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DEPARTMENT OF STATE  
STATE OF COLORADO

*Non Profit*

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ARTICLES OF INCORPORATION  
OF  
THE ATRIUM CONDOMINIUMS ASSOCIATION, INC.

For the purpose of forming a nonprofit corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned hereby has made, signed and acknowledged the following articles:

ARTICLE I

Name

The name of the corporation shall be: THE ATRIUM CONDOMINIUMS ASSOCIATION, INC.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The business, objectives and purposes for which the corporation is formed are as follows:

A. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions of The Atrium Condominiums (herein sometimes called the "Declaration") recorded or which will be recorded in the office of the Clerk and Recorder of the City and County of Denver, State of Colorado, relating to a condominium ownership project described therein, (herein sometimes called the "Condominium Project") in the City and County of Denver, State of Colorado and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

B. To provide an entity for the furtherance of the interests of the Owners in the Condominium Project.

ARTICLE IV

POWERS

In furtherance of its purposes, but not otherwise, the corporation shall have the following powers:

A. All of the powers conferred upon nonprofit corporations by the common law and the statutes of the State of Colorado in effect from time to time.

B. 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 (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined herein), including, without limitation, the following powers:

1. to make and collect assessments against Owners for the purpose of paying the costs, expenses and any losses of the corporation, or of exercising its powers or of performing its functions;

2. to manage, control, operate, maintain, repair and improve the General Common Elements;

3. to enforce covenants, restrictions and conditions affecting the Property to the extent this corporation may be authorized under any such covenants, restrictions or conditions and to make and enforce rules and regulations for use of property in the Condominium Project;

4. to engage in activities which will actively foster, promote and advance the common ownership interests of the Owners;

5. subject to the Declaration and Bylaws of this corporation, (herein sometimes called the "Bylaws") to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation;

6. to borrow money and secure the repayment of monies borrowed for any purpose of this corporation, limited in amount or in other respects as may be provided in the Bylaws or in the Declaration;

7. to enter into, make, perform or enforce contracts of every kind and description, including, without limitation, a contract for management services, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

8. to act as agent, trustee or other representative of other corporations, firms and individuals and as such to advance the business or ownership interests of such corporations, firms or individuals; and

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

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article IV.

#### ARTICLE V

#### Memberships

All members shall be entitled to vote on all matters, with one vote per Condominium Unit. Cumulative voting is prohibited. If title to any Condominium Unit shall be held by two or more Persons, then each such Person shall be a member of this corporation, provided however, that the voting rights of such Owners shall not be divided but shall be exercised as if the Owner consisted of only one Person in accordance with the proxy or other designation made by the Person constituting such Owner. The Declarant may exercise the voting rights with respect to Condominium Units owned by it. In no instance shall any Condominium Unit have more than one vote on any question or issue. No Person other than an Owner may be a regular member of the corporation.

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 an appurtenance to 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 first Mortgage as further security for a loan secured by a lien on such Condominium Unit.

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.

The Board of Directors may suspend the voting rights of a member for failure to pay any assessment or for failure to otherwise comply with the rules and regulations or the Bylaws of the corporation or with any other obligations of the Owners under the Declaration, or agreement(s) created pursuant thereto.

The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

## ARTICLE VI

### Board of Directors

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of not less than three nor more than ten members, the specified number to be set forth from time to time in the Bylaws. In the absence of any provision in the Bylaws, the Board shall consist of three members. In all events, however, the terms of at least one-third of the members of the Board shall expire annually.

Members of the Board of Directors shall be elected in the manner determined by the Bylaws. All persons comprising the Board of Directors shall be Owners, except as provided herein, in the Declaration or Bylaws.

Directors may be removed and vacancies on the Board of

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State of the State of Colorado 886  
APR 24 1974

ARTICLES OF INCORPORATION  
OF  
BLUEBERRY HILL HOME OWNERS, INC.

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The undersigned person, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the Corporation is: BLUEBERRY HILL HOME OWNERS, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are as follows:

(a) To govern, on a nonprofit basis, the condominium property situated in the County of Jefferson, State of Colorado, described in the Declaration for Blueberry Hill Condominiums (a condominium project) and any property submitted thereto by supplement or otherwise under the provisions of the Condominium Ownership Act of the State of Colorado and as is provided in the Condominium Declaration.

(b) To purchase or otherwise acquire, and own, hold, manage, develop, maintain, rehabilitate, improve and sell, lease, exchange, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of every kind and description, whether in connection with or incident or related to the foregoing purposes.

(c) To purchase or otherwise acquire, and own, hold, manage, maintain, rehabilitate, improve, develop and sell, lease, exchange, encumber or otherwise dispose of and deal in personal property of every kind and description, tangible or intangible, whether in connection with or incident or related to the foregoing purposes.

(d) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the non-profit corporation laws of the State of Colorado, by any other law, or by these Articles of Incorporation.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation:

(a) The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the State of Colorado, including, but not limited to, the power to enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes

(b) In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment or furtherance of any of its corporate purposes.

ARTICLE V

The Corporation shall have two classes of voting membership as follows:

A. Class A. Class A members shall be all the owners of condominium units, other than the Declarant, and Class A members shall have voting rights based upon the percentage of the undivided interest of each unit owner in the general common elements. Except as may be provided in the Corporation's By-Laws, an owner of an undivided percentage interest in a condominium unit shall be entitled to a vote equal to his percentage ownership interest in such unit. Cumulative voting is prohibited.

B. Class B. The Class B member voting shall be the Declarant, and shall be entitled to a vote for each condominium unit owned by Declarant equal to nine (9) times the undivided percentage interest in the common areas appurtenant to each of said condominium units. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (2) January 1, 1976.

ARTICLE VI

The Corporation shall have no shareholders, and is not organized for profit. No member, member of the Board of Managers or person from whom the Corporation may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Managers; provided, however, always (1) that reasonable compensation may be paid to any member or manager while acting as an agent or employee of the Corporation for services rendered in effecting one or more of the purposes of the Corporation; (2) that any member or manager may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation; and (3) any member of the Board of Managers may be compensated for attendance at any regular or special meeting of the Board of Managers.

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Managers consisting initially of five (5) members. With the exception of the first Board of Managers, the number of directors shall be as fixed in the Corporation's By-Laws. The Managers shall be elected by the members of the Corporation in the manner provided by the By-Laws. The names and addresses of the persons who shall constitute the initial Board of Managers and to serve as the initial Managers until their successors are duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Wall	5475 Leetsdale Drive Denver, Colorado 80222
Virgil H. Hedlund	5475 Leetsdale Drive Denver, Colorado 80222

James M. Mulligan

5475 Leetsdale Drive  
Denver, Colorado 80222

Brett Marshall

5475 Leetsdale Drive  
Denver, Colorado 80222

ARTICLE VIII

The Board of Managers shall have the power to adopt such prudential By-Laws and to alter the same as it may from time to time deem proper for the management of the affairs of the Corporation, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE IX

The address of the initial registered office of the Corporation is 5475 Leetsdale Drive, Denver, Colorado 80222 and the name of the initial registered agent of the Corporation at such address is: Richard A. Wall.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in, or to add any provision to its Articles of Incorporation from time to time in any manner now or hereafter prescribed or permitted by the laws of the State of Colorado.

ARTICLE XI

The name and address of the incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Walter Slatkin	720 Equitable Building Denver, Colorado 80202

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article XI of the annexed and foregoing Articles of Incorporation, has executed said Articles of Incorporation as of the 23rd day of April, 1974.

*Walter Slatkin*  
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STATE OF COLORADO )  
  ) SS.  
CITY & COUNTY OF DENVER )

I, Thomas L. Anthony, a Notary Public, hereby certify that WALTER SLATKIN, known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and being by me duly sworn, acknowledged and declared that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

WITNESS my hand and notarial seal this 23rd day of April, 1974. My commission expires: 7-24-75



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*Thomas L. Anthony*

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