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ARTICLES OF INCORPORATION

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STATE OF COLORADO
DEPARTMENT OF STATE
THE GROVE HOMEOWNER'S ASSOCIATION, INC.

The undersigned natural person, being the age of twenty-one years or more, acting as incorporator of a non-profit corporation under the laws of the Colorado Corporation Code, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation (hereinafter referred to as the Association) shall be: The Grove Homeowner's Association, Inc.

ARTICLE II

The period of duration of the Association shall be perpetual.

ARTICLE III

The nature, objects, and purposes of the business to be transacted shall be as follows: The Association shall be non-profit and its object shall be to carry out exempt functions, such as acquisition, construction, management, maintenance and care of Association property. The Association is organized and established to administer and manage common areas under the control of the Association and to serve the best interests of its members.

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereinafter conferred upon non-profit corporations organized under the laws of the State of Colorado. In addition, the Corporation may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes, including but not limited to the following:

- (a) To exercise and perform all powers, rights, and duties as set forth in the DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF THE GROVE SUBDIVISION as amended and as recorded in the records of Boulder County, Colorado.

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(b) To make and collect assessments and to use the proceeds of assessments in the exercise of its duties, powers and obligations.

(c) To acquire, 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.

(d) To enforce the provision of the above described Declaration, these Articles of Incorporation, the bylaws of the Association and rules and regulations adopted by the Association.

(e) To borrow money, and with the assent of two-thirds of each class of members the Association may mortgage or pledge Association property as security for such loan.

(f) To dedicate, sell or transfer any portion of the common areas according to the terms of the Declaration.

(g) To participate in mergers and consolidations with other non-profit corporations organized for similar purpose and annex additional property and common area according to the terms of the Declaration.

ARTICLE IV

The address of the initial registered office of the Association is 75 Manhattan Drive, Boulder, Colorado 80303, and the name of the initial registered agent at such address is Thomas R. Hoyt.

ARTICLE V

Three directors shall constitute the initial Board of Directors who need not be members of the Association, their names and addresses being as follows:

Thomas R. Hoyt
75 Manhattan Drive
Boulder, Colorado 80303

Jeanne Ryan
75 Manhattan Drive
Boulder, Colorado 80303

Eve Childress
75 Manhattan Drive
Boulder, Colorado 80303

ARTICLE VI

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 member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Classes of membership shall be as established in the Declaration.

ARTICLE VII

The Board of Directors shall have the authority and responsibility to adopt, amend or repeal by-laws, provided that such by-laws are consistent with these Articles of Incorporation.

ARTICLE VIII

These Articles of Incorporation may be amended by a vote of two-thirds of the entire membership. If there are no members, these Articles may be amended by a vote of two-thirds of the members of the Board of Directors.

ARTICLE IX

The Association may be dissolved with the approval given in writing by not less than two-thirds of each class of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE X

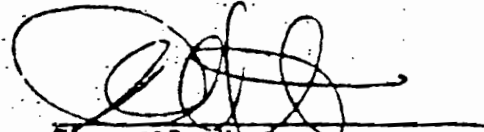
As long as Class B membership exists under the Declaration, the following actions with respect to the Association will require the prior approval of the Federal

Housing Administration, the Veterans Administration or similar agency: annexation of additional property, mergers and consolidations, mortgaging of common areas, dedication of common areas, dissolution of the Association and amendment of these Articles.

ARTICLE XI

The name and address of the incorporator is:

Thomas R. Hoyt
75 Manhattan Drive
Boulder, Colorado 80303


Thomas R. Hoyt

STATE OF COLORADO)

) ss.

COUNTY OF BOULDER)

I, Barbara Westbrook a Notary Public in and for the said County in the State aforesaid, do hereby certify that Thomas R. Hoyt, a resident of the State of Colorado, who is personally known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that he signed, sealed, and delivered the said instrument of writing as his free and voluntary act and deed, for the uses and purposes therein set forth, and declared that the statements therein contained are true.

Given under my hand and seal this 11th day of April, 1988.

My commission expires December 11, 1989.


Notary Public



MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

for office use only

NONPROFIT

DN-881031-32

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is The Grove Homeowners Association, Inc. N.C.L.G. (Note 1)

SECOND: The following amendment of the Articles of Incorporation was adopted on the 9th day of May 19 88, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below.

- a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.
- such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- there are no members, or no members entitled to vote thereon; such amendment received the vote of a majority of the directors in office.

To the fullest extent permitted by the Colorado Corporation Code, as the same exists or may hereinafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

To the fullest extent permitted by the Colorado Corporation Code, as the same exists or may hereinafter be amended, the Corporation shall have the power to indemnify its officers and directors.

in _____
[Signature] Director
 and in _____
[Signature] Director
 and in _____
 Director

WESTERN
 NOTARY PUBLIC
 My commission expires _____

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Note (1) If this is a change of name amendment, the name to be typed in PARAGRAPH FIRST is the corporate name before this amendment is filed.



STATE OF COLORADO

DEPARTMENT OF
STATE

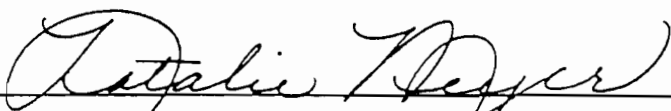
CERTIFICATE

I, *NATALIE MEYER*, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF

INCORPORATION TO THE GROVE HOMEOWNER'S ASSOCIATION, INC.
DATE OF INCORPORATION - APRIL 14, 1988.

Dated: AUGUST 18, 1994



SECRETARY OF STATE