

ARTICLES OF INCORPORATION

OF

THE PINE BROOK HILLS HOMEOWNERS ASSOC. INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators in order to organize and establish a corporation not for profit under and pursuant to Article 19, Chapter 31, Colo. Revised Statutes (1963) as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

The corporate name of said Corporation shall be:
THE PINE BROOK HILLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The term of the Corporation shall be perpetual

ARTICLE III

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

- 1) To promote the health, safety, and welfare of the residents within Pine Brook Hills, a subdivision of a part of the County of Boulder, State of Colorado;
- 2) To encourage civic improvements and interests in said Pine Brook Hills;
- 3) To promote community activities and interests in said Pine Brook Hills;

4) To acquire, own, build and maintain recreation areas and commons including building structures and personal properties incident thereto; and

5) Insofar as permitted by law, to do any other thing that, in the opinion of the members, will promote the common benefit and enjoyment of the residents of said Pine Brook Hills.

ARTICLE V

The Corporation shall not have any capital stock and private property of the members shall not be subject to the payment of Corporate debts. The members of the Corporation shall have the power to make such prudential By-laws as they may deem proper for the management of the affairs of this Corporation according to the statute in such case made and provided.

ARTICLE VI

The affairs and management of the Corporation are to be under the control of a Board of Directors consisting of not less than three (3) members whose manner of selection shall be as stated in the By-laws. The names and addresses of the persons who are to serve as Directors of the Corporation until the first annual meeting of members and until their successors shall be elected and shall qualify, are as follows:

1. George Gleason
Pine Brook Hills, Boulder, Colorado
2. Richard Thomas
Pine Brook Hills, Boulder, Colorado
3. Joe Wing
Pine Brook Hills, Boulder, Colorado

ARTICLE VII

The address of the initial registered office of the Corporation is: Pine Brook Hills, Boulder, Colorado and the name of its initial registered agent at such address is: George W. Gleason

ARTICLE VIII

The names and addresses of the incorporators of the Corporation are as follows:

- | | |
|----------------------|------------------|
| 1. George W. Gleason | Pine Brook Hills |
| 2. Joe Wing | Pine Brook Hills |
| 3. William A. Love | Pine Brook Hills |

IN WITNESS WHEREOF, we the undersigned, being all of the incorporators designated in Article VIII of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation this 13th. day of September, 1967.

George W. Gleason
Joe Wing
William A. Love

STATE OF COLORADO)
) SS.
COUNTY OF BOULDER)

I, Russell J. Kerhan a Notary Public, hereby certify that known to me to be the persons whose names are subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and each being by me first duly sworn, acknowledged and declared that they signed said Articles of Incorporation as their free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

My commission expires:
Witness my hand and official seal this 16th day of October
Russell J. Kerhan
Notary Public

197106

ARTICLES OF INCORPORATION

THE PINE BROOK HILLS HOMEOWNERS ASSOCIATION, INC.

DOMESTIC

NOT FOR PROFIT

Filed in the office of the Secretary of
State, of the State of Colorado, on the

24th day of November A. D. 1967

BYRON A. ANDERSON
Secretary of State

Filing Clerk _____ Fees \$5.00

Old Age Pension Fund _____

RECORDED
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This document has been inspected
and properly Entered on the Re-
cords of The Flat Tax Department.

Date August 21 1967 O.K.
W. J. ... Clerk

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STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
ACCEPTANCE

Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of an Election to Accept the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issue as this Certificate of Acceptance to

-----The Pine Brook Hills Homeowners Association, Inc.-----
(a Colorado corporation)

and attaches hereto a duplicate original of the Election to Accept.

Dated this Twenty-Fifth day of October, A. D. 1972

Byron A. Anderson
SECRETARY OF STATE

Jeremiah J. Connelly
DEPUTY

ELECTION TO ACCEPT
the Colorado Nonprofit Corporation Act

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation elects to adopt the provisions of the Colorado Nonprofit Corporation Act and does hereby state that:

1. The name of the corporation is The Pine Brook Hills Home-owners Association, Inc.
2. All required reports have been or will be filed, and all fees, taxes & penalties due to the State of Colorado accruing under any act to which the corporation has been subject have been paid.
3. On the 23 day of October, 19 72, the Directors (members OR stockholders OR directors) of the corporation, a quorum being present, voted to accept the Colorado Nonprofit Corporation Act. (the acceptance is authorized, by at least 2/3 of the votes of the members, 2/3 of the votes of the stockholders, OR by a majority vote of the directors, which were present at such meeting)

4. The corporation followed the requirements of the law under which it was organized.
 5. The address of the registered office in Colorado is Pinebrook Hills and the name of its registered agent at such address is George W. Gleason (Boulder County)


6. Following is the name and address of the officers and directors.

NAME	TITLE	ADDRESS
<u>Roger Nighoff</u>	<u>President</u>	<u>Pinebrook Hills, Boulder, Colo. 80302</u>
<u>Henry Spell</u>	<u>Secretary</u>	<u>" " " "</u>
<u>Robert Wittenhorst</u>	<u>Treasurer</u>	<u>" " " "</u>
	<u>Vice-President</u>	<u>" " " "</u>

7. The attached copy of incorporation is true and correct. Not applicable
8. Issued shares of stock are not authorized.

NUMBER OF SHARES AUTHORIZED	NUMBER OF SHARES ISSUED AND OUTSTANDING
9. All issued and outstanding shares of stock have been delivered to the corporation to be cancelled.
10. The authority of the corporation to issue shares of stock shall hereby be terminated.

STATE OF Colorado ss.
 COUNTY OF Boulder
 The foregoing instrument was acknowledged before me this 24 day of October, 19 72, by Roger Nighoff, President and Henry Spell, Secretary
Treasurer of Pinebrook Hills Home-owners Association, Inc.
 (Insert names of such officers, as signed above, titles, & correct name of corporation)
 In witness whereof I have hereunto set my hand and seal.

Roger Nighoff
 President
Henry Spell
 Secretary
Robert Wittenhorst
 Treasurer
Robert Wittenhorst
 Vice-President

 Notary Public

Note: In 7. if the documents of this corporation are on file in the office of the Secretary of State of Colorado, type the words "not applicable" in the space provided.
 In 8. if the corporation is formed (and most non-profit are) without authorized capital stock type the word "not" in the space provided. In 31-24-27 the law provides "Except for corporations organized for the acquisition and distribution of water to their stockholders, a corporation shall not have or issue shares of stock."
 Submit this Form in the original typed & one carbon copy
 Fee \$5.00

2505-15

ELECTION TO ACCEPT
The Colorado Nonprofit Corporation Act

The Pine Brook Hills Homeowners Association, Inc.

DOMESTIC

NOT FOR PROFIT

Filed in the office of the Secretary of
State, of the State of Colorado, on the
25th day of October A.D. 1972

BYRON A. ANDERSON
Secretary of State

Filing Clerk Elmer Fees \$5.

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This document has been inspected
and approved for filing in the Re-
cord of The Public Report

Date November 14, 1972
Chabulita Clerk

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DEPARTMENT OF STATE
STATE OF COLORADO

FILED

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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH, STATE OF COLORADO
DEPT. OF STATE

- 1. Exact corporate name of corporation making the statement.
- 2. Signature and title of officer signing for the corporation, - must be President or Vice President except for nonprofit.
- 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with notarial commission.
- 4. This document must be typed or retyped.

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To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the un-terminated corporation, organized under the laws of the State of COLORADO submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is THE PINE BROOK HILLS HOMEOWNERS ASSOCIATION, INC.

Second: The address of its REGISTERED OFFICE is PINEBROOK HILLS, BOULDER, CO 80302

Third: The name of its REGISTERED AGENT is WAYNE MILLER, M.D.

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is PINEBROOK HILLS, BOULDER, CO 80302

THE PINE BROOK HILLS HOMEOWNERS, ASSOCIATION, INC.
(Note 1)

F. Tidwell Bronzan
Vice President / SECRETARY

STATE OF COLORADO
County of BOULDER

Before me, NETTY R. PERRY, a Notary Public in and for the said County and State, personally appeared F. TIDWELL BRONZAN who acknowledged before me that he is the VICE-PRESIDENT/SECRETARY of PINEBROOK HILLS HOMEOWNERS ASSOCIATION, INC. corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 18th day of June A. D. 1978

REGISTRATION NO
17824

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F. Tidwell Bronzan

MAIL TO:
Colorado Secretary of State
Corporations Office
1575 Sherman St., 2nd Fl.
Denver, Co. 80203
(303) 466-2361

for office use only

SUBMIT ONE:
Filing fee \$5.00

This document must be typewritten.

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

DNO197106

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DEPT. OF STATE
624228 3-58

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of the State of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

Pine Brook Hills Homeowners Association

Second: the address of its REGISTERED OFFICE is 873-139 Timber Lane Pine Brook Hills Boulder, CO 80302

Third: The name of its REGISTERED AGENT is Ann A. Nichols

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is Pine Brook Hills

(Note 1)

By Ann A. Nichols

(Note 2)

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

Its president
Its registered agent (Note 3)
Its general partner

STATE OF Colorado
COUNTY OF Boulder

Subscribed and sworn to before me this 29th day of MAY, 1985
My commission expires Sept. 9, 1988

Steven R. Blam
Notary Public (Note 4)

Address United Bank of Boulder
P. O. Box 299
Boulder, Colo. 80306

- Notes: 1. Exact name of corporation or limited partnership making the statement.
- 2. Signature and title of officer signing (for the corporation, must be president or vice president; for a limited partnership, must be a general partner).
- 3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- 4. Signature of notary public must be exactly as shown on notarial seal, and must agree with notarial commission.

COMPUTER UPDATE COMMISSION