

NONPROFIT.

ARTICLES OF INCORPORATION
OF
HOMEOWNERS ASSOCIATION OF HAWK RIDGE, INC. ENC050574 \$50.00
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I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a nonprofit corporation under the Colorado Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
Name

The name of the corporation is HOMEOWNERS ASSOCIATION OF HAWK RIDGE, INC.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Registered Office and Agent

The address of the initial registered office of the corporation is:

481 Highway 105
Monument, Colorado 80132

The name of its initial registered agent at such address is Chester A. Pratt.

ARTICLE IV
Incorporator

The name and address of the incorporator is:

Andrew S. Klatskin
1500 Denver Club Building
518 - 17th Street
Denver, Colorado 80202

ARTICLE V
Purposes and Powers

1. Purposes. The corporation is formed exclusively for charitable and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), and Treasury Regulation

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Section 1.501(c)(4)-1(a)(2), to bring about civic betterment and social improvements, more particularly as follows:

(a) To promote the common good and general welfare of the owners and residents within the real property known as Hawk Ridge Subdivision, according to the plat thereof recorded in the real property records in the Office of the Clerk and Recorder of El Paso County, Colorado (the "Subdivision");

(b) To own, improve, maintain and beautify within the Subdivision, any common areas (hereinafter referred to as "Common Areas"), access thereto being hereby extended to members of the general public for their use and enjoyment while within the Subdivision, to the extent such maintenance, improvement and beautification are not adequately being accomplished by cities, districts or other political subdivisions charged with such responsibility;

(c) To undertake the rights and obligations of the Declarant identified in and more fully set forth under the terms and conditions of the decree in Case No. 92CW055, Water Division 1, consolidated with Case No. 92CW98, Water Division No. 2 (the "Augmentation Plan"), including but not limited to acceptance of conveyance from said Declarant of all of the non-tributary Arapahoe and Laramie-Fox Hills Aquifer water underlying the Subdivision for possible use in the Augmentation Plan, and installing and operating any augmentation well which might be required;

(d) To serve in support of zoning-type restrictions by the enforcement of any and all covenants, conditions, restrictions, liens and agreements applicable to the Common Areas, specifically including, but without limitation, the Declaration of Covenants, Conditions, Restrictions and Lien for Hawk Ridge (the "Declaration"), as recorded or to be recorded in the Office of the Clerk and Recorder of the County of El Paso, State of Colorado;

(e) To hold title to real property and accept legal title to all Common Areas which may be deeded to it;

(f) To undertake, or demand from those in fact responsible, the maintenance and upkeep of the Subdivision;

(g) To fix assessments to be levied against the Subdivision; and

(h) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the social welfare, common good and general

welfare; protect desirability and enhance the safety and habitability of the Subdivision, and bring about civic betterment and social improvements.

2. Powers. In furtherance of said purposes (but not otherwise) and subject to the restrictions in Section 3 of this Article, the corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Colorado, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, receiving, maintaining and dealing with in any manner whatsoever, the real or personal property, or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income therefrom; provided, however, that such use be exclusively and irrevocably applied to the charitable and social welfare purposes of the corporation.

3. Restrictions upon the Power of Members, Directors and Others.

(a) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the corporation affecting one or more of its purposes, including reasonable compensation to a member, director or officer who is employed by the corporation in the capacity of executive director or other staff position); and no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise, except as permitted by the Code (or the corresponding provisions of any future United States Revenue law). Any and all property, both real and personal, which may be owned by the corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable and social welfare purposes of this organization. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) No part of the assets of the corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or party.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not

carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Code (or the corresponding provisions of any future United States Revenue law).

(d) Upon dissolution of the corporation, the assets of the corporation shall be disposed of according to the procedure outlined in the Colorado Nonprofit Corporation Act. After the liabilities of the corporation have been discharged or provided for, the corporation's remaining assets shall be disposed of exclusively for the purposes of the corporation, or to such organization or organizations as shall at the time qualify to receive such assets under the then applicable provisions of the Code (or the corresponding provisions of any future United States Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court for the County of El Paso, State of Colorado, exclusively for such purposes.

ARTICLE VI
Members and Voting

The membership of the corporation shall consist of such classes of members as may be provided for in the Bylaws and the Declaration. The rights, priorities, obligations and voting limitations of members shall be such as prescribed by the Bylaws.

ARTICLE VII
Cumulative Voting

Cumulative voting of members in the election of directors shall not be allowed.

ARTICLE VIII
Directors

The general management of the affairs of the corporation shall be exercised by a Board of Directors as provided in the Bylaws. The Board of Directors shall consist of not more than three (3) directors. The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as the director for the first year of the corporation's existence, or until his successor is elected and shall qualify, is:

Chester A. Pratt
481 Highway 105
P. O. Box 777
Monument, Colorado 80132

A change in the number of directors may be made by amendment to the Bylaws of this corporation.

The liability of a director to the corporation or to its members shall be eliminated to the fullest extent permitted by the laws of the State of Colorado.

ARTICLE IX
Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. Such Bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended.

ARTICLE X
Amendment

The corporation reserves the right from time to time to amend, alter, change or repeal these Articles of Incorporation as provided by law.

IN WITNESS WHEREOF, the above-named incorporator has hereunto set his hand and seal this 28th day of April, 1994.



Andrew S. Klatskin

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

I, Holly S. Hoxeng, Notary Public, hereby certify that on the 28th day of April, 1994, personally appeared before me Andrew S. Klatskin, who, being first duly sworn, declares that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

In Witness Whereof, I have hereunto set my hand and seal this 28th day of April, 1994.

My commission expires 6/16/96.



Notary Public