

**ARTICLES OF INCORPORATION
OF
SADDLEBROOKE AT ROCK CREEK HOMEOWNERS ASSOCIATION, INC.
(A NONPROFIT CORPORATION)**

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act.

ARTICLE 1 -- Name

The name of the corporation is SADDLEBROOKE AT ROCK CREEK HOMEOWNERS ASSOCIATION, INC. ("Association").

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLE 2 -- Duration

The duration of the Association shall be perpetual.

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ARTICLE 3 -- Principal Office

The address of the Association's initial principal office shall be Management Office, 1880 Enterprise Street, Superior CO 80027.

ARTICLE 4 -- Nonprofit

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and shall be a nonprofit corporation, without shares.

ARTICLE 5 -- Members

The Association shall have voting members.

ARTICLE 6 -- Management

The affairs of the Association shall be managed by the Board of Directors of the Association as provided in, and in accordance with, the Bylaws of the Association.

ARTICLE 7 -- Board Of Directors

The initial Board of Directors shall consist of three persons, and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of directors

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be less than three. The names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

Peter A. Wells
Management Office
1880 Enterprise Street
Superior CO 80027

Tom Fowler
Management Office
1880 Enterprise Street
Superior CO 80027

Everett Wiehe
Management Office
1880 Enterprise Street
Superior CO 80027

ARTICLE 8 - Personal Liability of Directors

The members of the Board of Directors shall not be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director; except that the foregoing shall not eliminate or limit the liability of a Director for: any breach of the Director's duty of loyalty to the Association or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in C.R.S. Section 7-128-403; and any transaction from which the Director derived an improper personal benefit.

ARTICLE 9 - Indemnification of Directors

Except for personal liability of a director pursuant to Article 8 above, and unless otherwise limited by the Colorado Common Interest Ownership Act, the Declaration of Condominium of Saddlebrooke at Rock Creek, or the Bylaws of the Association, the Directors shall be indemnified by the Association for any loss, damage, cost or expense incurred in the performance of their duties to the Association, including attorneys fees and costs, to the maximum extent permitted by law.

ARTICLE 10 - Registered Agent and Address

The initial registered agent of the Association shall be Tom Fowler at the registered address of 2970 Wilderness Place, #200, Boulder CO 80301. ✓

Tom Fowler hereby consents to his appointment as initial registered agent:



ARTICLE 11 -- Incorporator

The name and address of the incorporator is :

J. Christopher Kinsman, Esq.
1200 17th Street, Suite 2400
Denver, Colorado 80202

ARTICLE 12 -- Distribution on Dissolution

The assets of the Association, if any, in the process of dissolution shall be applied and distributed as provided in the Colorado Revised Nonprofit Corporation Act, C.R.S. Title 7, Article 134, as amended. ✓

ARTICLE 13 -- Amendment

Amendment of the Articles shall require the assent of at least two-thirds of the weighted votes which members present at an annual or special meeting of members of the Association, or represented by proxy, are entitled to cast, as provided in the Colorado Revised Nonprofit Corporation Act and the Declaration of Condominium for Saddlebrooke at Rock Creek to be recorded in the real estate records of Boulder County.

IN WITNESS WHEREOF, J. Christopher Kinsman, the undersigned incorporator, has signed these Articles of Incorporation in duplicate this 18th day of November, 1999.



J. Christopher Kinsman