

ARTICLES OF INCORPORATION OF
SMOKY HILL HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporators of a corporation under the Colorado Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is SMOKY HILL HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are as follows:

- A. The representation of all persons residing within the geographical area which the association agrees to represent.
- B. Recommend and promote maintenance and improvement of streets, public parks, schools, transportation, street lighting, street improvements, and drainage.
- C. Recommend and promote the improvement of fire and police protection, and of all emergency relief, civil defense, and safety programs.
- D. The promotion of fair, equitable, and just statutes, ordinances, or regulations affecting the people or geographic area as represented by the corporation.
- E. The opposing of statutes, ordinances, or regulations, or the application of same, by governmental agencies, which are unfair, inequitable, or unjust with respect to the general welfare of the people residing within the geographical area, as represented by the corporation.
- F. The promotion of all types of municipal, county, state, or federal planning or services favorable to the people or geographical area, as represented by the corporation.
- G. The prevention of the encroachment of business developments detrimental to the general welfare of the people residing within the geographical area represented by the corporation.
- H. The promotion of friendly relations among all residents of the geographical area represented by the association and the promotion of the general welfare of said residents.
- I. The promotion and enforcement of the protective covenants, as promulgated by Castlewood Corporation, affecting the property general known as "Smoky Hill," including the perpetuation and enforcement of the procedures outlined within said covenants with regard to the Architectural Control Committee.
- J. The promotion and accomplishment of all other necessary, proper, or incidental functions for the achievement of the above-stated objectives and purposes, or any

other legitimate objectives or purposes which this corporation may pursue in accordance with the laws of the State of Colorado, including such activities as the association finds necessary or reasonable to finance association business related to such objectives and purposes.

ARTICLE IV

The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit, and no part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, member, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that in the event of dissolution of the corporation the property and assets thereof remaining after providing for all obligations shall then be distributed only to such organization or organizations exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1954 (or any subsequent statutory provision of similar effect) as shall be designated by the Board of Directions.

ARTICLE V

Membership

Regular members of the corporation shall consist of those persons who reside within the geographical area known and officials platted in the office of the Clerk and Recorder of the County of Arapahoe and State of Colorado, as "Smoky Hill 400," and who, in addition, shall be at least eighteen years of age and shall be a member of a household for which that household's assessed association fees or dues have been paid for the then current fiscal year. Each regular member so defined shall be entitled to vote on each issue put to the determination of the membership. The proxy system of voting by members of the corporation shall not be permitted.

ARTICLE VI

The address of the initial registered office of the corporation is 17575 East Prentice Circle, Aurora, Colorado 80015, and the name of its initial registered agent at such address is James S. Lunan.