

**THE CATALONIAN AT CHERRY CREEK NORTH
CONDOMINIUM ASSOCIATION, INC**

ARTICLES OF INCORPORATION

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**ARTICLES OF INCORPORATION
OF
THE CATALONIAN AT CHERRY CREEK NORTH
CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE
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The undersigned incorporator, a natural person of the age of twenty-one years or more, desiring to form a nonprofit corporation under the provisions of the Colorado Nonprofit Corporation Act, Articles 20 through 29, inclusive, of Chapter 7 of the Colorado Revised Statutes, as amended, does execute, acknowledge, and deliver in duplicate to the Secretary of State of Colorado the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be THE CATALONIAN AT CHERRY CREEK NORTH CONDOMINIUM ASSOCIATION, INC. (hereinafter the "Association").

**ARTICLE II
DURATION**

The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Colorado Secretary of State, unless dissolved according to Colorado law.

**ARTICLE III
PURPOSES**

The purposes for which the Association is organized are as follows:

- A. To be and constitute the Association to which reference is made in the Condominium Declaration for The Catalonian at Cherry Creek North Condominiums (hereinafter the "Declaration"), recorded for the Condominium Community in the office of the County Clerk and Recorder of Denver County, Colorado;
- B. To promote the health, safety, welfare, and be for the common benefit of the residents of the Condominium Community and members of the Association;
- C. To govern, in accordance with the Colorado Common Interest Ownership Act, the Colorado Nonprofit Corporation Act, the Declaration, the Articles of Incorporation, and Bylaws of the Association, the residential community known as The Catalonian at Cherry Creek North Condominiums, located in Denver, Colorado.
- D. To provide for the administration, maintenance, repair, and reconstruction of the Common Elements of the said Condominium Community; and



E. To exercise all of the powers conferred upon corporations not for profit by the common law and the statutes of the State of Colorado in effect from time to time.

ARTICLE IV POWERS OF THE ASSOCIATION

In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations by the Colorado Nonprofit Corporation Act, the Colorado Common Interest Ownership Act, or granted under the Declaration, the Articles of Incorporation, and the Bylaws of the Association.

ARTICLE V NON PROFIT

The Association is irrevocably dedicated to and operated for nonprofit purposes. No part of the net earnings of the Association shall inure to the benefit of any directors, officers, or private persons. Notwithstanding anything contained herein to the contrary, the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III herein.

ARTICLE VI MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the Bylaws of the Association.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The duties, qualifications, number, and term of Directors and the manner of their election, appointment, and removal shall be as set forth in the Bylaws.

The initial Board of Directors shall consist of three members. The names and addresses of the persons appointed by Declarant who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Michael D. Taylor	180 Cook Street, #416 Denver, CO 80206
Peter Wells	180 Cook Street, #416 Denver, CO 80206

Stephen Roesinger

180 Cook Street, #416
Denver, CO 80206**ARTICLE VIII
OFFICERS**

The officers of the Association shall consist of a president, a treasurer, a secretary, and such other officers and assistant officers as may be deemed necessary. All such officers shall be appointed or elected at such time, in such manner, and for such terms as may be prescribed by the Bylaws. Any two offices may be held by the same person, except the offices of president and secretary.

**ARTICLE IX
LIMITATIONS OF DIRECTORS' LIABILITY**

No director shall have personal liability to the Association or to its Members for monetary damages for breach of fiduciary duty as a director, except for liability arising from (1) any breach of the director's duty of loyalty to the Association or its Members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) acts expressly proscribed or for which directors are otherwise liable under the Colorado Nonprofit Corporation Act, including but not limited to acts specified in C.R.S. § 7-24-111; or (4) any transaction from which the director derived an improper personal benefit.

If the Colorado Nonprofit Corporation Act is subsequently amended to authorize corporate action further limiting or eliminating the personal liability of directors, then the liability of a director shall be limited or eliminated to the fullest extent permitted by the Colorado Nonprofit Corporation Act or other Colorado law, as so amended. Any repeal or modification of this Article by the Members of the Association shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

**ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this Association is Michael D. Taylor and the registered office is 180 Cook St., #416, Denver, Colorado 80206. Either the registered office or the registered agent may be changed in the manner permitted by law.

**ARTICLE XI
AMENDMENTS**

Amendments to these Articles shall be in accordance with the statutory requirements of the Colorado Nonprofit Corporation Act provided no amendment to these Articles shall be contrary to or inconsistent with the provisions of the Declaration.

FROM : USLAND

FAX NO. : 3033556480

Jan. 28 2000 10:21AM P6

The undersigned consents to the appointment as the initial Registered Agent of The
Catalonian at Cherry Creek North Condominium Association, Inc.


Registered Agent