

Robert C. Balink El Paso Cty, CO
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**ARTICLES OF INCORPORATION
OF
STRATMOOR HEIGHTS HOME OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of the age of twenty-one years or more, have associated themselves together as incorporators for the purpose of availing themselves of the provisions of the "Colorado Non-Profit Corporation Act" and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

STRATMOOR HEIGHTS HOME OWNERS ASSOCIATION, INC.

ARTICLE II

Term

The said corporation shall have perpetual existence.

ARTICLE III

Purposes

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Area within that certain tract of property described as:

Stratmoor Heights Filing No. 1, El Paso County, Colorado

and to promote the health, safety and welfare of the residents within the above-described property and any addition as may hereafter be brought within the jurisdiction of this Association.

In furtherance of said purposes, this Association shall:

- (a) Perform all of the duties and obligation of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and to be recorded in the office of the Clerk and Recorder of El Paso County, Colorado;

- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments; 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;
- (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, and only with the assent (by vote or written consent) of two-thirds of each class of those members given votes, 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 area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No dedication or transfer shall be effective unless the instrument has been signed by two-thirds of each class of those members given votes agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any merger, consolidation or such annexation shall have the assent by vote of two-thirds of each class of those members given votes or by written consent of all the members, except as otherwise provided in the recorded Declaration of Covenants, Conditions and Restrictions;
- (g) Have and to exercise any and all powers, rights, and privileges which a corporation is entitled to by virtue of its election to be organized under said "Colorado Non-Profit Corporation Act" or any amendments thereto or other laws of the State of Colorado pertaining thereto.

ARTICLE IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants or record to assessments by the Association, including owners who have sold on contract but have not conveyed their fee interest, shall be a member of the Association. Membership shall be appurtenant to and shall not be separated from ownership of any lot which is subject to assessment by the Association.

"Lot" as used in this document shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties referred to herein which is used or intended for use as a residential dwelling site, but does not include the common areas, private streets, easements or rights of way and common parking areas.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant Sunshine Home Development, Inc., and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant Sunshine Home Development, Inc. and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on January 1, 2006.

ARTICLE VI

Registered Office and Registered Agent

The registered office of the corporation shall be 9475 Briar Village Point, Colorado Springs, CO 80920, and the registered agent of the corporation shall be Jannie Richardson, 9475 Briar Village Point, Colorado Springs, CO 80920.

ARTICLE VII

Directors

The business and affairs of said corporation shall be under the control and management of a Board of Directors consisting of three members who need not be members of the Association. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualified, are as follows:

Jannie Richardson
c/o Sunshine Home Development, Inc.
9475 Briar Village Point, Colorado Springs, CO 80920

Lonnie J. White
c/o Paradigm Real Estate
609 Orion Drive, Colorado Springs, CO 80906

Lynn D. Colligan
c/o Prime Contractor, LLC
P.O. Box 9039, Woodland Park, CO 80866

At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years, thereafter, at each annual meeting. Directors shall be elected as their terms expire for a period of three years.

ARTICLE VIII

Incorporators

The names and addresses of the Incorporators are as follows:

Jannie Richardson
c/o Sunshine Home Development, Inc.
9475 Briar Village Point, Colorado Springs, CO 80920

Lonnie J. White
c/o Paradigm Real Estate
609 Orion Drive, Colorado Springs, CO 80906

Lynn D. Colligan
c/o Prime Contractor, LLC
P.O. Box 9039, Woodland Park, CO 80866

ARTICLE IX

Dissolution

Dissolution shall be according to said "Colorado Non-Profit Corporation Act" as amended. Assets not distributable thereunder shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization organized and operated for such similar purposes.

ARTICLE X

Amendments

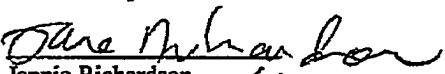
Amendment of these Articles shall require the assent (by vote or written consent) of three-fourths of each class of those members given votes herein and, as long as there is a Class B membership, the prior approval of the Federal Housing Administration or the Veterans Administration.

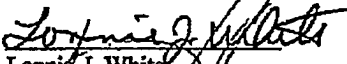
ARTICLE XI

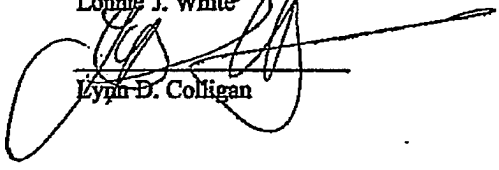
FHA/VA Approval

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

In WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of June, 2004.


Jannie Richardson


Lonnie J. White


Lynn D. Colligan

STATE OF COLORADO)
) SS.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 22nd day of June, 2004, by Jannie Richardson, Lonnie J. White, and Lynn D. Colligan.

My commission expires: Aug 5, 2005

GREGORY S. WOLFE
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires Aug. 5, 2005

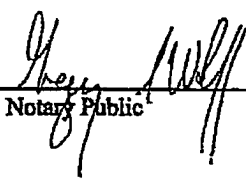

Notary Public

EXHIBIT A

LEGAL DESCRIPTION:

A TRACT OF LAND BEING A PORTION OF THE SOUTHWEST QUARTER OF SECTION 4 AND THE SOUTHEAST QUARTER OF SECTION 3, TOWNSHIP 15 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN, EL PASO COUNTY, COLORADO, BEING DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: A LINE BETWEEN THE NORTHWESTERLY CORNER OF LOT 1 STRATMOOR VALLEY--THIRD FILING SECOND ADDITION AS RECORDED IN PLAT BOOK D-2 AT PAGE 63 RECORDS OF EL PASO COUNTY, COLORADO AND THE SOUTHERLY TERMINUS OF A CURVE ON THE WESTERLY BOUNDARY OF SAID STRATMOOR VALLEY THIRD FILING SECOND ADDITION HAVING A DELTA OF 29°37'50", A RADJUS OF 523.34 FEET AND A DISTANCE OF 270.65 FEET, BEING MONUMENTED AT BOTH ENDS BY A 1½" ALUMINUM SURVEYORS CAP PLS 11620, SAID LINE IS ASSUMED TO BEAR S16°18'25"E, A DISTANCE OF 317.80 FEET.

COMMENCING AT THE SOUTHEASTERLY CORNER OF SECTION 4, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN, SAID POINT BEING THE POINT OF BEGINNING; THENCE N41°56'44"W, ON THE WESTERLY BOUNDARY OF A TRACT OF LAND DESCRIBED IN A DOCUMENT RECORDED IN BOOK 2327, AT PAGE 924, A DISTANCE OF 1177.19 FEET TO A POINT ON CURVE, SAID POINT BEING ON THE WESTERLY BOUNDARY OF UNITED STATES INTERSTATE HIGHWAY 25, AS RECORDED IN BOOK 1529, AT PAGE 228; THENCE ON THE ARC OF A CURVE TO THE RIGHT WHOSE CENTER BEARS N61°14'19"E, HAVING A DELTA OF 02°32'10", A RADIUS OF 11,310.00 FEET AND A DISTANCE OF 500.62 FEET TO A POINT ON CURVE, SAID POINT BEING ON THE SOUTHERLY BOUNDARY OF THE REPLAT OF BLOCK 5 & COMMERCIAL AREA STRATMOOR VALLEY SEVENTH FILING AS RECORDED IN PLAT BOOK K-2, AT PAGE 11; THENCE N61°15'27"E, ON SAID SOUTHERLY BOUNDARY AND THE SOUTHERLY BOUNDARY OF STRATMOOR VALLEY SEVENTH FILING AS RECORDED IN PLAT BOOK I-2, AT PAGE 88, A DISTANCE OF 537.61 FEET TO THE NORTHWEST CORNER OF STRATMOOR VALLEY SECOND FILING AS RECORDED IN PLAT BOOK D-2, AT PAGE 72; THENCE ON THE BOUNDARY OF SAID STRATMOOR VALLEY SECOND FILING THE FOLLOWING (5) FIVE COURSES:

1. S28°44'33"E, A DISTANCE OF 400.00 FEET TO A POINT OF CURVE;
2. ON THE ARC OF A CURVE TO THE LEFT HAVING A DELTA OF 05°43'00", A RADIUS OF 6835.29 FEET AND A DISTANCE OF 681.99 FEET TO A POINT OF REVERSE CURVE;
3. ON THE ARC OF A CURVE TO THE RIGHT HAVING A DELTA OF 04°49'40", A RADIUS OF 3440.00, AND A DISTANCE OF 289.88 FEET TO A POINT ON CURVE;
4. S00°44'34"E, A DISTANCE OF 60.00 FEET;
5. N89°15'25"E, A DISTANCE OF 18.77 FEET TO THE NORTHWESTERLY CORNER OF STRATMOOR VALLEY THIRD FILING, SECOND ADDITION AS RECORDED IN PLAT BOOK K-2, AT PAGE 63;

THENCE ON THE BOUNDARY OF SAID STRATMOOR VALLEY THIRD FILING, SECOND ADDITION, THE FOLLOWING (4) COURSES:

1. S28°44'34"E, A DISTANCE OF 51.60 FEET TO A POINT OF CURVE;
2. ON THE ARC OF A CURVE TO THE RIGHT HAVING A DELTA OF 29°37'50", A RADIUS OF 523.34 FEET AND A DISTANCE OF 270.65 FEET TO A POINT ON CURVE;
3. S01°02'12"W, A DISTANCE OF 11.04 FEET;
4. S88°57'48"E, A DISTANCE OF 112.27 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY OF WELTON DRIVE AS PLATTED IN STRATMOOR VALLEY THIRD FILING AS RECORDED IN PLAT BOOK G-2, AT PAGE 4;

THENCE S01°02'12"W, ON SAID WESTERLY RIGHT OF WAY, A DISTANCE OF 30.18 FEET TO A POINT ON THE SOUTH LINE OF SECTION 3, TOWNSHIP 15 SOUTH, RANGE 66 WEST OF THE 6TH PRINCIPAL MERIDIAN;

THENCE N88°57'48"E, ON SAID SOUTH LINE, A DISTANCE OF 377.08 FEET TO THE POINT OF BEGINNING.