

NOT FOR PROFIT

ARTICLES OF INCORPORATION

OF

MONUMENT PARK PLACE CONDOMINIUM OWNERS ASSOCIATION, INC.

FILED

JUL -8 1985

STATE OF COLORADO
DEPARTMENT OF STATE

The undersigned person acting as incorporator under the Colorado Nonprofit Act, hereby signs and acknowledges the following Articles of Incorporation for the following corporation:

ARTICLE I

Name

The name of this Corporation shall be MONUMENT PARK PLACE CONDOMINIUM OWNERS ASSOCIATION, INC.

ARTICLE II

Duration

The term of existence of this Corporation is perpetual.

ARTICLE III

Purposes

The business, objects and purposes for which the Corporation is formed are as follows:

1. To be and constitute the Association to which reference is made in the Condominium Declaration for Park Place Condominiums and any supplement thereto (hereinafter called the "Declaration" and incorporated herein by this reference as if set forth at length) which has been or will be recorded in the records of the Clerk and Recorder of the County of El Paso, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the owners, including the Declarant named in the Declaration, of Condominium Units in the Park Place Condominiums, with the objective of establishing and maintaining Park Place Condominiums as a condominium ownership project of quality and value, enhancing and protecting its value, desirability and attractiveness, and promoting the health, safety and welfare of the residents of said project. The Association does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE IV

Powers

In furtherance of its purposes, the Corporation shall have all of the powers conferred upon corporations not for profit by the statutes and common law of the State of Colorado in effect from time to time, and shall have all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration which shall include, but shall not be limited to, the following:

(a) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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;

(b) To 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;

(c) To borrow money, and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority or utility;

(e) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area;

(f) To manage, control, operate, maintain, repair and improve the Common Elements;

(g) To enforce covenants, restrictions and conditions affecting any Property to the extent this Corporation may be authorized under the Declaration;

(h) To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Condominium Units including the interest of the Declarant during its marketing of the Property;

(i) To enter into, make, perform or enforce contracts of every kind and description and to 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; and

(j) To 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.

The exercise of any or all of the foregoing powers shall be subject to the terms, requirements and conditions of the Declaration, which shall control in the event of any conflict herewith.

ARTICLE V

Membership

1. This Corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the Corporation for each Condominium Unit as more fully provided in the Declaration. No person or entity other than an owner of a Condominium Unit may be a member of the Corporation.

2. A membership in the Corporation and the share of a member in the assets of the Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a Condominium Unit as further security for a loan secured by a lien on such Condominium Unit.

3. A transfer of membership shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the Bylaws of the Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Corporation.

4. Members shall have the right to purchase other Condominium Units and to exercise the membership rights appurtenant thereto as provided in the Declaration.

5. The Bylaws may contain provisions setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI

VOTING RIGHTS

1. Declarant reserves the exclusive right to (1) exercise all voting rights of owners, (2) to appoint the Board of Managers of the Association and (3) to act as or appoint and discharge, from time to time, the Managing Agent of the Association, until seventy five percent of the Condominium Units in the Project have been conveyed by the Declarant, or June 30, 1987, whichever occurs first. Declarant, at its sole discretion, shall have the option to terminate this reservation of rights at any time after thirty (30) of the Units have been conveyed. After the foregoing period, each membership shall have one vote for each Condominium Unit owned. The owner or owners of a Condominium Unit shall hold and share the membership and vote related to that Condominium Unit in the same proportionate interest and the the same type of

tenancy in which the title to the Condominium Unit is held, provided always that there shall be only one membership per Condominium Unit.

2. The Corporation may suspend the voting rights of a member for failure to comply with the rules or regulations of the Corporation or with any other obligations or requirements under the Declaration and Bylaws.

ARTICLE VII

Board of Managers

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Managers. The Board of Managers shall consist of not less than three nor more than seven members, the specific number to be set forth from time to time in the Bylaws of the Corporation. Managers shall be Owners (as defined in the Declaration) which, in the case of Declarant or other corporate Owners, shall include the officers, directors, employees, agents or representatives of Declarant or any other corporate Owners.

2. Members of the Board of Managers shall be elected as provided in the Bylaws.

3. Managers may be removed and vacancies of the Board of Managers shall be filled in the manner to be provided in the Bylaws.

4. The names and addresses of the members of the first Board of Managers who shall serve until the first election of Managers and until their successors are duly elected and qualified are as follows:

STATE OF COLORADO

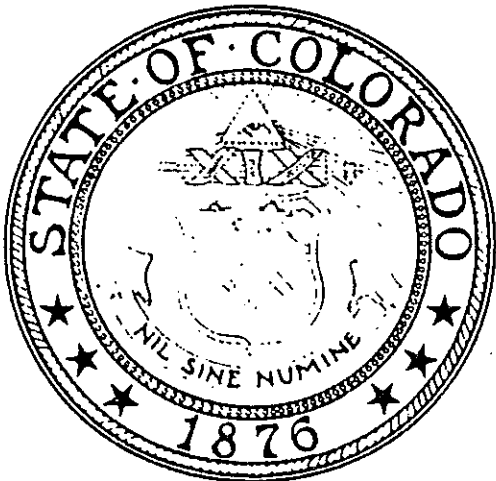


DEPARTMENT OF
STATE

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 MONUMENT PARK PLACE CONDOMINIUM OWNERS ASSOCIATION, INC., A
NONPROFIT CORPORATION.



Natalie Meyer
SECRETARY OF STATE

DATED: JULY 8, 1985

W. D. Ritchie
18549 Paseo Verde Drive
Rio Verde, AR 85255

Richard H. Sucher
27 Leaming Road
Colorado Springs, CO 80907

Norman A. Palermo
102 E. Pikes Peak, 5th Floor
Colorado Springs, CO 80903

Any vacancies in the Board of Managers occurring before the first election of Managers shall be filled by the remaining Managers.

ARTICLE VIII

Officers

The Board of Managers may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the Corporation. The Officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board of Managers.

ARTICLE IX

Conveyance and Encumbrances

Subject to the provisions of this Declaration, corporate property may be conveyed or encumbered by authority of the Board of Managers or by such person or persons to whom such authority may be delegated by resolution of the Board. Conveyance or encumbrances shall be by an instrument executed by the President or a Vice-President and by the Secretary or an Assistant Secretary, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE X

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 102 East Pikes Peak, 5th Floor, Colorado Springs, Colorado 80903. The initial registered agent of such office shall be Norman A. Palermo.

ARTICLE XI

Amendment

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Bylaws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XII

Nonprofit Purposes

The Corporation is formed under the Colorado Nonprofit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Condominium Project as provided in the Declaration and is intended to qualify as a "Homeowners Association" as defined in subsection (c) of Section 528 of the Internal Revenue Code of 1954. The Corporation shall receive only such income and make only such expenditures as will enable it to maintain that status under I.R.C. Section 528 or any comparable provision of the Code. No part of the assets or income of the Corporation shall be distributable

