

**ARTICLES OF INCORPORATION
OF
CATHEDRAL PINES HOMEOWNERS ASSOCIATION, INC.**

The undersigned person acting as Filer, Incorporator and Registered Agent under the Colorado Revised Nonprofit Corporation Act, hereby sign and acknowledges the following Articles of Incorporation for the following Corporation:

ARTICLE I

Name

The name of this Corporation shall be CATHEDRAL PINES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

Duration

The term of existence of this Corporation is perpetual.

ARTICLE III

Purposes

The business, objectives and purposes for which the Corporation is formed are as follows:

1. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Cathedral Pines and any amendment or supplement thereto (hereinafter called the "Declaration" and the definitions and provisions thereof are incorporated herein by this reference as if set forth at length) which has been or will be recorded in the records of the Clerk and Recorder of the County of El Paso, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the Owners, including the Declarant named in the Declaration, of Lots with the objectives of establishing and maintaining Cathedral Pines Subdivision (the "Subdivision") as a project of quality and value; enhancing and protecting its value, desirability and attractiveness; promoting the health, safety and welfare of the residents of said project and

providing for the maintenance, preservation and architectural control of the Lots and any Common Area within said Subdivision.

ARTICLE IV

Powers

In furtherance of its purposes, this Corporation shall have all of the powers conferred upon nonprofit corporations by the statutes and common law of the State of Colorado in effect from time to time, shall have all rights and powers conferred upon owners' associations by any statutes, as now or hereafter enacted, and shall have all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration which shall include, but shall not be limited to, the following, which shall be subject to the limitations, requirements, restrictions and provisions of the Declaration and the Association's Bylaws:

(a) To fix, levy, collect and enforce payment by any lawful means, all charges, fines, sums and assessments pursuant to the terms of the Declaration, law and statute; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Association or its property;

(b) 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 Corporation.

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

(d) To dedicate, convey, sell or transfer all or any part of any Common Area;

(e) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, and to annex additional residential property and any Common Area as provided in the Declaration;

(f) To manage, control, operate, maintain, repair and improve the Subdivision and fulfill any obligations under any augmentation plan, development plan, or other governmental requirements;

(g) To enforce the covenants, restrictions and conditions contained in the Declaration as provided therein and to have all rights, powers, duties, and interests of the Association under the Declaration;

(h) To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots, including the interest of the Declarant during its marketing of the Subdivision;

(i) To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purposes of this Corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private, subject to the requirements of the Declaration; and

(j) To adopt, alter and amend or repeal such Bylaws and rules and regulations as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

ARTICLE V

Membership

1. This Corporation shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration and Bylaws, every person or entity, who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment under the Declaration, including contract sellers, shall be a voting member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. A membership in this Corporation and the share of a Member in the assets of this Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a Lot as further security for a loan secured by a lien on such Lot.

3. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains; provided however, that the Bylaws of this Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this Corporation.

4. Members shall have the right to purchase other Lots and to exercise the membership rights appurtenant thereto as provided in the Declaration.

5. This Corporation may suspend the voting rights of a Member for failure to comply with the Declaration, Bylaws or the rules and regulations of the Corporation or with any other obligations of the Owners of a Lot under the Declaration. All Members shall be entitled to vote on all matters, except any

Members who are in default in any obligations to the Corporation, which default shall also subject them to the remedies set forth in the Declaration or as provided by law or statute. Cumulative voting is prohibited.

6. The Bylaws may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members; provided however, the provisions of these Articles of Incorporation and the Bylaws shall be subject to the covenants, terms and provisions of the Declaration which shall control in the event of any conflict, and the provisions of these Articles of Incorporation shall control over any conflicting provisions in the Bylaws.

ARTICLE VI

Voting Rights

Each Lot shall have one vote as set forth in the Declaration, and the affirmative vote of a majority of Members, present at any meeting in person or by proxy, shall be required for decisions and action by the Corporation, unless otherwise provided herein or in the Association's Declaration or Bylaws. If only one of the multiple Owners of a Lot is present at a meeting of the Corporation, such Owner is entitled to cast the vote allocated to that Lot. Alternatively, if more than one person holds an interest in a Lot, they may appoint one of their co-owners as proxy to cast the vote for that Lot. The vote for such Lot shall be cast as the Owners holding a majority interest in thereof agree, but in no event shall they cast more than one vote for that Lot on any one question. If such Owners of such Lot cannot agree as to the manner in which their vote shall be cast when called upon to vote, then they will be treated as having abstained; during any such period, each Owner shall retain all other rights and obligations of membership in the Corporation.

ARTICLE VII

Board of Directors

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors, and thereafter the specific number shall be set forth as provided in the Bylaws of the Corporation, but shall not exceed seven (7) Directors. The Declarant may, until twelve (12) years from the date on which the Declaration is recorded, appoint or remove any officer of the Association or any member of the Board of Directors of the Association. Following the relinquishment of control by Declarant, the Owners shall elect the Board as provided in the Declaration, the Articles of Incorporation, and the Bylaws.

Except for Directors appointed by the Declarant, Directors shall be Owners as defined in the Declaration.

2. The names and addresses of the members of the initial Board of Directors who shall serve until the first annual meeting as provided in the Bylaws and until their successors are duly elected and qualified are as follows:

Brent Hawker	2790 N. Academy Boulevard, Suite 312 Colorado Springs, CO 80917
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Paul Thompson	2790 N. Academy Boulevard, Suite 312 Colorado Springs, CO 80917
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Dan A. Potter	2790 N. Academy Boulevard, Suite 312 Colorado Springs, CO 80917
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3. Directors shall be elected, replaced and removed and vacancies of the Board of Directors shall be filled in the manner and for the terms as provided in the Declaration and Bylaws.

ARTICLE VIII

Officers

The Board of Directors may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the Corporation. The Officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE IX

Dissolution, Merger or Consolidation

The Corporation may be dissolved, merged or consolidated as provided in the Colorado Nonprofit Corporation Act but subject to the Declaration. Upon dissolution of the Corporation other than incident to a merger or consolidation, the assets of the Corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration and Bylaws. In such event, the assets may be granted, conveyed and assigned to any public agency, nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Corporation was created.

ARTICLE X

Initial Registered Office and Agent and Address of Initial Principal Office

The street address of the initial registered office of the Corporation shall be 2790 N. Academy Boulevard, Suite 312, Colorado Springs, El Paso County, Colorado 80917. The initial registered agent shall be Dan A. Potter whose street address is the same as the initial registered office. The address of the Corporation's initial principal office is the same as the initial registered office.

ARTICLE XI

Amendment

1. Except as provided in paragraph 2 of this Article XI, amendments to these Articles of Incorporation shall require the approval, either of the Board of Directors or of Members holding at least a majority (51%) of the votes at a meeting duly called under the Bylaws, provided however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration and all amendments shall require the approval of the Declarant until twelve years from the date of the recording of the Declaration.
2. Notwithstanding any contrary provisions of these Articles of Incorporation or any other document, the Declarant hereby reserves the right, until the expiration of the Period of Declarant Control, but without approval or vote of the Members or Mortgagees, to amend these Articles of Incorporation and/or the Bylaws, as may be necessary to correct typographical errors or make clarifications or as may be approved in writing by Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Federal Housing Administration, or the Department of Veterans Affairs so as to induce any of such organizations to make, purchase, sell, insure or guarantee First Mortgages covering any portion of the subdivision, and each Owner and Mortgagee by accepting a deed, mortgage or other instrument affecting a lot appoints Declarant as his attorney-in-fact for purposes of executing in said Owner's or Mortgagee's name and recording any such amendments to these Articles and each deed, mortgage, trust deed, other evidence of obligation or other instrument affecting a Lot and the acceptance thereof shall be deemed to be a grant and acknowledgment of and a consent to the reservation of the power to the Declarant to make, execute and record any such amendments.

ARTICLE XII

Nonprofit Purposes

The Corporation is formed under the Colorado Revised Nonprofit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Subdivision as provided in the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE XIII

Incorporator and Party Filing

The Incorporator of the Corporation and party filing is Dan A. Potter, whose street address is 2790 N. Academy Boulevard, Suite 312, Colorado Springs, El Paso County, Colorado, 80917.

ARTICLE XIV

Non- Liability and Indemnity of Officers and Directors

1. No Officer or Director of the Corporation shall be personally liable to the Corporation or to its Members for monetary damages for breach of fiduciary duty as a Director to the fullest extent of the Nonprofit Act, or other law or statute. If the Nonprofit Act hereafter is amended to further eliminate or limit the liability of an Officer or Director, then such Officer or Director shall not be liable to the fullest extent permitted by the amended Nonprofit Act, in addition to the other provisions of these Articles of Incorporation.
2. No Officer or Director of the Corporation shall be personally liable for any contract or claim against the Corporation nor for any injury to person or property arising out of a tort committed by such person unless such Officer or Director committed a criminal offense or committed a wanton and willful wrongful act or omission. The protections afforded by these Articles shall not restrict other common law and statutory protections and rights that such Officer or Director may have and shall not reduce or impair any insurance coverage of such persons.
3. Unless otherwise specifically provided herein, or in the Nonprofit Act, or the Declaration, no Officer or Director shall be held liable for actions taken or omissions made in the performance of his or here duties as an Officer or Director except for wanton and willful wrongful acts or omissions.

4. A Director or Officer is not liable as such to the Corporation or its Members for any action taken or omitted to be taken as a Director or Officer in the performance of the duties of such position in compliance with Section 7-128-401(2).

5. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, fiduciary, or agent of the Corporation or who, while a Director, Officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the Nonprofit Act or the Declaration or otherwise.

6. Each Officer and Director of the Corporation, before, now or hereinafter serving in any such capacity, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in any such capacity, to the fullest extent allowable by law and statute, including without limitation, the Nonprofit Act. The right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage of the Corporation, Officer or Director.

7. Any repeal or modification of any of the foregoing paragraphs shall not adversely affect any right or protection of a Director or Officer of the Corporation existing on or before such repeal or modification.

ARTICLE XV

Conflicts of Interest

No contract, transaction, or other financial relationship shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Member of the Corporation or by or in the right of the Corporation, solely because of any conflicting interest so long as the contract, transaction, or other financial relationship complies with the Nonprofit Act, including without limitation, C.R.S., §7-128-501. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Colorado, the undersigned, constituting the Incorporator and Registered Agent of this Corporation and the name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, and has executed these Articles of Incorporation this ____ day of _____, 2004.

Dan A. Potter
2790 N. Academy Boulevard, Suite 312
Colorado Springs, CO 80917