

ARTICLES OF INCORPORATION
FOR
STERLING POINTE OWNERS 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 Nonprofit Corporation Act.

ARTICLE 1--Name

The name of this corporation is STERLING POINTE OWNERS ASSOCIATION, INC. (Association).

ARTICLE 2--Duration

The duration of the Association shall be perpetual.

ARTICLE 3--Nonprofit

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE 4--Purposes and Powers of Association

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

- (a) To operate the Common Interest Community known as "Sterling Pointe" for the purposes of enhancing and preserving the value of the properties of the members. The Community of Sterling Pointe was created by the recorded Declaration of Sterling Pointe and the Community is located in Douglas County, Colorado.
- (b) To perform acts and services, in accordance with the requirements for an association of owners charged with the administration of property under the Colorado Common Interest Ownership Act, as amended.
- (c) To manage, supervise, care for and operate the Common Interest Community.
- (d) To maintain the Common Elements within the Common Interest Community.
- (e) To enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community.
- (f) To prepare estimates and budgets of the costs and expenses of rendering these services, any other services as deemed appropriate by the Board; and to perform, or

contract, or enter into agreements for that performance, as provided for or contemplated in this Article.

(g) To apportion these estimated costs and expenses among the Owners and collect those costs and expenses from the Owners obligated to assume or bear the same.

(h) To borrow money for the Association's purposes.

(i) To enforce, on behalf of the Unit Owners, rules and regulations made or promulgated by the Board with respect to the safe occupancy, reasonable use and enjoyment of the Units, buildings, structures, grounds and facilities of the Common Interest Community, and to enforce compliance with these rules, including the levy of reasonable fines.

(j) To perform or cause to be performed, all other and additional services and acts as are usually performed by an association of owners, or as deemed appropriate by the Board, including, without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(k) To promote the health, safety, welfare and common benefit of the residents and occupants of the properties subject to the Declaration.

(l) To retain counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities of the Association, and to acquire, sell, mortgage, lease or encumber any real or personal property for these purposes.

(m) To eliminate or limit the personal liability of a Director to the Association or to the members for monetary damages for breach of fiduciary duty as a Director, as allowed by law.

(n) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in the opinion of the Board will promote the common benefit and enjoyment of the occupants, residents and Unit Owners of the Common Interest Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Colorado Common Interest Ownership Act, the Declaration, the Bylaws, and the laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 5--Membership Rights and Qualifications

Any person who holds title to a Unit in the Common Interest Community shall be a member of the Association. There shall be one membership for each Unit owned within the Common Interest Community. This membership shall be automatically transferred upon the conveyance of that Unit. The vote to which each membership is entitled is the number of votes

ARTICLE 10--Interpretation

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation.

ARTICLE 11--Incorporator

The name and address of the incorporator is as follows:

Jerry C.M. Orten

Orten Hindman & Jordan, P. C.
1099 18th Street, Suite 2750
Denver, CO 80202-1927

In witness whereof, the
undersigned has signed these
Articles in duplicate this
day of , 19 .

Jerry C.M. Orten