

MAY 17 1973

257862

ARTICLES OF INCORPORATION
OF
BOWLEY DOWNS HOMEOWNERS ASSOCIATION

The undersigned incorporator, a natural person over the age of twenty-one (21) years, in order to form a non-profit corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, acknowledges his intent to form such a corporate entity under and by virtue of said statute.

ARTICLE I.

NAME

The name of the corporation is BOWLEY DOWNS HOMEOWNERS' ASSOCIATION (hereinafter called "The Association").

ARTICLE II.

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III.

PURPOSE AND POWERS OF THE ASSOCIATIONA. Specific and Primary Purposes:

(1) To hold title to and manage real and personal property for the owners of residential areas within the Parker City Planned Community District, County of Douglas, State of Colorado, including single-family residences, multi-plex living units, condominiums and those areas and facilities available for common use and enjoyment of each. Those residential areas and/or common areas which are to be specifically excluded from membership in the Association will be set forth from time to time by the developer, Parker City Land Company, or its successor, and submitted to the Association in writing.

Those specific residential filings and condominiums to be included within membership shall be subject to a "Declaration and Establishment of Conditions, Reservations and Restrictions" [hereinafter "Declaration(s)"] filed by the Parker City Land Company (hereinafter "Declarant") or its designee or successor and such Declaration shall refer specifically to this Association. Hereinafter the areas to be included within Association membership shall be referred to as the "Parker City Planned Community District," in Parker, County of Douglas, State of Colorado, and described in the certain Declaration and Establishment of Conditions, Reservations and Restrictions which are and will be recorded from time to time as Official Records of the County of Douglas, State of Colorado.

(2) To provide for maintenance, preservation and architectural control of the Lots, Living Units, Common Areas, and other areas within the "Parker City Planned Community District" and to promote the health, safety and welfare of the residents thereof.

B. General Purposes and Powers:

(1) To have all of the powers and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(2) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 or governmental charges levied or imposed against the property of the Association;

(3) To 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;

(4) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) To annex additional residential, greenbelt, recreational and common areas; and

(7) To have and to exercise any and all powers, rights, and privileges specified in the Colorado Nonprofit Corporation Act, and all powers not precluded thereby.

ARTICLE IV

DISTRIBUTIONS

The Association 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 Association shall be distributable to its members, Directors or Officers. Distributions upon dissolution or final liquidation shall be made in accordance with Article XIV hereof and the provisions of the Colorado Nonprofit Corporation Act.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association shall be P. O. Box 136, Parker, Colorado 80134, in the County of Douglas, State of Colorado, and the initial registered agent at this address shall be James E. Meadows.

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors of the Associations shall be not less than five (5) nor more than nine (9) in number and shall be selected at the annual meeting of the members of the Association. The Bylaws may provide for staggered terms for the Board of Directors and for the length of terms of the members thereof. The Board of Directors may fill any vacancy occasioned by death or resignation of a Director. A majority of the Board of Directors shall adopt appropriate Bylaws not inconsistent with the Declarations for the Parker City Planned Community District referred to in Article III of these Articles, which Bylaws may be amended from time to time at a meeting of the Board of Directors held for that purpose. The number of Directors constituting the initial Board of Directors of the Association is five (5), and the names and addresses of the persons who are to serve as the initial Directors are:

Lewis P. Scifo	P. O. Box 136 Parker, Colorado 80134
Charles F. Weydert	P. O. Box 136 Parker, Colorado 80134
James E. Meadows	P. O. Box 136 Parker, Colorado 80134
Richard E. Benitez	P. O. Box 136 Parker, Colorado 80134
Paul W. Glenn	1410 First National Bank Bldg. Denver, Colorado 80202

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this Association is:

Paul W. Glenn
1410 First National Bank Building
Denver, Colorado 80202

ARTICLE VIII

MEMBERSHIP

A. Qualifications. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by Declarations of record to assessment by the Association, including Parker City Land Company, a Colorado corporation (hereinafter referred to as "Declarant"), shall be a member of the Association for so long as he is such an owner. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Ownership of such Lot and/or Living Unit shall be the sole qualification for membership, with the exception of the Declarant who shall be entitled to Class C membership, as set forth in Article IX below.

B. Transfer of Membership. Association membership shall be appurtenant to and may not be separated from ownership of any Lot or Living Unit which is subject to assessment by the Association. The membership of each owner (including Declarant) shall not be transferred, pledged or alienated in any way except upon the transfer of title to said Lot, or Living Unit, and then only to the transferee of title to said Lot or Living Unit. Any attempt to make a prohibited transfer shall be void. Any transfer of title to said Lot or Living Unit shall operate automatically to transfer said membership to the new owner thereof.

ARTICLE IX

VOTING RIGHTS

A. Classes of Membership. The Association shall have three (3) classes of voting membership:

CLASS A. Class A members shall be those persons who own an interest in any lot or living unit in the Parker City Planned Community District and shall be entitled to one (1) vote

for each lot and/or living unit owned. When more than one (1) person holds an interest in any lot or living unit all such persons shall be members. The vote for such lot or living unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any one lot or living unit. Except that Declarant shall not have Class A membership voting rights until such time as Declarant's voting rights under Class B membership shall have ceased.

CLASS B. The Class B member shall be the Declarant, and the Declarant shall be entitled to five thousand (5,000) votes. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever first occurs:

- (1) When a total of 5,000 lots and/or living units in the Parker City Planned Community District shall become owned by persons other than the Declarant; or
- (2) Six (6) years from the effective date of these Articles of Incorporation.

CLASS C. The Class C member shall be the Declarant and the Declarant shall be entitled to one hundred (100) votes representing the Commercial Development portion of the Parker City Planned Community District. Should such commercial interest be conveyed, Class C votes will be transferred to the Declarant's successor in the same proportion as that part conveyed bears to the total of the commercial development originally owned by the Declarant in the said Planned Community District. Class C votes shall not be assessable by the Association without an Amendment to these Articles requiring approval by one hundred per cent (100%) of the Class C votes.

B. Delegation of Voting Right. The owner of each lot or living unit in the Parker City Planned Community District, as

well as the Declarant or his successor, may by notice to the Association designate a person (who need not be an owner) by written proxy to exercise the vote for such owner, Declarant, or his successor. Such designation shall be revocable at any time by notice of revocation to the Association by the owner, or Declarant or its successor. Such powers of designation and revocation may be exercised by the guardian of an owner's estate or by his conservator; or in the case of a minor having no guardian, by the parent entitled to his custody; or during the administration of any owner's estate, by his executor or administrator where the latter's interest in said property is subject to administration in his estate.

C. Removal of Directors. Any Director may be removed from office by a majority of the votes entitled to be cast at an election of Directors; provided, however, that unless the entire Board is removed, an individual Director shall not be removed if the number of votes cast against his removal exceeds the quotient arrived at when the total number of votes cast is divided by one plus the authorized number of Directors. If any or all Directors are so removed, new Directors may be elected at the same meeting.

ARTICLE X

SUSPENSION OF PRIVILEGE

If any owner, his family, or any licensee, lessee, invitee, or agent violates any of the Rowley Downs Homeowners' Association Rules, once adopted by the Board after Notice and Hearing, or fails to pay the regular Association fees when due and owing, the Board may suspend the right of such person to use the Association Properties, under such conditions as the Board may specify, for a period not to exceed thirty (30) days for each violation. Before invoking any such assessment or suspension, the Board shall give such

person Notice, and Hearing. Additionally, the Board shall have the power to levy an assessment against any member for the costs of repairing or restoring any Association property which shall have been damaged or destroyed by the unreasonable acts or uses of said member or person acting as his licensee, invitee, agent or dependent. Should a member refuse to pay such assessment, his privileges shall be suspended until such time as he does pay said assessment.

ARTICLE XI

LIMITATION OF AMENDMENT

The provisions of Articles VIII, XIII and Article IX of these Articles shall not be amended without the approval of eighty per cent (80%) of the members, and the concurrence of the Declarant, until completion of the Project. Such completion being when Declarant has sold his interests in all properties except for the Commercial Area properties.

ARTICLE XII

PAYMENT OF ASSESSMENTS

Each member shall be liable for payment of all assessments provided for in the Declaration and for payment and discharge of the liabilities of the Association as provided for in the Declaration and as set forth in the Bylaws of the Association.

ARTICLE XIII

BYLAWS

The Bylaws of this Association may be altered, amended or new Bylaws adopted at any regular or any special meeting of the Board of Directors called for that purpose by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast by the Board members present at such meeting.

ARTICLE XIV
DISSOLUTION

Upon dissolution of the Association, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

Signed at Denver, Colorado on May 17, 1973.

Paul W. Glenn

STATE OF COLORADO)
City & County of Denver) ss.

The foregoing Articles of Incorporation of Rowley Downs Homeowners' Association were acknowledged before me by Paul W. Glenn, as Incorporator, on May 17, 1973.

Witness my hand and official seal.



Josephine B. Erickson
Notary Public

My commission expires: June 7, 1975

FILED

20 SEP '76

3 8MIT ONE
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH, OF COLORADO
DEPT. OF STATE

310545

- 1. Exact corporate name of corporation making the statement.
- 2. Signature and title of officer signing for the corporation, — must be President or Vice-President except for nonprofit.
- 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.
- 4. This document must be typewritten.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Rowley Downs Homeowner's Association

Second: The address of its REGISTERED OFFICE is 7413 E. Lyttle Dr., P.O. Box 114, Parker, Colorado 80134

Third: The name of its REGISTERED AGENT is Kathleen W. Golding

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 7413 E. Lyttle Dr., P.O. Box 114, Parker, Colorado 80134

*Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

Rowley Downs Homeowner's Assoc. (Note 1)

By Kathy Golding (Note 2)

Its President
Its Registered Agent

STATE OF Colorado
County of Windsor

Before me, C.D. Brooks, Jr., a Notary Public in and for the said County and State, personally appeared Kathy Golding who acknowledged before me that she is the Registered Agent of Rowley Downs Homeowner's Assoc. a Colorado corporation, that she signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 15 day of Apr A. D. 1976

My commission expires 11-24-77

[Handwritten Signature]

TRANSACTION NO
D 22282

SS FORM DF 1
(Rev. 7/76)

RECORDED
ROLL 341 PAGE

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186908

FILED

4 DEC '79

submitt 15
Filing fee 5.00

AIO: 39

DN 20786

AIO: 56

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

STATE OF COLORADO
DEPT. OF STATE

- Notes:
- Exact corporate name of corporation making the statement.
 - Signature and title of officer signing for the corporation, must be President or Vice-President
 - Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.
 - This document must be typewritten.

1476

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Rowley Downs Homeowners Association *ND-05*

Second: The address of its REGISTERED OFFICE is 10321 N. Parliament Way
Denver, Colorado 80124

Third: The name of its REGISTERED AGENT is Linda M. Hicks

Fourth: The address of its registered office and the address of the business office of its registered agent, is changed, will be identical.

Fifth: The address of its place of business in Colorado is SAME

* Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

[Signature]
President

(Note 1)

By Linda M. Hicks (Note 2)

Its..... President
Its..... Registered Agent

STATE OF Colo.
County of Windsor

before me, [Signature], a Notary Public in and for the said County and state, personally appeared [Signature] who acknowledged before me that he is the [Signature] of Rowley Downs Homeowners Association (State of Incorporation) corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 14th day of August A. D. 1979

My commission expires My Commission Expires 11/10/1980

[Signature]
Notary Public

RECORDED

182

FILED
CO. DEPT. OF STATE
308788 218

SUBMIT ONE
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

- Notes
1. Exact corporate name of corporation making the statement.
 2. Signature and title of officer signing for the corporation, must be President or Vice-President
 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.
 4. This document must be typewritten.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Rowley Downs Homeowners Association

Second: The address of its REGISTERED OFFICE is Rowley Downs Homeowners Association
P.O. Box 25, Parker, Colorado 80134 (Street Address: 10477 Cambridge Ct.)

Third: The name of its REGISTERED AGENT is Michael C. Caskey, President

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is Rowley Downs I Subdivision,
Parker, Colorado

*Sixth: REGARDING FOREIGN CORPORATIONS: THIS STATEMENT MAY BE EXECUTED BY THE REGISTERED AGENT WHEN IT INVOLVES ONLY A REGISTERED ADDRESS CHANGE. A COPY OF THIS STATEMENT HAS BEEN FORWARDED TO THE CORPORATION BY THE REGISTERED AGENT.

Rowley Downs Homeowners Association
(Note 1)

By Michael C. Caskey (Note 2)
Its President
Registered Agent

STATE OF Colorado
County of Denver

Before me, Pamela G. Von Feldt, a Notary Public in and for the said County and State, personally appeared Michael C. Caskey, who acknowledged before me that he is the President of Rowley Downs Homeowners Association, a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 12th day of March
A. D. 1990

My commission expires March 12, 1991

000430

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

COLO. DEPT. OF STATE

1510261859

PLEASE PRINT CLEARLY
AND SEQUENTIALLY
SEE INSTRUCTIONS AND
CONSEQUENCES OF FAILURE TO FILE.

The Corporation hereby makes the following statement:

1 The State or County of registration is COLORADO

2 The name and street address of the Corporation's REGISTERED OFFICE shall be changed to
P.O. Box 75, PARK CO 80134-0075

3 The name of the Corporation's SUCCESSOR REGISTERED AGENT IS
C. D. BROOKS JR.

4 The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

5 The complete street address of the Corporation's principal place of business in Colorado is
10447 N. CAMERON ST. PARK CO 80134

STATE OF COLORADO
 COUNTY OF DUBLU

Part of the provisions of Title 48, C.R.S. 1973.
 Pursuant to the provisions of Title 48, C.R.S. 1973, I, C. D. BROOKS JR.
 (Name of President or a Vice President)
President of PARK CO (Corporate Name) of COLO. (State & Country of Incorporation)

I, the undersigned, being duly sworn or affirmed, depose and declare that this statement has been examined by me and to the best of my knowledge and belief is true, correct and complete.

Witness my hand and seal this 27th day of Sept 1981

By [Signature] (Authorized Signature)

COMPUTER UPDATE COMPLETE

28 Sept 1981

Charles O'Brien
(Signature)

13 to 3 Parkmont Way
 JAMES CO
 SEP 20 1981

5355 0705/1
 5.00
 11

Form DF1
Rev 1981

SUBMIT THIS STATEMENT WITH PAYMENT TO
CORPORATE REPORT SECTION
DEPARTMENT OF STATE
P.O. BOX 5861
DENVER, CO 80217

STATE OF COLORADO
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

PR 8227602

DATE TYPE OR PRINT

EARLY PLEASE READ INSTRUCTIONS ON REVERSE SIDE

FOR OFFICE USE ONLY

The exact Corporate Name, current Registered Office & current Registered Agent are:
 4660 1900010 JR.
 4660 466 - 6461
 600001 60000 MEMBERS ASSOC
 10110
 0 C 81 29
 600001 00 00130

COLO. DEPT. OF STATE
 511645 8-78

Corporation Number

Fill in with the following statement

The State or District of incorporation is

Colorado

The name and street address of the Corporation's REGISTERED OFFICE shall be changed to:

The name of the Corporation's SUCCESSOR REGISTERED AGENT is:

David R. Campbell

The address of the Corporation's Registered Office and the address of its

current Registered Agent, as changed, shall be identical.

The complete street address of the Corporation's principal place of business, in Colorado is:

10511 N. CAMPBELL CT. FORT CO. 70134

CITY OF

Fort Collins

CITY OF

Fort Collins

Number of shares of this class of stock owned by the

agent is *David R. Campbell*

Number of shares of this class of stock owned by the

agent is *David R. Campbell*

Signature of the

David R. Campbell

Signature of the

David R. Campbell

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David R. Campbell

Signature of the

David R. Campbell

**RETURN THIS STATEMENT WITH PAYMENT TO:
 CORPORATE REPORT SECTION
 DEPARTMENT OF STATE
 P.O. BOX 891
 DENVER, CO 80217-0891**

BT