

# STATE OF COLORADO

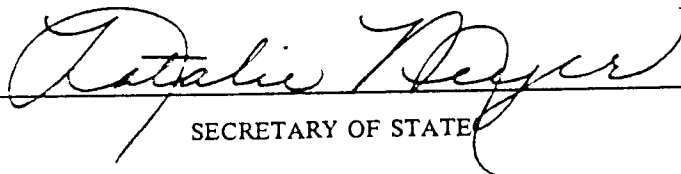
DEPARTMENT OF  
STATE

## 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 NOBLE PARK HOMEOWNERS ASSOCIATION, A NONPROFIT CORPORATION.

Dated: APRIL 25, 1990

  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

THE NOBLE PARK HOMEOWNERS ASSOCIATION

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The undersigned acting as incorporator under the Colorado Nonprofit Corporation Act adopts the following Articles for such corporation:

ARTICLE ONE - NAME: The name of the corporation is THE NOBLE PARK HOMEOWNERS ASSOCIATION, ("Association").

ARTICLE TWO - DURATION: The corporation shall exist perpetually.

ARTICLE THREE - REGISTERED AGENT AND REGISTERED OFFICE: 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: Richard L. McCabe
- (b) Registered Office: 3360 Mitchell Lane  
Suite 100  
Boulder, CO 80301

ARTICLE FOUR - PURPOSES OF THE ASSOCIATION: This Association does not contemplate pecuniary gain or profit to the Members thereof.

The Association is organized to be and constitute the Association to which reference is made in THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF THE NOBLE PARK SUBDIVISION ("Declaration") recorded against The Properties in the records of the Boulder County Clerk and Recorder, Boulder, Colorado, as the same may be amended and supplemented from time to time, said Declaration being incorporated herein as if set forth at length. Terms defined in the Declaration shall have the same meaning when used herein.

The Association shall govern the residential community situated in the City of Boulder, State of Colorado, which is known as the NOBLE PARK SUBDIVISION, a subdivision of a part of Boulder County, Colorado, ("The Properties"), and to represent and serve the best interests of all of the Members of the Association.



ARTICLE FIVE - POWERS OF THE ASSOCIATION: In furtherance of its purposes, the Association shall exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration and the Articles and Bylaws of the Association.

The Association shall have all of the powers provided in the Colorado Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time except to the extent that its powers are explicitly limited by the Articles and the Bylaws of the Association or by the Declaration.

ARTICLE SIX - MEMBERSHIP: Every Person who is a record Owner of a fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association, including contract sellers. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Ownership of such Lot shall be the sole qualification for such membership. Where more than one person holds interest in any Lot, all such persons shall be Members.

ARTICLE SEVEN - VOTING RIGHTS: The Association shall have two classes of voting memberships:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot 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 Lot owned.

The vote for such Lot, 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 in the Lot is made prior to the completion of the vote, in which case the vote for such Lot shall be exercised, as the persons holding such interest shall determine themselves. Should the joint owners of a Lot 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 Lot.

Class B. The Class B Member shall be the Declarant, his heirs, personal representatives, successors and assigns who shall be entitled to three votes for each Lot owned. Class B Membership may be converted to Class A Membership at the option of the Declarant by his 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) upon that date when the right to build seventy-five percent of the total number of Dwelling Units allowed to be built under the zoning in force on the property described in Exhibits A and C of the Declaration has been allocated and conveyed to purchasers other than Declarant; or

(b) five years following the recording of the Declaration, in the Boulder County, Colorado records, whichever shall first occur.

ARTICLE EIGHT - BOARD OF DIRECTORS: The affairs of the Association shall be managed by a Board of Directors. The duties, qualifications, number and term of Directors and the manner of their election, appointment and removal shall be as set forth in the Bylaws.

There shall be three members of the initial Board of Directors. The names and addresses of the persons who are to serve as the initial Directors are as follows:

- |     |                    |  |
|-----|--------------------|--|
| (a) | Richard L. McCabe  | 3360 Mitchell Lane<br>Suite 100<br>Boulder, CO 80301 |
| (b) | Scott Van Genderen | 3360 Mitchell Lane<br>Suite 100<br>Boulder, CO 80301 |
| (c) | Debbie Castrodale  | 3360 Mitchell Lane<br>Suite 100<br>Boulder, CO 80301 |

ARTICLE NINE: LIABILITY OF DIRECTORS: A Director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director, except for liability arising from (a) any breach of the Director's loyalty to the Association or its Members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) any transaction from which the Director derived any improper personal benefit or (d) any other act expressly proscribed or for which Directors are otherwise liable under the Colorado NonProfit Corporation Act. If the Colorado Nonprofit Corporation Act is subsequently amended to authorize corporate action further limiting or eliminating the personal liability of Directors, then the liability of a Director of the Association shall be limited or eliminated to the fullest extent permitted by the Colorado Nonprofit Corporation Act or other Colorado law, as so amended. Any repeal or modification of this Article by the Members of the Association shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.





**DEPARTMENT OF STATE**  
**Corporations Section**  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 894-2251

**Notice of Filing of Articles of Incorporation  
or  
Application for Certificate of Authority**

Your Articles of Incorporation or Application for Certificate of Authority has been accepted and filed. The enclosed Certificate is issued to you as evidence of your corporate existence and authority to transact business in this state.

As an authorized corporation, you are required to maintain continuously both a Registered Agent and a Registered Office in this state. Any change of Agent or Office requires the filing of a statement to that effect within thirty days of such change.

In addition, every corporation is required to file a Corporate Report no later than May 1st of each biennium (every other year). The first Corporate Report of a corporation is due in the **second** year following its date of incorporation or qualification in this state (e.g. if its date of incorporation or qualification in this state is in 1984 the first Report would be due in 1986

The Corporate Report will be mailed to your Registered Agent at the Registered Office as shown on our records and will not be forwarded by the post office, so please notify the Corporations Section of the changes discussed in the prior paragraph.

If you are in need of any further service, please contact us. Our office hours are from 8:30 a.m. to 5 p.m., Monday through Friday. Telephone Number: 894-2251.

Our best wishes for success in your new venture.