

THE

ARTICLES

OF INCORPORATION OF

THE WALNUT MEWS CONDOMINIUM

ASSOCIATION

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The undersigned acting as incorporator under the Colorado Nonprofit Corporation Act adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE - NAME: The name of the Corporation is THE WALNUT MEWS CONDOMINIUM ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE TWO - DURATION: The Association shall exist perpetually.

ARTICLE THREE - REGISTERED OFFICE AND REGISTERED AGENT: The address of the Association's initial registered office and the name of the initial registered agent at that address is as follows:

- (a) Registered Agent: John H. Knapp
- (b) Registered Office: 5741 Arapahoe
Boulder, Colorado 80303

ARTICLE FOUR - PURPOSE AND POWERS OF THE ASSOCIATION: This Association does not contemplate pecuniary gain or profit to the Members thereof. The purposes for which the Association are formed are to govern the residential community situated in the City and County of Boulder, State of Colorado, which is known as THE WALNUT MEWS CONDOMINIUMS, hereinafter referred to as "The Project", and to advance, represent and serve the fiscal and economic best interests of all of the Members of the Association in all matters relating to their general welfare and their best interests in the administration, management and operation of the Association and for these purposes subject to the restrictions contained in ARTICLE TEN hereof to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain CONDOMINIUM DECLARATION OF THE WALNUT MEWS CONDOMINIUMS, hereinafter referred to as the "Declaration", applicable to The Project and recorded against The Project in the records of the Boulder County Clerk and Recorder, Boulder, Colorado, as the same may be further amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and

(b) fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the terms of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association; and

(c) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes and annex additional residential property; provided that any such merger consolidation or annexation shall have the written assent of sixty-seven percent of each class of Members; provided however, the written assent of sixty-seven percent of each class of Members may be brought within the jurisdiction of the Association within three years of the recording of the Declaration requiring only the assent of one hundred percent of the Class Members; and

(d) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE FIVE - MEMBERSHIP: Each Owner of a Condominium Unit hereinafter referred to as "Unit" in THE WALNUT MEWS CONDOMINIUMS, including the Declarant as defined in the Declaration, so long as it shall be an Owner, shall automatically become a member of the Association. Said membership is appurtenant to the Unit of said Owner and title to the ownership of the membership for that Unit shall automatically pass with fee simple title to the Unit. Each Owner of a Unit shall automatically be entitled to the benefits and subject to the burdens relating to the membership for his Unit. If the fee simple title to a Unit is held by more than one person, all such persons shall be members.

ARTICLE SIX - 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, as defined in the Declaration, and shall be entitled to one vote for each Unit owned; provided, however, the Declarant shall be a Class A Member after the conversion of the Class B Membership to Class A Membership in accordance with this Article and shall thereafter be entitled to one vote for each Unit owned.

The vote for such Unit, the ownership of which is held by more than one Owner, may be exercised by any one of them, unless an objection or protest by any other holder of an interest of the Unit is made prior to the completion of the vote, in which case the vote for such Unit shall be exercised, as the persons holding such interest shall determine between themselves. Should the joint owners of a Unit be unable, within a reasonable time, to agree upon how they will vote any issue, they shall be passed over and their right to vote on such issue shall be lost. In no event shall more than one vote be cast with respect to any such Unit.

Class B. The Class B Member shall be the Declarant, its successors and assigns. The Class B Member shall be entitled to three votes for each Unit owned. Class B Membership may be converted to Class A Membership at the option of the Declarant, by written notice to the Secretary of the Association but in any event shall be converted to Class A Membership without further act or deed not later than:

- (a) four months from the date seventy-five percent of the Units in The Project have been conveyed to Purchasers, other than the Declarant; or
- (b) three years from the date of the recording of the Declaration in the Boulder County, Colorado records, whichever shall first occur.

ARTICLE SEVEN - BOARD OF DIRECTORS: Initially, three Directors shall be selected by the Declarant acting in its sole discretion, who shall serve at the pleasure of the Declarant until the conversion of the Class B Membership to Class A Membership in accordance with **ARTICLE SIX** hereof. The names and addresses of the persons selected by the Declarant who are to act as the initial Directors of the Association are:

- | | | |
|-----|----------------|----------------------------------------------|
| (a) | John H. Knapp | 5741 Arapahoe
Boulder, Colorado 80303 |
| (b) | Marion Kreith | 1485 Sierra Drive
Boulder, Colorado 80302 |
| (c) | Peter P. Brady | Wall Street, Colorado |

Not later than the time of the conversion of the Class B Membership to Class A Membership, in accordance with **ARTICLE SIX** hereof, the Board of Directors shall call a Special Meeting of the Membership to be held at which the members shall elect three Directors to serve until the next Annual Meeting of the Association. Upon such election, the Directors selected by the Declarant shall submit their resignations.

At the first Annual Meeting of the Association after the conversion of Class B Membership and at each Annual Meeting of the Association thereafter, Directors shall be elected. All elections shall be governed by the Bylaws of the Association. The initial terms of the Directors shall be fixed at the time of their election as they among themselves shall determine. Initially, the term of one Director shall be fixed at one year, the term of one Director shall be fixed at two years, and the term of one Director shall be fixed at three years. At the expiration of the initial term of office of each respective Member of the Board of Directors a successor shall be elected to serve for a term of three years. The Members of the Board of Directors shall hold office until their respective successors shall be elected by the Association. Cumulative voting is not permitted.

The number of Directors and their terms may be changed by amendment to the Bylaws of the Association so long as the terms of at least one third of the members of the Board of Directors expire annually.

ARTICLE EIGHT - AMENDMENTS: Amendment of these Articles will require the assent of seventy-five percent of the entire Membership; provided however, additional residential property within an area described in **ARTICLE FOUR (c)** hereof may be brought within the jurisdiction of the Association within three years of the recording of the Declaration in the Boulder County records by amendment to these Articles requiring only the assent of one hundred percent of the Class B Membership, subject to the restrictions contained in **ARTICLE TEN** below.

ARTICLE NINE - DISSOLUTION: The Association may be dissolved with the assent given in writing and signed by not less than sixty-seven percent of each class of Members subject to the restrictions contained in **ARTICLE TEN** below.

Upon dissolution of the association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE TEN - PRIOR APPROVALS: Subject to the provisions of ARTICLE FOUR (c) and ARTICLE EIGHT hereof, the following actions will require the prior written approval of those First Mortgagees (as defined in the Declaration), holding mortgages on Units which have at least eighty percent of the votes of the Units subject to first mortgages within The Project: annexation of additional properties, mergers and consolidations of the Association, dissolution of the Association, amendment of these Articles and mortgaging of the Common Elements.

If the Project has been or is to be approved by the Federal Housing Administration and/or the Veterans Administration, then until the conversion of the Class B Membership to Class A Membership in accordance with ARTICLE SIX hereof, each of the above actions, together with any Special Assessment levied for capital improvements will require the prior written approval of the Federal Housing Administration and/or Veterans Administration.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Colorado, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this _____ day of _____, 1984.

John H. Knapp

STATE OF COLORADO)
) ss.
COUNTY OF BOULDER)

I, _____, a Notary Public, hereby certify that on the _____ day of _____, 1984, personally appeared before me, John H. Knapp, who being by me first duly sworn, declared that he was the person who signed the foregoing document as incorporator and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal.
My commission expires: _____.

Notary Public
Address: _____
