

**RTICLE I.  
NAME AND LOCATION**

The name of the Association is THE BLUFFS HOMEOWNERS' ASSOCIATION, incorporated as a Colorado nonprofit association, hereinafter referred to as the "Association." The principal office of the Association shall be located at the residence of the incumbent Board Director serving as President of the Association. Such address shall be made known to all owners of properties lying within the legal boundaries of the Association within two (2) weeks of the initial Association Board/Members meeting and each annual meeting thereafter. Minutes of Association Board/Members meetings may be publicized in the quarterly Association Newsletter. Meetings of Members and Directors may be held at such places within the County of El Paso, State of Colorado, as may be designated by the Board of Directors.

**ARTICLE II.  
DEFINITIONS**

Section I. "ASSOCIATION" shall mean and refer to THE BLUFFS HOMEOWNERS' ASSOCIATION, its successors and assigns.

Section 2. "PROPERTIES" shall mean and refer to that certain real property described in the Declaration of Covenants, and such additions thereto as may hereafter be brought within the jurisdiction of the Properties.

Section 3. "LOT" shall mean and refer to any plot of land shown upon any recorded subdivision map and maps of the Properties.

Section 4. "OWNER" shall mean and refer to the owner of record, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 5. "LIVING UNIT" shall mean and refer to any portion of the building situated upon the Properties designed and intended for use and occupancy as a residence by a single family.

Section 6. "DECLARATION" shall mean and refer to the Declaration of Restrictions and Protective Covenants applicable to the Properties recorded in the office of the El Paso County Clerk and Recorder, including any amendments these Bylaws, and Articles of Incorporation of the Association.

Section 7. "MEMBER" shall mean and refer to those persons who have joined the Association and paid all fees associated with Membership and who are owner or owners of a home or unit having title to the home or unit, provided there shall be only one (1) Membership per home or unit.

**ARTICLE III.  
MEETINGS OF MEMBERS**

Section I. ANNUAL MEETING.

The annual meeting of the Members shall be held in the month of February. Each subsequent annual meeting of the Members shall be held on the same day of the month of each year thereafter. Each annual meeting of the Members shall be held at 7:00 P.M., and if the day for the annual meeting is a legal holiday, the annual meeting will be held at the same hour on the first day following, which is not a legal holiday.

Section 2. SPECIAL MEETINGS.

Special Meetings of the Members may be called at any time by the President, by the Board of Directors, or upon written request of one-tenth (1/10) of the Members (Quorum) who are entitled to vote.

Special Meetings requested by the Members must be submitted to the Secretary in written proxy format. The Board of Directors will then establish a place and time for the meeting as mutually agreed upon by the Board and Membership.

### Section 3. NOTICE OF MEETINGS.

Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or the person authorized by the Board of Directors to call the meeting, by mailing a copy of such notice at least fifteen (15) days prior to such meeting. Each Member entitled to vote thereat shall be advised by such written notice addressed to the Members' addresses last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify purpose of the meeting, place/date/ hour of the meeting; proposed agenda, and a slate of officers/committee members up for election.

### Section 4. QUORUM.

The presence of one-tenth (1/10) of the total, bona fide Association Members in good standing or their proxies at any meeting shall constitute a quorum for any action except as otherwise provided in the Articles Of Incorporation, the Covenants, or these Bylaws. If such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice, other than an announcement at the meeting until a quorum as aforesaid shall be present or represented.

### Section 5. PROXIES.

At all meetings of Members, each Member may vote in person or by Proxy. All Proxies shall be in writing and filed with the Secretary 48 hours or more before the meeting. Each Proxy shall be revocable and shall automatically cease upon conveyance by the Member of the lots/property owned by that Member.

## **ARTICLE IV. BOARD OF DIRECTORS/COMMITTEE MEMBER, SELECTION, & TERM OF OFFICE**

### Section 1. NUMBER.

The affairs of this Association shall be managed and operated by a Board of six (6) Directors and four (4) Committee Members, who must be qualified as Members of the Association by ownership of lots/property within the confines of the Association's boundaries.

### Section 2. TERM OF OFFICE.

At the first annual meeting of the Members, the Members shall elect six (6) Directors and four (4) Committee Members (two members each on the Architectural Control Committee (ACC) and Covenant Compliance Committee (CCC)). The Directors shall serve as follows: two (2) to serve for a one (1) year term; two (2) to serve for a two (2) year term; and two (2) to serve for a three (3) year term. Thereafter, in each year, two (2) new Directors will be elected each year so that there will be overlapping terms. ACC and CCC members may succeed themselves only once by serving a maximum of two (2), two-year terms.

### Section 3. REMOVAL.

Any Director/Committee Member may be removed from the Board/Committee, with or without cause, by a majority vote of the Board of Directors or by a majority vote of Association Members at any Special/Annual meeting of the Association. In the event of death, resignation or removal of a Director/Committee Member, the successor shall be selected by Association Members at any Special/Annual Meeting and shall serve the unexpired term of the predecessor.

### Section 4. COMPENSATION.

No Director/Committee Member shall receive compensation for any service rendered to the Association. Any Director/Committee Member, however, may be reimbursed for actual expenses incurred and approved by the Board in advance in the performance of official Association duties.

Section 5. ACTION TAKEN WITHOUT A MEETING.

The Directors/Committee Members shall have the right to take action in the absence of a meeting by obtaining the written approval of all the Directors. Any action so approved shall be documented in the minutes of subsequent Annual/Special meetings.

**ARTICLE V.  
NOMINATION AND ELECTION OF DIRECTORS/COMMITTEE MEMBERS**

Section 1. NOMINATION.

Nomination for election to the Board of Directors or as a Committee Member shall be by a Nominating Committee who shall be Members of the Association in good standing, but not current Directors or Committee Members. Nominations may also be made from the floor at the annual meeting. The President shall appoint the Chairperson of the Nominating Committee and two (2) other members representing the three Filings (The initial Nominating Committee will be appointed by the Registered Agent of the Corporation in consultation with the initial, appointed Board Members). The Nominating Committee shall be appointed prior to each annual meeting and shall serve from the close of the annual meeting until the close of the following annual meeting. Such appointments shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for the election to the Board as it shall choose in its discretion, but not less than that required to fill the scheduled vacancies.

Section 2. ELECTION.

Election of the Board of Directors/Committee Members shall be made by closed, written ballot at the annual Membership meeting. Tabulation and reporting of election results shall be by the Nomination Committee. Members or their proxy, may cast ballots in respect to each vacancy based on written signed proxy letters of authorization. The person receiving the greatest number of votes for a position shall be elected.

**ARTICLE VI.  
MEETINGS OF DIRECTORS/COMMITTEE MEMBERS**

Section 1. REGULAR MEETINGS.

Regular meetings of the Board of Directors/Committee Members shall be held quarterly on the third Monday of the Quarter, at 7:00 PM at the President's home unless changed by resolution of the Board. Should said meeting fall on a legal holiday, the meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. SPECIAL MEETINGS.

Special meetings of the Directors/Committee Members shall be held when called by the President, or by any two (2) Directors/Committee Members, after not less than three (3) days notice to each Director/Committee Member.

Section 3. QUORUM.

A simple majority of the ten (10) Directors/Committee Members shall constitute a quorum for transaction of business. Every act or decision made by a majority of the Directors/Committee Members present shall be regarded as an act of the Board

**ARTICLE VII.  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. POWERS.

The Board of Directors shall have power to:

- (a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By Laws, Articles of incorporation, or Covenants and Amendments thereto;
- (b) Declare the office of a Director/Committee Member to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

Section 2. DUTIES.

It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all of its acts, financial transactions, and corporate affairs and to present a statement thereof to the members at the Annual/Special Membership Meeting when such statement is requested in writing by one-tenth (1/10) of the members entitled to vote (Quorum).
- (b) Supervise all officers, committee members, and designated agents of this Association and to see that their duties are properly performed.
- (c) For administration of the Association:
  - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period starting in January; and
  - (2) Send written notice of each assessment to every Member subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - (3) Issue, or to cause an appropriate officer to issue, upon demand by any member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment
  - (4) Cause, as it may deem appropriate, officers or committee members having fiscal responsibilities to be bonded.

**ARTICLE VIII.  
OFFICERS/COMMITTEEMEMBERS**

Section 1. ENUMERATION OF OFFICERS/COMMITTEE MEMBERS.

The Officers of this association shall be President, Vice President, Secretary, Treasurer, Architectural Control Committee (ACC) Chairperson, and Covenants Compliance Committee (CCC) Chairperson. Committee Members are the two (2) members serving on the ACC and two (2) members serving on the CCC. It is desirable, but not mandatory that each of the three Filings be represented by at least three of the ten Officer and Committee Member positions.

Section 2. ELECTION OF OFFICERS/COMMITTEE MEMBERS.

The election of officers/committee members shall take place at the Annual Meeting of the Membership. Members shall be notified of the slate of Officers/Committee Members to be elected by the Notice of Meeting Letter two (2) weeks before the annual meeting of the Members. Additionally, officers/committee members can also be nominated from the floor at the Annual Meeting, but should have prior, written approval from the person being nominated for a particular position.

Section 3. TERM.

The officers/committee members of this Association shall be elected by the Members and shall hold office for the term specified in Article IV, Section 2 unless they shall sooner resign, be removed, or otherwise be disqualified to serve.

#### Section 4. SPECIAL APPOINTMENTS.

The Board may appoint such other persons as the affairs of the Association may require only with the approval of the Members at the Annual or Special Meeting.

#### Section 5. RESIGNATION AND REMOVAL.

Any officer/committee member may be removed from office with or without cause by the Board. Any officer/committee member may resign at any time by giving written notice to the Board (the President or the Secretary). Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless specified later therein, the acceptance of such resignation shall not be necessary to make it effective. Members of the Board of Directors / Committees may also be removed by a majority vote of Association Members present at any Annual or Special Meeting called by the Members. Successors to the removed Board/Committee Members may be selected at an Annual/Special Meeting where a Quorum exists. Successors will serve out the term of their predecessors.

#### Section 6. VACANCIES.

A vacancy in any office may be filled by appointment by the Board of Directors. The person appointed to such vacancy shall serve for the remainder of the term of the officer/committee member replaced.

#### Section 7. MULTIPLE OFFICES.

The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

#### Section 8. DUTIES.

The duties of the officers/committee members are as follows:

##### PRESIDENT

The President shall preside at meetings of the Board of Directors, Annual Meetings, and Special Meetings. The President shall see that orders and resolutions of the Board are carried out, shall ensure that the review and approval process for Member property changes/modifications/alterations is published and executed in a timely manner, shall sign all written instruments, and shall co-sign all checks and promissory notes.

##### VICE PRESIDENT

The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

##### SECRETARY

The Secretary shall record and maintain the minutes of all meetings and proceedings of the Board and minutes and proceedings of all Annual and Special Meetings; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of all meetings of the Board, all Annual and Special Meetings; keep appropriate current records listing members of the Association together with their addresses and telephone numbers and assist the Newsletter Committee in publishing and distributing a quarterly newsletter; generate and maintain the official records and files for operating procedures and forms relating to Member requested property changes and shall perform such other duties as required by the Board.

##### TREASURER

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association to be made by an accountant at the completion of each fiscal year; and

shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting, and deliver a copy of each to the Members.

#### **ARCHITECTURAL CONTROL COMMITTEE (ACC) CHAIRPERSON/MEMBERS**

The ACC Chairperson oversees and manages the ACC (three [3] Members total to include the Chairperson), consisting of a representative from each Filing, each of whom shall be elected by the Members at the Annual Meeting to serve on the ACC. The ACC Chairperson shall represent one (1) Filing and the other two (2) Members shall represent the remaining two (2) Filings. Committee Members shall be elected to serve two (2) years and may succeed themselves only once. The ACC in coordination with the CCC, ensures that all requested changes to Member properties meet the intent of the Covenants and if differences occur, offers suggestions to the homeowner in terms of meeting Covenant specifications. Prior to any changes being implemented by the homeowner, the ACC receives all proposed architectural drawings, plans, and schedules; reviews them with the owner to ensure compliance with the Covenants; and if required, reviews building permits, City Codes, and other formal property change approvals. The ACC then formalizes its recommendations together with the CCC and submits them to the Board for approval/disapproval within 30 days from initiation by the Member. If no decision is made by the Board within 30 days after being submitted, the requested change is automatically approved. A follow up review with the Member will be conducted within 30 days after the project is completed to ensure that all ACC and CCC guidance has been followed. Once the request is approved/disapproved, a copy of the documents are provided to the homeowner and a copy filed with the Secretary of the Association. The ACC may formulate operating instructions to more fully define its processes and approval procedures.

#### **COVENANTS COMPLIANCE COMMITTEE (CCC) CHAIRPERSON/MEMBERS**

The CCC Chairperson oversees and manages the CCC (three [3] Members including the Chairperson), consisting of a representative from each Filing, each of whom shall be elected by the Association Members at the Annual Meeting to serve on the CCC. The CCC Chairperson shall represent one (1) Filing and the other two (2) Members shall represent the remaining two (2) Filings. Committee Members shall be elected to serve two (2) years and may succeed themselves only once. The CCC serves to communicate with all Owners to ensure compliance with the Covenants. In conjunction with the ACC, the CCC assists in interpreting Covenant specifications, ensures that the Owner understands the Covenants and obtains written approval from adjacent Owners on proposed property changes. The CCC will also be responsible for initiation of any Covenant changes and will report on progress to resolve issues at the Annual Members meetings. The CCC may formulate operating instructions to more fully define its processes and approval procedures.

### **ARTICLE IX. COMMITTEES**

Section 1. As required, committees will be appointed by the President to include an Elections Nominating Committee, Newsletter Publication Committee, and Special Actions Committees as required to resolve special requirements of the Association. In so far as possible, committee members will consist of representatives of all three Filings represented by the Association. All appointed Committees report to and receive direction from the Board of Directors.

Section 2. Specific responsibilities of the Committees are as follows:

- (a) Nominating Committee responsibilities are as specified in Article V , Nomination and Election of Directors/Committee Members.
- (b) The Newsletter Committee will be responsible for receiving and presenting pertinent information affecting the operation and maintenance of the Association. It will publish information of general interest to the Members, pertinent decisions of all meetings of the Board and Members, status of action items, financial expenditures/receipts, and highlight critical information relating to external and City infrastructure activities pertinent to the membership. It will attempt to provide representative reporting from all three Filings and be the Public Relations arm of the, Association. It will attempt to publish a formal newsletter quarterly using available electronic and mail distribution capabilities. It will receive approval in advance from the Board for reimbursement of materials expended in the process of publishing the newsletter. The Board of Directors, will review the final document prior to distribution to the members.

### **ARTICLE X. BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times be maintained at the principal office address of the Association, as provided for in Article I: All books, records and papers shall be available for inspection by any member with forty-eight (48) hours, advance notice given to the principal office or Secretary. The inspection will take place where the books, records and papers kept and maintained. The request for inspection may be telephonic. Should the Secretary be ill or absent for a specified amount of time, arrangements will be made to assure an inspection in a timely manner. The Declaration of Covenants,

Conditions and Restrictions, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at a reasonable price.

**ARTICLE XI.  
ASSESSMENTS**

Each Member is obliged to pay to the Association an annual assessment. The initial assessment shall be \$15 per Member per year. Assessments are subject to review and adjustment at the Annual Membership Meeting. Assessments are to be paid within thirty (30) days of the due date of December 31. Should payment be delayed beyond the thirty (30) day grace period, they shall bear interest often percent (10%) per annum simple interest. The Association may bring an action at law against the Member/s personally obligated to pay the same or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees of any such action may be added to the amount of such assessment. No member may waive or otherwise escape liability for the assessments provided for herein by abandonment of the Members' lots.

**ARTICLE XII.  
CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the words:

"THE BLUFFS HOMEOWNERS' ASSOCIATION"

**ARTICLE XIII.  
AMENDMENTS**

Section 1. These By Laws may be amended at the Annual or Special Meetings of the Members by a vote of a majority of a Quorum of members present in person and/or by proxies provided to and accepted by the Secretary.

Section 2. In the case of any conflicts between the Declaration of Restrictive and Protective Covenants, these Bylaws, and the Articles of incorporation, the Covenants shall prevail.

**ARTICLE XIV.  
INCORPORATION OF DECLARATION**

Reference made herein to the Declaration is to the Declaration of Covenants of the Bluffs Filings 1,2- partial, and 3 and their amendments as recorded in the Books and Records of El Paso County, State of Colorado, which Declarations and their amendments are incorporated herein as though fully set forth.

**ARTICLE XV.  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

**CERTIFICATION**

The undersigned hereby certifies:

That I am the duly acting Secretary of the BLUFFS HOMEOWNERS' ASSOCIATION, a Colorado nonprofit corporation and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the day of 2001.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal this day of 2001.

Secretary

## **ARTICLES OF INCORPORATION OF THE BLUFFS HOMEOWNERS' ASSOCIATION**

The undersigned persons, acting as incorporators of a corporation under the Colorado Nonprofit Corporation Act, sign and acknowledge the following Articles of Incorporation for such Corporation and state:

### **ARTICLE I. NAME**

The name of this Corporation shall be The Bluffs Homeowners' Association, Inc.

### **ARTICLE II. DURATION**

The period of its duration is perpetual.

### **ARTICLE III. PURPOSES**

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

1. To be incorporated as a nonprofit Association as specified in the Covenants and Amendments thereto, and Bylaws of the Association (hereafter referred to as Declarations); to be recorded in the records of the Clerk and Recorder of El Paso County, Colorado and; to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.
2. To provide an entity for the furtherance of the interests of all Members as referred to in the Declaration of properties in Filings 1,2 (partial- Covenant 91354 only), & 3 of the Bluffs Subdivision with the objectives of establishing and maintaining it as a prime-ownership development of the highest quality and value and to enhance and protect its value, desirability and attractiveness.

### **ARTICLE IV. POWERS**

In furtherance of its purposes, the Corporation shall have the powers conferred upon not-for-profit organizations by statutes and common law of the State of Colorado, including all the powers necessary 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 :

1. Make and collect assessments from Members of the Association for the purposes of payment of expenses to include expenses incurred in exercising its powers or of performing its functions.
2. Enforce the terms, restrictions, conditions, uses, limitations, and obligations set forth under the Declaration and Bylaws, and to make and enforce rules and regulations as provided therein.
3. Engage in activities, which will actively foster, promote and advance the interests of all Members.



#### ARTICLE V. MEMBERSHIPS

1. This Corporation shall be a Membership Corporation without certificates or shares of stock. There shall be one (1) class of Membership in the Corporation for each home or unit, as defined in the Declaration and Supplements thereto. The Owner/s of a home or unit shall hold and share the Membership related to that home or unit in the same proportionate interest and by the same type of tenancy in which the title to the home or unit is held, provided that there shall always be only one (1) Membership per home or unit. No person or entity other than an Owner of a home or unit may be a Member of the Corporation.
2. Each Membership shall have the percentages vote as is set forth in the Bylaws and any Supplements thereto on all matters, in which Members are entitled to vote.
3. 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 appurtenant to the transfer of title to the home or unit to which the Membership pertains.
4. A transfer of Membership shall occur automatically upon the transfer of title to the home or unit to which the Membership pertains.
5. Members shall have the right to purchase other homes or units and the Memberships appurtenant thereto as provided in the Declaration.
6. The Corporation may suspend the voting rights of a Member for failure to comply with the rules or regulations of the Corporation or with any other obligations of the Owners of any home or unit under the Declaration and Bylaws.
7. Rights: The Bylaws may contain provisions setting forth the privileges, duties and responsibilities of the Members.

#### ARTICLE VI. BOARD OF DIRECTORS

1. 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 six (6) Members as set forth in the Bylaws of the Corporation. Members of the Board of Directors shall be Members of the Corporation as defined in the Declaration.
2. Members of the Board of Directors shall be elected at the Annual Meeting of the members in a manner determined by the Bylaws.
3. Directors may be removed and vacancies of the Board shall be filled in the manner to be provided in the Bylaws.
4. The names, addresses and telephone numbers of the first Board of Directors who shall serve until the first election of Directors and until their successors are duly elected and qualified are as follows:

Name Address Telephone Number

Mr. Phillip E. Rose 2780 Avondale Drive, Colorado Springs, CO 80917 (719) 574-8124

Mr. Michael S. Kaufhold 2785 Avondale Drive, Colorado Springs, CO 80917 (719) 572-1731

Ms. Generose M. Winnike 4468 Winding Circle, Colorado Springs, CO 80917 (719) 596-2424

Mr. Donald Bennett 4370 Winding Circle, Colorado Springs, CO 0917 (719) 573-9140

Mr. William W. Berkman 4340 Whispering Circle North, Colorado Springs, CO 80917 (719) 574-5476

Ms. Theresa A Savicki 2715 Bermuda Circle, Colorado Springs, CO 80917 (719) 638-1511

(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 shall consist of a President, Vice President, Secretary, Treasurer, Architectural Control Committee (ACC) Chairperson, and Covenants Compliance Committee (CCC) Chairperson. They shall serve as the officers of the Corporation and shall have such duties as prescribed in the Bylaws of the Corporation.

**ARTICLE VIII. CONVEYANCES AND ENCUMBRANCES**

Corporate property may be conveyed or encumbered by authority of the Board of Directors or by such person (s) to whom such authority may be delegated by resolution of the Board and only in compliance with the Declaration of Covenants, and Conditions and Restrictions for said Homeowners' Association. Conveyances or encumbrances shall be by instrument executed by such other person (s) to whom such authority may be delegated by the Board.

**ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be: 2780 Avondale Drive. Colorado Springs. CO. 80917. The initial Registered agent at such office shall be: Mr. Phillip E. Rose. Notary Public

**ARTICLE X. DISSOLUTION**

In the event that this Corporation is dissolved, all assets of the Corporation shall be fairly distributed to each of the memberships of the Corporation as determined by length of Membership.

**ARTICLE XI. AMENDMENTS**

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

**ARTICLE XII. INCORPORATION**

Mr. Phillip E. Rose Mr. William W. Berkman, and Mr. Donald Bennett acting as incorporators under the Colorado Non-profit Corporation Act, signed and acknowledged these Articles of Incorporation for such Corporation.

INCORPORATORS:

PHILLIP E. ROSE .  
WILLIAM W. BERKMAN .  
DONALD BENNETT .

State of Colorado, County of El Paso  
Subscribed and sworn to me this day of 2001.  
My Commission expires on .

**AMENDMENT NUMBER 1**

TO DECLARATIONS OF RESTRICTIONS AND PROTECTIVE COVENANTS AFFECTING ALL REAL PROPERTY IN "THE BLUFFS, FILINGS 1, 2 (PARTIAL -COVENANT 91354 ONLY), & 3 IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO:

WHEREAS, the undersigned, THE BLUFFS HOMEOWNERS' ASSOCIATION incorporated as a Colorado Springs not for profit association, does hereby desire, by this Amendment, to consolidate the following RESTRICTIONS AND PROTECTIVE COVENANTS OF THE BLUFFS as recorded in the records of County Clerk, El Paso County, Colorado, for administration purposes under THE BLUFFS HOMEOWNERS' ASSOCIATION:

1. Filing No.1, Covenant 695506 applicable to all Lots in Book 2316, pages 458 through 464 plus an Addendum in Book 2320, page 153.

2. Filing No.2, Covenant 91354 applicable to Lots 1 through 14 in Block 1, Lots 1 through 7 in Block 2, Lots 1 through 16 in Block 3, and Lots 1 through 14 in Block 4, also Replat of Block 3 and Lot 6 in Block 2 in Book 2694, Pages 936 through 939. This Amendment does not apply to Covenant 782159 applicable to Lots 1 through 5 in Block 1 and Lots 1 through 5 in Block 2 in Book 2410, pages 180 through 184.

3. Filing No.3, Covenant 802421 applicable to all Lots in Book 2390, pages 83 through 89.

NOW, THEREFORE, THE BLUFFS HOMEOWNERS' ASSOCIATION does hereby amend Covenants 695506, 91354, and 802421 as follows:

1. As an informational note, the format and contents of Filing 1, Covenant 695506 and Filing 3, Covenant 802421 are similar; however, Filing 2, Covenant 91534 is considerably different in format and content. To ensure uniformity in the administration of the three Covenants, but yet not to change significantly their provisions, the following changes are applicable to Covenants 695506 and 802421 only:

a. Amend the Title and following three paragraphs to read:

"DECLARATION OF RESTRICTIONS AND PROTECYIVE COVENANTS AFFECTING ALL REAL PROPERTY IN BLUFFS FILINGS NO.1& 3 IN THE CITY OF COLORADO SPRINGS, EL PASO COUNTY, COLORADO.

'WHEREAS, the original developer, Shepard Companies, Inc., a Colorado Corporation, has heretofore caused to be filed for record, a plat of THE BLUFFS FILINGS NO.1& 3 IN THE City of Colorado Springs, El Paso County, Colorado, with the Clerk and Recorder of the County of El Paso and State of Colorado; and

'WHEREAS, the undersigned, THE BLUFFS HOMEOWNERS' ASSOCIATION, incorporated as a nonprofit association, does desire to be filed for record with the Clerk and Recorder of the County of El Paso and State of Colorado, restrictions and protective covenants applicable to all lots and blocks within The Bluffs Filings Nos. 1 & 3 in the City of Colorado Springs, Colorado;

'NOW, THEREFORE, THE BLUFFS HOMEOWNERS' ASSOCIATION, incorporated as a Colorado nonprofit association, does hereby declare that all of the lots, blocks and real property located and embraced within The Bluffs Filings Nos. 1 & 3 in the City of Colorado Springs, El Paso County, Colorado, shall be conveyed subject to being acquired by, used, and held by all grantees subject to the following restrictions and protective covenants. Any person acquiring any of said real property or any interest therein either by purchase, gift, inheritance, foreclosure, operation of law, or otherwise; shall acquire said real property subject to these restrictions and protective covenants. Each and every person so acquiring said real property or any interest therein shall be deemed, by accepting title to said real property of said interest therein, to specifically agree to be bound by these restrictions and protective covenants and shall conform to the same."

b. Amend Paragraph I to read.

"PROPERTY SUBJECT TO THIS DECLARATION - All the lots, blocks and real property located within The Bluffs Filings Nos. 1 & 3 in the City of Colorado Springs, El Paso County, Colorado, shall be subject to this declaration. Those homeowners who elect not to join the Association are obligated to abide by the Covenants as they may change. Furthermore, when there is a change in ownership, the new owner(s) will be mandatorily "grandfathered" into the Association as part of the title insurance process. Previous violations of these Covenants shall be waived and accepted as "in compliance", but all future modifications/additions that do not meet Covenant requirements shall require a variance judgment, on a case-by-case basis, to become formally approved by the Association."

c. Amend paragraph entitled, ARCITECTURAL CONTROL COMMITTEE to read:

"The BLUFFS HOMEOWNERS' ASSOCIATION - an incorporated, nonprofit association, hereinafter referred to as THE BLUFFS HOMEOWNERS' ASSOCIATION, replaces the Architectural Control Committee as the governing agency for RESTRICTIVE AND PROTECTIVE Covenants 695506 and 802421, and operates in accordance with the enclosed ARTICLES OF INCORPORATION and BYLAWS of the Association. The Association's Board of Directors consists of President, Vice President, Secretary, Treasurer, Architectural Control Committee (ACC) Chairperson, and Covenants Compliance Committee (CCC) Chairperson, all of whom serve as volunteers without compensation for specified periods of time and with specific duties

and responsibilities as specified in the BYLAWS." The remainder of Paragraph III applies as further amplified in Article VIII of the Bylaws, Officers/Committee Members And Their Duties; Section 8, ACC Chairperson/Members duties and responsibilities.

2. As affects Filing 2, Covenant 91354, amend the following:

a. Preamble. Amend second paragraph to read:

"WHEREAS THE BLUFFS HOMEOWNERS, ASSOCIATION places the following restrictions and protective Covenants on use of said Association Members' property. Those homeowners who elect not to join the Association are expected to abide by the Covenants as they may change. Furthermore, when there is a change in ownership, the new owner(s) will be mandatorily "grandfathered" into the Association as part of the title insurance process."

b. Paragraph 2, ARCITECTURAL CONTROL. Amend first sentence to read:

"No building shall be erected, placed or altered on any lot until the contractors' plans and specifications and a plan showing the location of the structure have been reviewed by the Architectural Control Committee and approved by THE BLUFFS HOMEOWNERS' ASSOCIATION as to quality of workmanship and materials, harmony of external design with existing structures, and as to location with respect to topography and finish grade elevation. Previous violations of these Covenants shall be waived and accepted as "in compliance", but all future modifications/additions that do not meet Covenant requirements shall require a variance judgment, on a case by case basis, to become formally approved by the Association."

c. Paragraph 14, ARCITECTURAL CONTROL COMMITTEE. Amend this paragraph to read:

"THE BLUFFS HOMEOWNERS' ASSOCIATION - an incorporated, nonprofit association, hereinafter referred to as THE BLUFFS HOMEOWNERS' ASSOCIATION, replaces the Architectural Control Committee as the governing agency for RESTRICTIVE AND PROTECTIVE COVENANT 91354, and operates in accordance with the enclosed ARTICLES OF INCORPORATION and BYLAWS of the Association. The Association's Board of Directors consist of President, Vice President, Secretary, Treasurer, Architectural Control Committee (ACC) Chairperson, and Covenants Compliance Committee (CCC) Chairperson, all of whom serve as volunteers without compensation for periods of time and with specific duties and responsibilities as specified in the BYLAWS; Article VIII, Officers/Committee Members and Their Duties, Section 8. Duties."