

NOT FOR PAPER

GOVERNOR'S ABBEY CONDOMINIUM ASSOCIATION, INC.  
(Not for Profit)

KNOW ALL MEN BY THESE PRESENTS, that Douglas O. Bates, Steven Sessions and G. Kent Hamilton, being over the age of 21 and desiring to form a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act (Articles 20 to 29 of Title 7, Colorado Revised Statutes, 1973) make and publish these Articles of Incorporation and state:

ARTICLE I

Name

The name of this corporation is Governor's Abbey Condominium Association, Inc.

ARTICLE II

Duration

The corporation shall exist in perpetuity.

ARTICLE III

Purposes

The purposes for which this corporation is formed (none of which shall be for pecuniary profit) are:

- (a) To advance the common interests of the Owners of Condominium Units and to protect the living environment and administer the Common Elements, amenities and facilities of real estate and improvements in the City and County of Denver, State of Colorado, known as "Governor's Abbey Condominiums", under the provisions of the Condominium Declaration recorded thereon.
- (b) To administer the Common Elements and to provide the care, operation, management, maintenance, repair and replacement of the Common Elements in "Governor's Abbey Condominiums" and the exterior maintenance and other services as deemed advantageous to the Owners of Units in "Governor's Abbey Condominiums".

(c) To enforce in its name the covenants, conditions and restrictions of the Owners of Units collectively, covenants, conditions and restrictions of the "Governor's Abbey Condominiums" and recorded in the City and County of Denver.

#### ARTICLE IV

##### Additional Powers

In addition to the purposes set forth in Article III, which shall be construed as powers as well as purposes, the corporation shall have power and authority:

- (a) To provide for its Members from time to time services which are to their advantage, including refuse removal, snow removal, cleaning of streets, driveways, driveway courts, parking areas, lighting, guard services, patrols, other security and surveillance services and any other similar or dissimilar services which will benefit the Members generally.
- (b) To adopt and enforce rules and regulations for the use of the Common Elements or other areas administered by the corporation.
- (c) Subject always to the requirement of equitable and rateable apportionment, to levy and enforce assessments for common expenses, for promoting the recreation, health, safety, property values and welfare of the residents of "Governor's Abbey Condominiums."
- (d) To own real estate, personal property and tangible and intangible rights and interests of every kind; to take conveyances and accept gifts of such property or rights; to convey, lease, encumber and otherwise deal in and dispose of any property of the corporation; to make contracts, to conduct businesses, to borrow money, and generally to engage in any enterprise not prohibited by law which the directors deem appropriate to carry out the general objectives of the corporation.
- (e) To exercise each of the powers granted by the Colorado Non-profit Corporation Act or any other law.
- (f) To act generally for the common welfare and protection of the residents of "Governor's Abbey Condominiums."

#### ARTICLE V

##### Members

The Members of the Corporation shall be the Record Owners of the 20 Units in "Governor's Abbey Condominiums." The Members shall have a total of

... shall be as set forth in the Bylaws.

ARTICLE VI

Regulation of Internal Affairs

(a) The corporation is organized for the mutual benefit of its Members and not for profit. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder, individual or owner.

(b) The Members, directors, officers and employees of the corporation shall not, as such, be liable on its obligations.

(c) No loans shall be made by the corporation to its directors or officers.

(d) Cumulative voting shall not be permitted in the election of directors.

(e) On dissolution or final liquidation, other than by merger or consolidation, the assets of the corporation shall be distributed to the Member or Members owning each of the Condominium Units as provided in The Condominium Declaration.

ARTICLE VII

Initial Registered Office and Agent

The address of the corporation's initial registered office is:

6000 E. Evans  
Building 3  
Suite 440  
Denver, Colorado 80210

and the name of its initial registered agent at such address is:

Douglas O. Bates

ARTICLE VIII

Directors

Three (3) directors shall constitute the initial Board of Directors (sometimes called the Board of Managers). The names and addresses of the persons who are to serve as the initial Board of Directors are:

Douglas O. Bates

6000 E. Evans  
Building 3  
Suite 440  
Denver, Colorado 80210

Steven Sessions

1624 Emerson Street  
Suite #3  
Denver, Colorado 80218

G. Kent Hamilton

1624 Emerson Street  
Suite #1  
Denver, Colorado 80218

Directors or Managers shall be selected annually at the annual meeting of the members of the Corporation. The Board of Directors may fill any vacancy occasioned by death or resignation of a Director. A majority of the Board of Managers shall constitute a quorum at any meeting. The Board of Managers shall adopt appropriate By-Laws not inconsistent with the Condominium Declaration, which By-Laws may be amended from time to time at a meeting of the Board of Managers held for that purpose, or otherwise as provided in the By-Laws.

#### ARTICLE IX

##### Officers

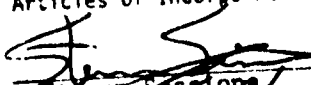
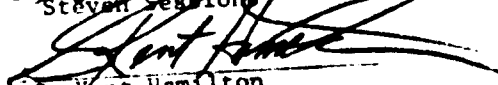
The officers of the Corporation shall consist of a President, a Secretary and a Treasurer, and such other officers as may be provided in the By-Laws. Said officers shall be chosen from the Board of Managers. Any two officers may be held by one person except that of President and Secretary.


#### ARTICLE X

##### Reserved Powers of Amendment

The corporation reserves the right to alter, amend, change or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by law. These Articles and any provision thereof may be altered, amended, changed or repealed only by affirmative vote of 75% of the total number of votes vested in the Members of the corporation. Notwithstanding the above, no changes shall be made to these Articles of Incorporation which would be inconsistent with the Condominium Declaration.

IN WITNESS WHEREOF the incorporator has signed and acknowledged these Articles of Incorporation this 28<sup>th</sup> day of DECEMBER, 1981.

  
Steven Sessions  
  
G. Kent Hamilton

  
Douglas C. Bates

CITY AND COUNTY OF DENVER }

The foregoing instrument was acknowledged before me this 21st day of March, 1961, by Douglas O. Bates, Steven Sessions and G. Kent Hamilton.

My commission expires 12/31/62  
WITNESSE my hand and official seal.

*[Handwritten Signature]*  
Notary Public  
Box 211  
1600 S. Smith Ave  
DENVER CO 80222

**STATE OF COLORADO  
STATEMENT OF CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT**

PLEASE TYPE OR PRINT CLEARLY . . . . . PLEASE READ INSTRUCTIONS ON A VERSE SIDE

FOR OFFICE USE ONLY

The exact Corporate Name, current Registered Office & current Registered Agent are:

**DUGLAS CO BATES  
AGENT FOR  
GOVERNMENT'S  
ASSOCIATION, INC.  
5000 W. 17TH AVE., SUITE 101  
DENVER, CO 80202**

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The Corporation named herein makes the following statement:

The State or Country of incorporation is: COLORADO

The complete street address of the Corporation's REGISTERED OFFICE that is to be changed to:  
534 E 7TH AVE, SUITE 101, DENVER, CO 80203

The name of the Corporation's SUCCESSOR REGISTERED AGENT IS  
DANIEL Y. LAM

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

The complete street address of the Corporation's principal place of business in Colorado is:  
534 E. 7TH AVE, SUITE 101, DENVER, CO 80203

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss.

Pursuant to the provisions of Title 7, C.R.S. 1973, I, DANIEL Y. LAM, the

PRESIDENT of GOVERNOR'S ASSOCIATION, INC., a COLORADO Corporation,  
(Title) (Corporate Name) (State or Country of Incorporation)

do hereby depose and declare that this statement has been examined by me and to the best of my knowledge and belief, it is true, correct and complete.

Corporate Name: GOVERNOR'S ASSOCIATION, INC.  
By: DANIEL Y. LAM (Authorized Signature)  
President Vice-President

Subscribed and sworn to before me this 15th day of MARCH, 1983.  
My commission expires OCTOBER 15, 1986

ROBERT E. CRISTINE  
Notary Public

Form 001  
SUBMIT THIS STATEMENT WITH PAYMENT TO:  
CORPORATE REPORT SECTION  
DEPARTMENT OF STATE  
P.O. BOX 6881  
DENVER, CO 80217-6881  
Filing Fee \$5.00  
COMPUTER UPDATE COMPLETE  
AB