

**ARTICLES OF INCORPORATION  
COUNTRY CLUB HOMEOWNERS ASSOCIATION**

**I. Name and Address of the Corporation:**

The name of the corporation is COUNTRY CLUB HOMEOWNERS ASSOCIATION, a Colorado non-profit corporation. The address of the principal office of the corporation is 3131 Lees Lane, Colorado Springs, Colorado 80909.

**II. Name and Address of Initial Registered Agent**

A. The name of the initial registered agent of the corporation is H. Carl Willenbrock, Jr. The address of the initial registered office is 3131 Lees Lane, Colorado Springs, CO 80909.

**III. Signature of the Registered Agent consenting to such appointment:**

  
H. Carl Willenbrock, Jr.

**IV. Name and Address of the Incorporator:**

The name and address of the incorporator is: H. Carl Willenbrock, Jr., 3131 Lees Lane, Colorado Springs, Colorado 80909.

**V. Membership.** This corporation shall have one class of voting members as defined in Paragraph VIII below.

**VI. Non-Profit Status and Duration.**

A. This corporation shall be a nonprofit corporation as defined by the laws of the State of Colorado and subject to Title 7, Article 121 through Article 137, Colorado Revised Statutes.

B. The duration of this corporation shall be perpetual.

C. This corporation does not contemplate pecuniary gain or profit to its members, officers or directors.

**VII. Area of Responsibility, Purposes and Powers.**

A. The specific area of responsibility for which this Homeowners Association is formed lies within the following platted subdivisions in El Paso County, Colorado, namely:

1. Country Club Additions 1 and 2, and 3 (Filings #1, #2 and #3);
2. Century Heights, No. 3;
3. Highland Hills Subdivision;
4. Highland Hills Subdivision #2;
5. Highland Acres, Blocks 1 and 2;
6. Replat of Highland Acres Blocks 3 and 4; plus
7. Any additional subdivisions as may hereafter be brought within the jurisdiction of this Association by

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approval of a majority of its board of directors upon a petition by a majority of lot owners within each such subdivision or block thereof.

B. The Association's purposes are as follows:

1. To promote the health, safety and welfare of the residents within the above-described properties and any additions thereto as may be brought within the jurisdiction of this Homeowners Association; and to maintain property values and the architectural integrity of its neighborhoods.

2. To assist property owners within the Association area in enforcing applicable restrictive covenants, filing zoning violation complaints and complaints with respect to building code violations;

3. To foster cooperation and community spirit among residents of the area;

4. To cooperate with similar organizations in furthering the purposes of the Association.

C. This corporation shall have the following powers in furtherance of its purposes:

1. To exercise all powers permitted it by the laws of the State of Colorado and the United States of America;

2. With the consent of a majority of the property owners within a given subdivision, to exercise all of the powers and privileges and perform all of the duties and obligations as set forth in those certain Declarations of Covenants, Conditions and Restrictions, hereinafter called the "Declarations," applicable to properties within subdivisions included in association as now recorded or to be recorded in the Office of the El Paso County Clerk and Recorder as the same may be amended from time, said declarations being incorporated herein as if set forth at length;

3. To fix and collect all dues, charges or assessments; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including whatever licenses, taxes or governmental charges are levied or imposed against the property of the Association;

4. To acquire property (by gift, purchase or otherwise), including the property of the current, unincorporated Country Club Homeowners Association; and to own, hold, improve, build upon, operate, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property. All exercise of this power shall be in furtherance of the purposes of the corporation and in the course of managing its affairs.

5. With the assent of two-thirds of the directors and two-thirds of the members, to borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money or debts incurred;

6. To do all and everything necessary, suitable or proper for the accomplishment of any of the express or implied purposes of the corporation.

VIII. **Membership.**

A. This corporation shall have one class of members as defined in Section B next below.

B. A member is defined as:

1. An individual who is an owner or co-owner of a lot in a subdivision in the Association area as such ownership is reflected in the records of the Office of the Clerk and Recorder of El Paso County, Colorado; and as

2. One whose dues to the Association are current on the books of the corporation.

C. The amount of dues per household shall be established from time to time by the board of directors or members of the corporation as prescribed in the By Laws of the corporation.

IX. **Members' Voting Rights at Duly Called Meetings.**

A. The Association shall have one class of voting members based upon record ownership of real property within its area and payment in full of all Association dues, all as defined by Article VIII, B of these Articles of Incorporation.

B. The members shall be permitted to vote on the following matters at duly called meetings of the membership:

1. Adoption amendments of the Articles of Incorporation or Bylaws (approval by two-thirds of the membership voting in person or by proxy).

2. Dues increases in excess of twenty-five percent over the prior years' dues in any given year (approval by a majority of the membership voting in person or by proxy).

3. Imposition of assessments upon the membership (approval by a majority of the membership voting in person or by proxy).

4. The election of directors-at-large and officer/directors (by a majority of membership voting in person or by proxy).

5. Amendments to the Articles of Incorporation (approval by two-thirds of the membership voting in person or by proxy).

6. Merger or consolidation with another non-profit corporation, or dissolution of the association (at least two-thirds of the members present in person or by proxy).

7. Borrowing money or pledging the assets of the Association to secure a loan (approval by two-thirds of the membership voting in person or by proxy).

X. **Board of Directors.**

A. The affairs of this association shall be managed by a Board of Directors of not less than three directors, consisting of directors at large and the officer/directors, all of whom must be members of the Association.

B. The initial board of directors and the initial officers of the corporation shall consist of the following individuals who

were directors and officers of the predecessor unincorporated Country Club Homeowners Association. All such individuals had previously been elected, or appointed to fill a vacancy, as officer/directors and directors-at-large pursuant to the bylaws of said unincorporated association. All so elected or appointed shall serve until the next annual meeting of the corporation, at which time they or their successors will again stand for re-election to two year terms.

H. Carl Willenbrock, Jr., President/Director  
Rella Lee Kibort, Vice President/Director  
Frederick B. Campbell, Secretary/Director  
Lorri Chappell, Treasurer/Director  
John Cuning, Chairman, Architectural Committee/  
Director

Ronald D. Solomon, Director-at-Large  
Jo Lopez, Director-at-Large  
Kenneth B. Schinstine, Director-at-Large  
William D. Sinclair, Director-at-Large

C. Officer/directors and directors-at-large shall serve for terms of two years, unless otherwise provided below.

D. At the first meeting of the corporation in 1999, the members will elect four directors-at-large: two to serve for an initial one year term and two to serve for an initial two year term. Thereafter in each year two directors will be elected each year so that there will be overlapping terms for the directors-at-large. All elected officers of the corporation will also serve as directors of the corporation.

E. There shall be no cumulative voting by the members for directors or officer/directors.

#### XI. Indemnification and Limitation of Liability.

As outlined in CRS 13-21-115.7 and CRS 13-21-116 no director-at-large or officer/director shall be personally liable to the Association, its members, or any other person or entities for monetary damages for acts done by him or her in good faith as director-at-large or officer/director, except for willful or wanton misconduct or omission by a director-at-large or officer/director, as defined by the laws of the State of Colorado.

#### XII. Shares of Stock and Compensation to Members, Officers and Directors.

A. The corporation shall not issue shares of stock to its members and no dividends from the assets of the corporation shall be paid to members, officers or directors, and no part of the income of the Association shall be distributed to its members, directors or officers as compensation for services rendered.

B. Members, officers and directors may be reimbursed by majority vote of the directors for their out-of-pocket expenses incurred on behalf of the corporation.

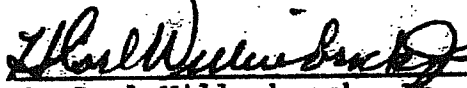
#### XIII. Distribution of Assets Upon Dissolution.

Upon dissolution of this corporation, its assets shall be converted to cash and distributed to one or more organizations within the City of Colorado Springs with stated purposes similar to CCHA.

XIV. The Secretary of State may send a copy of these articles of incorporation once completed for filing to the following individual, at the following address:

Frederick H. Campbell  
2707 Holiday Lane  
Colorado Springs, CO 80909

SIGNED by me this 19<sup>th</sup> day of January, 1999. I affirm and acknowledge that this instrument is my act and deed, and that the facts stated in this instrument are true.



H. Carl Willenbrock, Jr.  
Incorporator