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**ARTICLES OF INCORPORATION
OF
WILLOWBROOK MEADOWS OWNERS ASSOCIATION**

ARTICLE I - OFFICES

Willowbrook Meadows Owners Association (the "Association") is a Colorado non-profit corporation, with its principal office located at 204 N. Wildernest Road, Silverthorne, Colorado 80498. The mailing address of the Association is P.O. Box 1069, Silverthorne, Colorado 80498. The Association may also have other offices and may carry on its purposes at such other places within and outside the State of Colorado as the Board may from time to time determine.

**ARTICLE II - REGISTERED OFFICE AND AGENT
AND CONSENT OF AGENT**

The registered office of the Association will be at 204 N. Wildernest Road, Silverthorne, Colorado 80498, with a mailing address of P.O. Box 1069, Silverthorne, CO 80498. The registered agent is Anthony L. Snyder.

ARTICLE III - PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and the Open Space (also referenced in the Declaration of Covenants, Conditions, and Restrictions as "Common Area") within the property according to the following Plats for Willowbrook Meadows Subdivision recorded in the real estate records of Summit County, Colorado:

Willowbrook Meadows Subdivision Filing No. 1, according to the Plat recorded on June 8, 1975 at Reception No. 156655;

Willowbrook Meadows Subdivision Filing No. 1, Amended according to the Plat recorded on November 30, 1976 at Reception No. 161004;

Willowbrook Meadows Subdivision Filing No. 2, according to the Plat recorded on June 2, 1978 at Reception No. 176653;

Willowbrook Meadows Subdivision Filing No. 3, according to the Plat recorded on October 23, 1979 at Reception No. 198525;

Willowbrook Meadows Subdivision Filing No. 4, according to the Plat recorded on June 15, 1981 at Reception No. 224765;

Willowbrook Meadows Subdivision Filing No. 5, according to the Plat recorded on June 17, 1983 at Reception No. 258062.

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3.1 Purposes. The purposes and objectives for which the Association is formed are as follows:

(a) To promote, undertake and advance any and all lawful activities and objectives for the general benefit, well-being, advancement, improvement and enjoyment of the members of this Association.

(b) To be and constitute the Association to which reference is made in the Declaration, for Covenants, Conditions and Restrictions recorded on November 4, 1976 at Reception No. 160244, Book 284, Pages 390-397; Supplement to Declaration of Covenants, Conditions and Restrictions recorded on November 10, 1977 at Reception No. 170216; Declaration of Covenants, Conditions and Restrictions Filing 2, Willowbrook Meadows Subdivision, recorded on February 9, 1979 at Reception No. 187833; Declaration of Covenants, Conditions and Restrictions Filing 3, Willowbrook Meadows Subdivision recorded on October 23, 1979 at Reception No. 198524; and re-recorded on November 14, 1979 at Reception No. 199552; Declaration of Covenants, Conditions and Restrictions Filing 4, Willowbrook Meadows Subdivision, recorded on June 15, 1981 at Reception No. 224766; Declaration of Covenants, Conditions and Restrictions Willowbrook Meadows Subdivision Filing Number 5 recorded on June 17, 1983 at Reception No. 258063, applicable to the property and recorded in the records of the Clerk and Recorder of Summit, County, Colorado, as amended and supplemented, (collectively the "Declarations") and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

3.2 Powers. Subject to any specific limitation imposed by these Articles of Incorporation, the Association will have the following powers:

(a) All powers conferred upon nonprofit corporations by the laws of the State of Colorado in effect from time to time, including without limitation Colorado Revised Statutes §7-123-101 et seq.

(b) All powers conferred upon owners associations pursuant to the Colorado Common Interest Ownership Act and the Colorado Revised Statutes §38-33.3-302.

(c) All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declarations (terms which are defined in the Declarations will have the same meanings herein unless otherwise defined herein), including, without limitation, the following powers:

(d) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declarations; 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;

(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;

(f) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) 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. No such dedication or transfers will be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(h) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation will have the assent of two-thirds (2/3) of the members.

(i) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declarations.

The foregoing enumeration of powers will not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article III, except for those limitations set forth in paragraph 3.3 below.

3.3 Restrictions Upon Purposes and Powers. The foregoing purposes and powers of the Association are subject to the following limitations:

A. The Association will be organized and operated exclusively for nonprofit purposes as set forth in the Internal Revenue Code, as it is now or may hereafter be amended, or in any corresponding provision of any future law of the United States of America providing for exemption of similar organizations from income taxation.

B. No part of the net earnings of the Association will inure to the benefit of any Member (except that reasonable compensation may be paid for services rendered to or for the Association and affecting one or more of its purposes and objectives, and reimbursement may be made for any expenses 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 Directors).

ARTICLE IV - BOARD OF DIRECTORS

4.1 Board of Directors. The business and affairs of the Association will be conducted, managed and controlled by a Board of Directors, which is also referenced as the Executive Board in the Colorado Common Interest Ownership Act. The Board will consist of five (5) directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association at any time.

4.2 Initial Board of Directors. The names and addresses of the persons who are to act in the capacity of directors and who will serve until their respective successors are duly elected and qualified, are as follows:

Don Hobrock, P.O. Box 1482, Silverthorne, CO 80498
Lanelle Barnett, P.O. Box 5267, Frisco, CO 80443
Howard Hallman, 26 South Tejon St., Suite 208, Colorado Springs, CO 80903
Mary Rachwalski, 209 E. Fox Court, Silverthorne, CO 80498
Ken Deshaies, P.O. Drawer 2929, Dillon, CO 80435

ARTICLE V - MEMBERSHIP

5.1. Qualifications and Voting. The Association will be a membership corporation without certificates or shares of stock and will consist of one class of membership. Members will be all record Owners of a fee or undivided interest in any Lot created by the Plats of the Willowbrook Meadows Filings 1, 2, 3, 4, and 5. All members will be entitled to vote on all matters, with one vote per Lot. The rights and obligations of membership are set forth in the Declaration and Bylaws of the Association. A membership will terminate automatically without any Association action whenever such entity or individual ceases to own a Lot. Termination of membership will not relieve or release any former Member from any liability or obligation incurred by virtue of, or in any way connected with, ownership of a Lot, or impair any rights or remedies which the Association or others may have against such former Member arising out of, or in any way connected with, such membership.

5.2 Suspension of Voting Rights. The Association may suspend the voting rights of a Member for failure to pay any Assessments or for failure to otherwise comply with the rules and regulations, or the Bylaws, of the Association, or with any other obligations of the Members under the Declarations, or agreement created pursuant thereto.

ARTICLE VI - AMENDMENTS

The Association reserves the right to amend, alter, or change any provision contained in these Articles of Incorporation by a vote of at least seventy-five percent (75%) of the votes of the Members of the Association present and constituting a quorum at any regular or special meeting of the Members. No amendment to these Articles of Incorporation will be contrary to or inconsistent with the provisions of the Declarations.

ARTICLE VII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association will be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets will be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: Mark Richmond, Richmond, Neiley & Sprouse, L.L.C., P.O. Box 280, Frisco, Colorado 80443. ✓

ARTICLE IX - INDIVIDUAL FILING ARTICLES

The name of the individual and the mailing address of the individual causing this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing is refused, is: Mark Richmond, Richmond, Neiley & Sprouse, L.L.C., P.O. Box 280, Frisco, Colorado 80443. ✓