

NOT FOR PROFIT

ARTICLES OF INCORPORATION
OF
SOUTH CREEK SEVEN HOLLOWERS' ASSOCIATION

The undersigned incorporator, a natural person over the age of twenty-one years, in order to form a nonprofit corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, acknowledges his intent to form such corporate entity under and by virtue of said statute.

ARTICLE I

Name

The name of the corporation is SOUTH CREEK SEVEN HOLLOWERS' ASSOCIATION.

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purpose of the corporation is to provide for maintenance, preservation and architectural control of the (Lots and Common Area) within that certain tract of property described as South Creek Seven, a subdivision of the City of Boulder, County of Boulder, State of Colorado, and to (promote the health, safety and welfare) of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

4. 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, hereinafter called "Declaration," applicable to the property and recorded in Office of the Clerk and Recorder of

the County of Boulder, State of Colorado and as the same may be amended from time to time as therein provided;

b. To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the (lands and improvements owned by said members and this Association) and to act for and on behalf of their properties, and as full or occasional community citizens, including, but without limitation; representing the Association before the Boulder City Council and before the Board of County Commissioners of Boulder County and any other political, civic or charitable division, dealing with assessments and taxes of any nature pertaining to South Creek Seven or any other assessments and taxes of any nature to which any members of this Association and their properties may become subject.

c. Enter into contracts for the management of South Creek Seven and contract for such insurance as may be deemed necessary, enforce any and all protective covenants of which this Association is or hereafter becomes the beneficiary and to act for the convenience of other persons in the ownership or management of property in any representative or fiduciary capacity.

d. Fix, levy, collect and enforce as provided in the Declaration all charges or assessments made pursuant to its terms; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Association's property;

e. Acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, (dedicate for public use) or otherwise dispose of real or personal property in connection with the affairs of the Association (as provided in the Declaration) - Art. II.1.c

f. Exercise any and all powers, rights and privileges which a corporation organized under the Colorado Nonprofit Corporation Act may now or hereafter have or exercise.

ARTICLE IV

Compensation and Dividends

The corporation herein organized is not for profit and all of the officers and directors thereof shall serve without compensation. No dividend shall be paid and no part of the income or profit of this corporation shall be distributable to its members, directors or officers. Distributions to its members shall be made only upon dissolution or final liquidation in accordance with the provisions of the Colorado Nonprofit Corporation Act.

ARTICLE V

Registered Office and Agent

The initial registered office of the corporation shall be 4800 Riverbend Road, City of Boulder, County of Boulder, State of Colorado 80301 and the initial registered agent at this address shall be Thomas R. Hoyt.

ARTICLE VI

Board of Directors

The affairs of the corporation shall be managed by a board of Directors, consisting of not less than three nor more than seven members, who shall be members of the corporation. The Bylaws may provide for staggered terms for the Board of Directors and for the length of term of the members thereof. A majority of the Board of Directors shall constitute a quorum at any meeting.

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The Board of Directors may fill any vacancy occasioned by death or resignation of a director. The Board shall adopt appropriate Bylaws not inconsistent with the Declaration, which bylaws may be amended from time to time at a meeting of the board held for that purpose.

The number of Directors shall be fixed by the Bylaws and the number constituting the initial Board of Directors of the corporation

is three, and the names and addresses of the persons who are to serve as initial Directors are:

Thomas P. Hoyt	4000 Riverbend Road, Boulder, Colorado 80301
Caroline Hoyt	4000 Riverbend Road, Boulder, Colorado 80301
Theodore T. Wolfe	4000 Riverbend Road, Boulder, Colorado 80301

No contract or other transaction between the Association and its Directors, Officers or Members, or between the Association and any firm in which one or more of its Directors, Officers or Members are employed or interested shall be invalid solely because of the fact of such employment or interest, if the fact of such employment or interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This paragraph shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII

Restrictions on Corporate Activity

The Association shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Association or to any other private individual, except that reasonable compensation may be paid for services rendered to or for the Association in effecting one or more of its purposes, and reimbursement may be made for any expense incurred for the Association by any Officer, Director, Member, agent or employee or any person or corporation, pursuant to and upon authorization of the Board of Di-

rectors.

ARTICLE VIII

Name and Address of Incorporator

The name and address of the incorporator of the corporation

C. R. Brauchli
2017 Thirteenth
Boulder, Colorado 80302

IN WITNESS WHEREOF, the undersigned, constituting the sole
incorporator of the corporation, has executed these Articles of
Incorporation this 15 day of February, 1979.

C. R. Brauchli
C. R. Brauchli

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

The foregoing Articles of Incorporation of SOUTH CREEK
SEVEN HOMEOWNERS' ASSOCIATION were acknowledged before me by
C. R. Brauchli as incorporator on February 15, 1979.

witness my hand and official seal.

My commission expires: 7/1/80

Marshall Johnson
Notary Public