

TRIANON CONDOMINIUM ASSOCIATION II

ARTICLES OF INCORPORATION

**ARTICLES OF INCORPORATION FOR A
NONPROFIT CORPORATION**

Form 300 Revised October 1, 2002

Filing fee: \$50.00

Deliver to: Colorado Secretary of State
Business Division, 1560 Broadway, Suite 200
Denver, CO 80202-5169

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Pursuant to § 7-122-102 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

1. The entity name of the nonprofit corporation is: Trianon Condominium Association II

The entity name of a nonprofit corporation may, but need not, contain the term "corporation", "incorporated", "company", or "limited" or any abbreviation of these terms. §7-90-601(3)(b), C.R.S.

2. The address of the initial principal office of the nonprofit corporation is: c/o Wehner Property Management Co., 280 S. Madison Street, Denver, CO 80209

3. The name, and the business address, of the initial registered agent for service of process on the nonprofit corporation are: Name Wehner Property Management Co.
Business Address (must be a street or other physical address in Colorado) 280 S. Madison Street, Denver, CO 80209

If mail is undeliverable to this address, ALSO include a post office box address: _____

4. The nonprofit corporation (✓ check appropriate box)
 will have voting members will not have voting members

5. The provisions not inconsistent with law regarding the distribution of assets on dissolution are as follows: Same as provided under previous Articles of Incorporation filed September 11, 1987

6. The name(s) and address(es) of the incorporator(s) is(are):
Name(s) Richard Hughes, Pres Address(es) 2034 Dahlia #5
Denver, CO 80207

7. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Frederick W. Ingraham, Property Manager, Wehner Property Management Co., 280 S. Madison Street, Denver, CO 80209

Causing a document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed or the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.

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TRIANON CONDOMINIUM ASSOCIATION II

SEP 11 1987

DEPARTMENT OF STATE
STATE OF COLORADO

STATE OF COLORADO
DEPARTMENT OF STATE

I, the undersigned natural person of the age of _____ years or more, acting as incorporator of a corporation under the Colorado Corporation Code, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this corporation shall be the TRIANON CONDOMINIUM ASSOCIATION II.

ARTICLE II

Duration

The term of existence of this Association is perpetual.

ARTICLE III

Purposes

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

1. To be and constitute a successor Association to Trianon Condominium Association, the association to which reference is made in the Condominium Declaration, and any modifications thereto, for the Trianon Condominiums, recorded September 20, 1979 in the records of the Clerk and Recorder of the City and County of Denver, Colorado, pursuant to the Condominium Ownership Act of the State of 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 Trianon Condominiums, with the objective of establishing and maintaining it as a prime condominium ownership project of the highest possible quality and value, and enhancing and protecting its value, desirability and attractiveness.

ARTICLE IV

Powers

In furtherance of its purposes, the Association 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, including 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 will include, but shall not be limited to, the following:

1. To make and 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 of performing its functions);

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

3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth under the Declaration and By-Laws, 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 condominium units, including the interests of the Declarant during his development of the project and his ownership of condominium units;

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

ARTICLE V

Memberships

1. This Association 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 Association for each condominium unit, as defined in the Declaration and modifications thereto. The owner or owners of a condominium unit shall hold and share the membership related to that condominium unit in the same proportionate interest and by the same type of tenancy in which the title to the condominium unit is held, provide always that there shall be only one membership per condominium unit. No person or entity other than an owner of a condominium unit may be a member of the Association.

2. Each membership shall have one vote.

3. A membership in the Association and the share of a member in the assets of the association 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; provide, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security for a loan secured by a lien on such condominium unit.

4. 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 By-Laws of the Association may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Association.

5. The Association may suspend the voting rights of a member for a continued failure to comply with the rules of the Association or with any other obligations of the owners of any condominium unit under the Declaration or By-Laws, in accordance with procedures to be established in the By-Laws.

6. The By-Laws may contain provisions setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI

Board of Directors

1. The business and affairs of the Association 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 five members, the specific number to be set forth from time to time in the By-Laws of the Association. Members of the Board of Directors need not be members of the Association.

2. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws.

3. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner to be provided by the By-Laws.

4. The names and addresses of the members of the first Board of Directors who shall serve until the first elected and qualified Board are as follows:

Jane Bowes
2034 Dahlia #1
Denver, Colorado 80207

Gretchen Johnson
2034 Dahlia #3
Denver, Colorado 80207

Kate Knickrehm
2034 Dahlia #4
Denver, Colorado 80207

Susan Kushner
P.O. Box 342
Evergreen, Colorado 80439

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

ARTICLE VII

Officers

The Board of Directors 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 Association. The Officers shall have such duties as may be prescribed in the By-Laws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

Indemnification of Directors, Officers

The corporation shall indemnify and pay the proper expenses of any director, officer, employee, fiduciary or agent to the fullest extent and as prescribed and permitted by the Colorado Corporation Code, specifically and without limiting the foregoing, Section 7-3-101.5, Colorado Revised Statutes as amended.

ARTICLE IX

Convevances and Encumbrances

Upon written authority of all of the members, corporate property may be conveyed or encumbered by authority of the Board of Directors or by such person or persons to whom such authority may be delegated by resolution of the Board. Convevances 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 Association shall be 303 East 17th Avenue, Suite 400, Denver, Colorado 80203. The initial registered agent shall be Morris B. Hoffman.

ARTICLE XI

Amendments

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

ARTICLE XII

Manager

The association may obtain and pay for the services of a person, persons or entity to administer and manage its affairs and be responsible for the operation, maintenance, repair and improvement of the 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 XIII

General

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

ARTICLE XIV

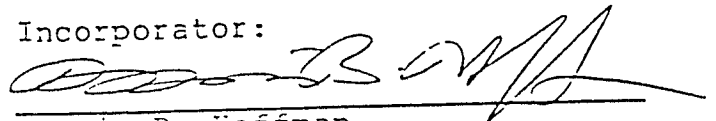
Incorporator

The Incorporator of this Corporation and his address is as follows:

Morris B. Hoffman
303 East 17th Avenue, Suite 400
Denver, Colorado 80203

Done this 9th day of September, 1987.

Incorporator:



Morris B. Hoffman

STATE OF COLORADO)
) ss.
City and County of Denver)

The foregoing instrument was acknowledged before me
this 9th day of Sept., 1987, by Morris B. Hoffman as Incorporator of the Trianon Condominium Association II.

Witness my hand and official seal.

My commission expires: 12-10-88

[S E A L]

Arvi J. Salgado
Notary Public