

NONPROFIT

**ARTICLES OF INCORPORATION
EAST COOPER COURT HOMEOWNERS ASSOCIATION, INC.**

Know All Men by These Presents:

951079030 M \$50.00
SECRETARY OF STATE
06-19-95 11:58

That the undersigned incorporator, being a natural person over the age of eighteen (18) years or more, and desiring to form a nonprofit corporation under the laws of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado these Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be the East Cooper Court Homeowners Association, Inc. ✓

ARTICLE II

Period of Duration

This corporation shall exist perpetually unless dissolved according to law. ✓

ARTICLE III

Purpose, Activities and Definitions

The corporation is organized exclusively for the purpose of constituting the Association to which reference is made in the East Cooper Court Declaration of Protective Covenants, and any modifications thereto for East Cooper Court Subdivision ("Declaration"), to be recorded in the records of the Clerk and Recorder of Pitkin County, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association. The corporation will not engage in any regular business ordinarily carried on for profit.

Activities of the corporation shall be to provide an entity for the furtherance of the interests of all the Owners of all lots and individual condominium units in the East Cooper Court Subdivision, with the objective of establishing and maintaining it as a highly desirable residential area and protecting its value, desirability and attractiveness.

Terms used in these articles are defined by the Declaration, and any modifications thereto, to be recorded in the records of the Clerk and Recorder of Pitkin County, Colorado.

In furtherance of the purpose and activity set forth in this Article III, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon

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corporations organized under and pursuant to the Colorado Nonprofit Corporation Act.

ARTICLE IV
No Private Benefit

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the members, managers, or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V
Powers

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

1. To make and to collect assessments against members of the Association for the purposes of payment of the Common Expenses (including the expenses incurred in exercising its powers or performing its functions);

2. To manage, control, operate, maintain, repair, improve and enlarge the General Common elements;

3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth under the Declaration and Bylaws, and to make and enforce rules as provided therein;

4. To engage in activities which will actively foster, promote and advance the interests of all of the Owners of lots or individual condominium units;

5. To hire a Manager, if one is needed, who shall exercise those duties and powers granted to him by the Board of Managers, but not those powers which the Board, by law, may not delegate.

ARTICLE VI
Distribution of Assets Upon Dissolution

Upon dissolution of the corporation, the Board of Managers shall provide for the distribution of all assets and liabilities of the corporation in the following manner:

1. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor.

2. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

3. Assets received and held by the corporation, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of this corporation, in accordance with a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act which is not inconsistent with these Articles of Incorporation.

4. Assets received and held by the corporation not subject to liabilities, conditions or use limitations, as specified in paragraphs 1,2 and 3 above, shall be distributed to the Owners of lots and individual condominium units pro rata.

5. Any remaining assets may be distributed to such persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act and which is not inconsistent with these Articles of Incorporation.

ARTICLE VII

Members

The corporation shall have one or more classes of members as determined by the Board of Managers. The designation of each class, the manner of election or appointment and the qualifications and rights of the members of each class shall be as set forth in the Bylaws.

ARTICLE VIII

Registered Office and Agent

The initial registered office of the corporation shall be at 939 E. Cooper Ave., Aspen, Colorado, and the named initial registered agent at such address is Robert Adair Langley. The mailing address shall be: P.O. Box 8885, Aspen 81612, Colorado. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE IX
Initial Board of Managers

The initial Board of Managers of the corporation shall consist of two (2) managers, and the names and addresses of the persons who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>	✓
Robert Adair Langley	P.O. Box 8885 Aspen, Colorado 81612	
Sherri Darnell Langley	P.O. Box 8885 Aspen, Colorado 81612	

Thereafter, managers shall be elected or appointed in the manner and for the terms provided in the Bylaws.

ARTICLE X
Officers

The Board of Managers shall elect annually a President, a Vice-President, a Secretary/Treasurer and such other officers as the Board believes will be in the best interest of the Association. The Officers shall each be a member of the Board and an Owner of a lot or an individual condominium unit in the East Cooper Court Subdivision. The officers shall have such duties as may be prescribed in the Declaration or Bylaws of the Association and shall hold office at the pleasure of the Board of Managers.

ARTICLE XI
Conveyances and Encumbrances

Upon written authority of all of the members, 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. Conveyances or encumbrances shall be by an instrument executed by the President or a Vice-President and by the Secretary/Treasurer, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE XII
Amendments

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Declaration and 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 XIII
Project Manager

The Association may obtain and pay for the services of a person, persons or entity as Manager to administer and manage its affairs and be responsible for the operation, maintenance, repair and improvement of the General Common elements and all of the exterior portions of the improvements and to keep the same in good, attractive and sanitary condition, order and repair.

ARTICLE XIV
Indemnification

1. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a manager, officer, project manager, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a manager, project manager, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

2. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a manager, officer, project manager, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a manager, project manager, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and

reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

3. To the extent that a manager, officer, project manager, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article XIV or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Any indemnification under paragraphs 1 or 2 of this Article XIV (unless ordered by a court) and as distinguished from paragraph 3 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the manager, officer, project manager, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 above. Such determination shall be made by the Board of Managers by a majority vote of a quorum consisting of managers who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested managers so directs, by independent legal counsel in a written opinion, or by members entitled to vote thereon.

5. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as authorized in paragraphs 3 or 4 of this Article XIV upon receipt of an undertaking by or on behalf of the manager, officer, project manager, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article XIV.

6. The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested managers, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has

ceased to be a manager, officer, project manager, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article XIV.

ARTICLE XV
General


This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

ARTICLE XVI
Incorporator

The name and address of the incorporator is as follows:

Robert Adair Langley
P.O. Box 8885
Aspen, Colorado 81612

IN WITNESS WHEREOF, the above named incorporator signed these Articles of Incorporation on June 6, 1995.


Robert Adair Langley
Incorporator

Donetta Davidson
SECRETARY OF STATE

DEPARTMENT OF STATE
1560 Broadway Suite 200
Denver, Colorado 80202

Commercial Filings
303-894-2251

DISSOLVED - SECRETARY OF STATE
EAST COOPER COURT HOMEOWNERS ASSOCIATION, INC.
APPOINTED BY LAW

19951079030 DNC
STATE/COUNTRY OF INC CO
PERIODIC REPORT

20001224574 M
\$ 115.00
SECRETARY OF STATE
11-17-2000 11:38:52

FEE \$115.00 DUE ON OR BEFORE 12/31/2000

APPLICATION FOR REINSTATEMENT MUST BE FILED

PERIODIC REPORT, made pursuant to section 7-90-501, C.R.S., on behalf of the entity identified above. This report must be typed, or if legible, it may be manually printed. Execution (a signature) is not required. Report current information for the following items; no director, officer or any other information is required.

- 1. Name of individual completing Report: JANE PARGITEL - HATEM
- 2. Name of entity's Registered Agent: JANE PARGITEL - HATEM
- 3. Street Address of entity's Registered Office (must be in Colorado): 943 E. COOPER AVENUE
ASPEN, CO 81611
- 4. Address of entity's Principal Office: 943 E. COOPER AVENUE
ASPEN, CO 81611
- Optional: 5. Additional mailing address for entity: 943 E. COOPER AVENUE, ASPEN CO 81611
- 6. Entity's e-mail address: JJHatem@aol.com

If more space is required for any of the above items, continue on an attached 8 1/2 x 11 sheet and check here. Deliver this Report to: Colorado Secretary of State, 1560 Broadway, Ste 200, Denver CO 80202-5169, with the fee stated above payable to: Colorado Secretary of State. This report must be received (not postmarked) on or before the due date stated above. For more information, call 303-894-2251, fax 303 894 2242, Web site, <http://www.sos.state.co.us/>

100 S. SPANCA STREET
STREET, ASPEN,
CO 81611



**APPLICATION FOR REINSTATEMENT
NONPROFIT CORPORATION**

Return to: Secretary of State
1660 Broadway, Ste 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

FILE: 1 typed original + 1 copy
(Please include a self-addressed envelope)

<p>20001224574 M \$ 115.00 SECRETARY OF STATE 11-17-2000 11:38:52</p> <p>FOR OFFICE USE ONLY</p>
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Pursuant to CRS § 7-134-203, the undersigned hereby executes the following:

- The corporate name at the time of dissolution was: EAST COOPER COURT HOMEOWNERS ASSOCIATION, INC.
- The new name under which the corporation is to be reinstated (this provision applies only if the original corporate name at the time of dissolution is no longer available)

3. The street address of the registered office: 943 E. COOPER AVENUE ASPEN CO 81611

Name of Registered Agent: JANE PARGITER-HATEM

Signature of Registered Agent: [Handwritten Signature]

4. The corporation was administratively dissolved on (exact date): 12/01/1999

- Please check (✓) the appropriate box
 - The grounds for dissolution did not exist
 - The grounds for dissolution have been eliminated

APPLICATION FOR REINSTATEMENT MUST BE ACCOMPANIED BY A COMPLETED CORPORATE REPORT AND REQUISITE FEES.

Signature [Handwritten Signature]

Title SECRETARY