

ARTICLES OF INCORPORATION

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FOR

LANGTREE PROPERTY OWNERS ASSOCIATION

A COLORADO NONPROFIT CORPORATION

The undersigned person acting as Incorporator of a nonprofit corporation under the Colorado Nonprofit Corporation Act executes the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

961024949 M \$50.00
SECRETARY OF STATE
02-22-96 12:45

The name of the nonprofit corporation is:

LANGTREE PROPERTY OWNERS ASSOCIATION

ARTICLE II. DURATION

The Corporation shall have perpetual existence.

ARTICLE III. PURPOSES AND POWERS

A. The primary purpose for which this nonprofit corporation is organized is to be an owners association for the owners of lots in Langtree Subdivision in El Paso County, Colorado, and to administer and enforce the protective covenants for the Langtree Subdivision in accordance with the Declaration of Protective Covenants as recorded in the real property records of El Paso County, Colorado (the "Declaration"). In furtherance of these main purposes, the following sub-purposes are set forth:

- (a) Maintain architectural control of building design, placement, materials, colors and construction;
- (b) Provide and encourage activities furthering the education of property owners, residents, and others in the area of wildfire mitigation;
- (c) Distribute information concerning the activities of this corporation;
- (d) Administer and enforce the augmentation plan for the water rights associated with the subdivision;
- (e) Administer and enforce the provisions of the General Development Guide as approved by El Paso County;
- (f) Exercise any and all other rights, powers and authority as may be necessary, useful or convenient in connection with the governance of the Association and the performance of the Association's functions as set forth in the Declaration.

B. In furtherance of the purpose and objectives set forth in the Declaration, (and not otherwise), the Association may exercise all of the corporate powers provided to nonprofit corporations under the laws of the State of Colorado.

ARTICLE IV RESTRICTIONS UPON PURPOSES AND POWERS

No part of the net earnings of the Association (other than as set forth in the Declaration and in furtherance of other purposes of the Association) shall inure to the benefit of any Member, Director or Officer of the Association, or any other individual except that reasonable compensation may be paid for services rendered to or for the association affecting one or more of its purposes and expenditures made in furtherance of the purposes of the Association may be reimbursed. Upon final dissolution of the Association, any corporate assets remaining after the payment of all debts will be distributed to its Members according to their prorata interest and obligations.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Association is 102 E. Pikes Peak Avenue, Colorado Springs, Colorado 80903. The name of its initial registered at such address is Norman A. Palermo.

ARTICLE VI. MEMBERSHIP AND VOTING

(A) The Association will have Members and membership in the Association shall be as provided in the Declaration and Bylaws of the Association.

(B) Cumulative voting shall not be allowed in the election of Directors or otherwise.

ARTICLE VII. BOARD OF DIRECTORS

The management of the affairs of the Association shall be vested in the Board of Directors. The number of Directors, their term of office and manner of their selection and election shall be determined according to the bylaws of the Association.

(1) The following individuals shall constitute the initial Board of Directors. Their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Philip J. Anderson	545 E. Pikes Peak Avenue, Suite 207 Colorado Springs, Colorado 80903
Carl Turse	1840 Woodmoor Drive Monument, Colorado 80132
Joseph A. Gassner	1840 Woodmoor Drive Monument, Colorado 80132

ARTICLE VIII. BYLAWS

The initial Bylaws of the Association shall be as adopted by the Board of Directors. Such board shall have the power to alter, amend or repeal the Bylaws from time to time, to enforce and to adopt new Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with the laws of the State of Colorado, the Declaration, or these articles of incorporation, as the same may from time to time be amended.

ARTICLE IV. LIMITATION OF DIRECTORS LIABILITY

The personal liability of a Director or Officer to the Association or its Members for monetary damages for breach of fiduciary duty is limited to the full extent provided by Colorado law. The Association shall indemnify any Director, Officer, or former Director or Officer of the Association to the full extent permitted by Colorado law.

ARTICLE V. INCORPORATOR

The name and address of the incorporator is:

Norman A. Palermo, P.C.
102 E. Pikes Peak Avenue, 5th Floor
Colorado Springs, Colorado 80903

IN WITNESS WHEREOF, these Articles of Incorporation have been signed and acknowledged this 21st day of February, 1996.


Norman A. Palermo, Incorporator