

ARTICLES OF INCORPORATION
OF
WASHINGTON PARK MANOR CONDOMINIUM ASSOCIATION, INC.
(A NONPROFIT CORPORATION)

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Nonprofit Corporation Act.

ARTICLE 1 -- Name

The name of the corporation is WASHINGTON PARK MANOR CONDOMINIUM ASSOCIATION, INC. ("Association").

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ARTICLE 2 -- Duration

The duration of the Association shall be perpetual.

ARTICLE 3 -- Purposes and Powers of Association

3.1. The Association shall operate the Common Interest Community known as WASHINGTON PARK MANOR CONDOMINIUMS ("Condominiums"), located at 352 South Lafayette Street, Denver, Colorado 80209, City and County of Denver, Colorado, in accordance with the Colorado Condominium Ownership Act and applicable provisions of the Colorado Common Interest Ownership Act, Colorado Revised Statutes, as amended, and the Colorado Nonprofit Corporation Act, as amended. All defined terms used herein shall have the same meaning as set forth in the Condominium Declaration ("Declaration") of Washington Park Manor Condominiums dated January 6, 1983 and the Amended and Restated Condominium Declarations of Washington Park Manor Condominiums dated August 1, 1997 ("Amended and Restated Declaration") unless expressly provided to the contrary herein.

3.2. The Association shall promote the health, safety, welfare and common benefit of the residents of the Common Interest Community.

3.3. The Association shall do any and all acts, and shall have and exercise any and all powers, rights, and privileges which are granted to a Common Interest Community Association under the laws of the State of Colorado and the Declaration, Bylaws, Rules and Regulations, and other governing documents of the Association.

3.4. The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by



reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE 4 -- Nonprofit

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and shall be a nonprofit corporation, without shares.

ARTICLE 5 -- Membership Rights and Qualifications

5.1. The Association shall have members. The classes, rights and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Unit in the Condominiums shall be a member of the Association. There shall be one membership for each Condominium Unit owned within the Condominiums. This membership shall be automatically transferred upon conveyance of that Condominium Unit. Voting shall be one vote per Condominium Unit, and the vote to which each membership is entitled is the vote assigned to its Condominium Unit in the Declaration of the Condominiums. If a Condominium Unit is owned by more than one person, those persons shall agree among themselves how to cast fractional votes. A vote by a co-owner for the entire Condominium Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Condominium Unit objects at the time the vote is cast, in which case such membership's vote shall not be counted.

5.2. The members shall be of one class, Owners who own Condominium Units as defined in the Declaration. These Unit Owners shall elect all members of the Board of Directors, following the period of Declarant control defined below.

5.3. Notwithstanding the foregoing, the Declarant of the Common Interest Community shall have additional rights and qualifications as may be provided under the Colorado Condominium Ownership Act and applicable provisions of the Colorado Common Interest Ownership Act and the Declaration, including the right to appoint members of the Board of Directors as follows: During the period of Declarant control, the Declarant, or persons designated by him or her, subject to certain limitations, may appoint or remove the officers and members of the Board of Directors. Pursuant to the Declaration, recorded January 6, 1983, the period of Declarant control terminates upon the consummation of the initial sale of one hundred percent (100%) of the Condominium Units to individual Unit purchasers. However, pursuant to the Amended and Restated Declaration, the Declarant's successor in interest agrees to voluntarily surrender the special declarant right to appoint or remove directors and officers of the Association immediately following the appointment by Declarant's successor in interest of the Board of Directors of the Association, but not later than September 1, 1997. Thereafter, when purchasers obtain title to Units, they will become members of the Association, with all voting rights associated with such membership.

ARTICLE 6 -- Management

The affairs of the Association shall be managed by the Board of Directors of the Association as provided in, and in accordance with, the Bylaws of the Association.

ARTICLE 7 -- Board Of Directors

The initial Board of Directors shall consist of three persons, and this number may be changed, not to exceed nine, by a vote of two-thirds of the members of the Association entitled to vote, as set forth in Article 2 of the Bylaws. The names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

Marcie Jaeger
73 Falcon Hills Drive
Highlands Ranch, Colorado 80126

Steve Robbins
8101 E. Prentice, #815
Englewood, Colorado 80111

Linda Hooks
2476 E. Nichols Circle
Littleton, Colorado 80122

ARTICLE 8 -- Personal Liability of Directors

The members of the Board of Directors shall not be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director; except that the foregoing shall not eliminate or limit the liability of a Director for: any breach of the Director's duty of loyalty to the Association or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in C.R.S. Section 7-24-111 (loans to directors and officers prohibited); and any transaction from which the Director derived an improper personal benefit.

ARTICLE 9 - - Indemnification of Directors

Except for personal liability of a director pursuant to Article 8 above, and unless otherwise limited by the Colorado Condominium Ownership Act and applicable provisions of the Colorado Common Interest Ownership Act, the Condominium Declaration of the Washington Park Manor Condominiums, as amended from time to time, or the Bylaws of the Association, the Directors shall be indemnified by the Association for any loss, damage, cost or expense incurred in the performance of their duties to the Association, including attorneys' fees and costs, to the maximum extent permitted by law.

ARTICLE 10 -- Registered Agent and Address

The initial registered agent of the Association shall be Hale Pratt Midgley Laitos Green & Hackstaff, P.C. at the registered address of 1675 Broadway, Suite 2000, Denver, Colorado 80202.

ARTICLE 11 -- Incorporator

The name and address of the incorporator is :

James C. Hackstaff
1675 Broadway, Suite 2000
Denver, Colorado 80202


ARTICLE 12 -- Distribution on Dissolution

The assets of the Association, if any, in the process of dissolution shall be applied and distributed as provided in the Colorado Nonprofit Corporation Act, C.R.S. Section 7-26-103, as amended.

ARTICLE 13 -- Amendment

Amendment of the Articles shall require the assent of at least two-thirds of the votes which members present at an annual or special meeting of members of the Association, or represented by proxy, are entitled to cast, as provided in the Colorado Nonprofit Corporation Act.

IN WITNESS WHEREOF, James C. Hackstaff the undersigned incorporator has signed these Articles of Incorporation in duplicate this 1st day of August, 1997.



James C. Hackstaff

