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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S.)

1. Entity name:

Laurene Condominium Association, Inc.

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

1430 Albion St. #105

(Street name and number)

Denver

(City)

CO

(State)

80220

(Postal/Zip Code)

United States

(Country – if not US)

(Province – if applicable)

4. Principal office mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Hahn

(Last)

James

(First)

V

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

1430 Albion St. #105

(Street name and number)

Denver

(City)

CO

(State)

80220

(Postal/Zip Code)

8. Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Roads Michael A
(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

2460 W. 26th Ave. #20C
(Street name and number or Post Office Box information)

Denver CO 80220
(City) *(State)* *(Postal/Zip Code)*
United States
(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States
(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States
(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Harris	Linda	C
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>
2460 W. 26th Ave. #20C		
<i>(Street name and number or Post Office Box information)</i>		
Denver	CO	80211
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
United States		
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

ARTICLES OF INCORPORATION
OF
LAURENE CONDOMINIUM ASSOCIATION, INC.

In compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, C.R.S. §7-121-101 et seq., the undersigned, who is of full age, for the purpose of forming a non-profit corporation hereby certifies:

ARTICLE I
NAME

The name of the corporation LAURENE CONDOMINIUM ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 1430 Albion St. #105, Denver, CO 80220.

ARTICLE III
REGISTERED AGENT

James V. Hahn, whose address is 1430 Albion St. #105, Denver, CO 80220, is hereby appointed the initial registered agent of this Association, and such address shall be the registered address of this Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for architectural control, maintenance and preservation of the Condominium Units and Common Areas within that certain tract of land

described on Exhibit A attached hereto and incorporated herein by this reference ("Property"), and to promote the health, safety and welfare of the residents within the Property for this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Laurene Condominiums (the "Declaration") applicable to the Property, and recorded or to be recorded in the office of the Clerk and Recorder of the City and County of Denver, State of Colorado, as the same may be amended from time to time, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein, unless otherwise defined);

(b) fix, levy, collect, and enforce payment by any lawful means of all charges and assessments payable to the Association pursuant to the terms of the Declaration, pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase, or otherwise), 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) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members, and grant permits, licenses and easements over the Common Areas for public utilities, roads and/or other purposes reasonably necessary or useful for the proper maintenance or operation of the Project;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

(g) manage, control, operate, maintain, repair, and improve the Common Areas and the Condominium Unit as set forth in the Declaration;

(h) enforce covenants, restrictions, and conditions affecting any property to the extent this Association may be authorized under the Declaration;

(i) engage in activities which will actively foster, promote, and advance the common ownership interests of Owners;

(j) enter into, make, perform, or enforce contracts, licenses and agreements of every

kind and description, including without limitation those certain agreements, contracts, licenses, leases, easements and/or rights-of-way, as more fully provided in Section 6.6 of the Declaration, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of this Association, with or in association with any person, firm, association, corporation, or other entity or agency, public or private;

(k) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(l) have and exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit which is now or hereafter subject by the Declaration to assessment, 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. Membership shall be appurtenant to and may not be separated from ownership of any Condominium Unit which is subject to assessment by the Association.

A transfer of membership, including all rights of an Owner with respect to the Common Areas, shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains. The Association may suspend the voting rights of a Member for any period not to exceed 60 days for failure to comply with rules and regulations of the Association, or for any period during which any Association assessment against such Owner or against such Owner's Condominium Unit remains unpaid. All Members shall be entitled to vote on all matters, except any Members who are in default of any obligations to the Association. Cumulative voting is prohibited.

ARTICLE VI VOTING RIGHTS

All Owners shall be entitled to one vote for each Condominium Unit owned. When more than one Owner holds an interest in the same Condominium Unit, all such Owners shall be Members and the vote for such Condominium Unit shall be cast as the Owners thereof agree, but in no event shall more than one vote per question be cast with respect to such Condominium Unit. If the Owners of such Condominium Unit do not agree as to the manner in which their vote should be cast when called upon to vote, then they shall be treated as having abstained.

ARTICLE VII
EXECUTIVE BOARD

The affairs of this Association shall be initially managed by an Executive Board of three (3) directors. Directors shall be Members which, in the case of Declarant, shall include the officers, directors and employees of Declarant, and in the case of other corporate Members shall include the officers and directors of each such corporate Member. Subsequent to the turnover of control of the Association to the Members by the Declarant pursuant to Section 3.3 of the Declaration of Covenants, Conditions and Restrictions for Arlington Condominiums, the number of directors may be increased to six (6) directors who must be Members of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
James V. Hahn	1430 Albion St #105 Denver, CO 80220
Andrew Klein	1430 Albion St #105 Denver, CO 80220
Lorraine Klein	1430 Albion St #105 Denver, CO 80220

The terms of office and the method for election of the Executive Board shall be as set forth in the Bylaws of the Association.

No director shall have personal liability to the Association or to its Members for monetary damages for breach of fiduciary duty as a director. However, the foregoing sentence shall not eliminate or limit the liability of a director to the Association or its Members for monetary damages for breach of the director's duty of loyalty to the Association or its Members, acts or omissions not in good faith or which involve intention misconduct or knowing violation of law, acts specified in C.R.S. §7-129-101, et seq., or any transaction from which the director derived an improper personal benefit. Further, this provision shall not eliminate or limit the liability of a director to the Association or its Members for monetary damages for any act or omission occurring prior to the date of incorporation.

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than five-sixths (5/6) of the Members. 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 this Association was created. In the event that such

dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE IX
OFFICERS

The Executive Board of the Association may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the Association. The officers shall have such duties as may be prescribed in the Bylaws of the Association and shall serve at the pleasure of the Executive Board.

ARTICLE X
DURATION

The corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

Subject to the terms and provisions of Sections 15.2, 15.3 and 16.1(b) of the Declaration, amendment of these Articles shall require the assent of five-sixths (5/6) of the Members voting in person or by proxy at an annual meeting of the Members or at any special meeting called for that purpose.

ARTICLE XIII
CONFLICTS

In case of any conflict between the Declaration and these Articles the Declaration shall control. In the case of any conflict between these Articles and the Bylaws of the Association, these Articles shall control.

Name and address of Incorporator:
Michael A. Roads
Michael A. Roads, P.C.
2460 West 26th Avenue, Suite 20-C
Denver, CO 80211

This document was caused to be delivered to the Secretary of State for filing by:
Linda Harris
Michael A. Roads, P.C.

2460 West 26th Ave., Suite 20-C
Denver, CO 80211
(303) 458-1219
Fax: (303) 477-4283

and delivery of notice of refusal of filing of this document may be directed to the same.

EXHIBIT A
Legal Description of Property

NORTH ½ OF LOT 30, LOTS 31 AND 32, AND SOUTH ½ OF LOT 33
BLOCK 7
AMENDED MAP OF ST. JAMES HEIGHTS
CITY AND COUNTY OF DENVER
STATE OF COLORADO

ALSO KNOWN AND NUMBERED AS 1342 MILWAUKEE ST., DENVER, CO