colorado 80301



Notary Public