

ARTICLES OF INCORPORATION

OF

PINE CONE ACRES HOMEOWNERS ASSOCIATION

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SECRETARY OF STATE
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THE UNDERSIGNED, Philip K. McClain, a natural person of the age of 18 years or more, citizen of the United States and resident of the State of Colorado, hereby desires to form a body corporate and politic (not for pecuniary profit) under the provisions of the Colorado Non-Profit Corporation Act, C.R.S. § 7-20-101, et seq., as amended (the "Act"), and hereby makes, executes, adopts and acknowledges these Articles of Incorporation, in writing, of his intention to form a body corporate and politic under and by virtue of the Act.

ARTICLE I
NAME

The name of the corporation is Pine Cone Acres Homeowners Association, Inc. (hereinafter called the "Association").

ARTICLE II
DEFINITIONS

1. "Association" shall mean and refer to Pine Cone Acres Homeowners Association, Inc., a Colorado non-profit corporation, and its legitimate successors and assigns.
2. "Properties" shall mean all of the Pine Cone Acres Subdivision, according to the recorded plat thereof, County of El Paso, State of Colorado.
3. "Tract" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties.
4. "Owners" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Tract which is a part of the Properties, including contract sellers but excluding those having such interest merely as security for the performance of an obligation.
5. "Declarations" shall mean and refer to the Declarations of Protective Covenants - Pine Cone Acres recorded in the records of the Clerk and Recorder of El Paso County, Colorado and any amendments thereto.

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ARTICLE III
PURPOSES AND POWERS OF THE ASSOCIATION

1. The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for:

- (a) Aid in the enforcement of the Declarations;
- (b) The establishment of rules, regulations, and Bylaws for the Association;
- (c) Distribution among the Owners of the costs of the Association;
- (d) The establishment and operation of an architectural control committee;
- (e) The promotion of the health, safety, pleasure, recreation, and welfare of the residents of the Properties.

2. In furtherance of the purposes, the Association)by action of its directors, unless otherwise noted in these Articles of Incorporation or in the Declaration or Bylaws) shall have full power to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declarations (as the same may be amended from time to time) as therein provided, the Declarations and any amendments thereto being incorporated herein by reference as if set forth in full herein;
- (b) Propose, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; pay all expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association;
- (c) Maintain an architectural control committee pursuant to the Declarations;
- (d) Have and exercise any and all powers, rights and privileges which a non-profit corporation organized under the Act by law may now or hereafter have or exercise.

3. Other provisions of these Articles of Incorporation notwithstanding, the Association is formed under the Colorado Non-Profit Corporation Act and not for pecuniary profit for financial gain. The Association is organized and operated in a manner to qualify as "a homeowners association" as defined in subsection (c) of Section 528 of the Internal Revenue Code. The Association shall receive only such income and make only such expenditures as will enable it to maintain the status under I.R.C. Section 528 or any comparable provision of the Code.

ARTICLE IV MEMBERS

1. The Association will have members. Every person or entity who is an Owner is eligible for membership in the Association. Membership shall be appurtenant to any may not be separated from ownership of any Tract.

2. Members shall be entitled to one vote for each Tract to which they hold title, as shown by the records of the Association as of the Association's annual meeting date. When more than one person holds an ownership interest in any Tract, and such persons are members, the vote for such tract shall be exercised as they may, among themselves, determine, but in no event shall more than one vote be cast for any one Tract.

3. The membership rights (including voting rights) of any member may be suspended by action of the Board of Directors if the member has failed to pay, when due, as stated in the Bylaws, any assessment or charge lawfully imposed upon him or her or any property owned by him or her, or if the member, his or her family, his or her tenants or guests, or any of them, shall have violated any Bylaw, rule, or regulation of the Association as set forth in the Declarations regarding the Properties as determined by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, the number of which shall be set by the Bylaws, provided in no event shall the number be less than one. The number of directors may be changed by amendment of the Bylaws of the Association. The directors shall all be members in good standing with the Association. The initial Board of Directors of the Association shall be seven (7) persons, and the names and address are:

Name	Address
Philip K. McClain	15180 West Coachman Colorado Springs, CO 80908
Peter Detellis	9250 Pine Cone Road Colorado Springs, CO 80908

Raymond Sherrier	15255 Palo Verde Lane Colorado Springs, CO 80908
Patricia Manke	15245 West Coachman Drive Colorado Springs, CO 80908
Diane Engles	15060 West Coachman Colorado Springs, CO 80908
Anita Baker	15145 Vollmer Road Colorado Springs, CO 80908
Paul Burnett	15255 East Coachman Colorado Springs, CO 80908

Said initial Board of Directors shall serve until the first annual meeting of the members or until their successors are duly elected and qualified. The terms of the Board of Directors, including the initial Board of Directors, shall be set forth in the Bylaws of the Association, and the terms of directors may be staggered.

ARTICLE VI
DURATION

The Association shall have perpetual existence.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be at 15180 West Coachman, Colorado Springs, Colorado 80908, and the initial registered agent at such address shall be Philip K. McClain. The registered office and registered agent for the Association may be changed by an affirmative vote of the Board of Directors.

ARTICLE VIII
LIABILITY AND INDEMNITY OF DIRECTORS, OFFICERS AND AGENTS

Each director, officer and agent of the Association, now or hereinafter serving in any such capacity, shall be indemnified by the Association against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted or neglected by him or her in any such capacity, to the fullest extent allowable by the Colorado Non-Profit Corporation Act. the right of indemnification herein provided shall be exclusive of any rights to which any director, officer or agent of the Association may otherwise be entitled by law. No director, officer or agent of the Association shall be personally liable to the Association or its

members, except as otherwise provided by the Colorado Non-Profit Corporation Act and these Articles of Incorporation.

ARTICLE IX
BYLAWS

The members of the Association, at a meeting of the members, shall have the power to make such Bylaws as they may deem proper for the management of the affairs of the Association not inconsistent with the Constitution and statutes of the State of Colorado and these Articles of Incorporation and the Declarations.

ARTICLE X
DISSOLUTION

1. The Association may be dissolved in a manner provided by law with the assent given in writing and signed by the holders of not less than two-thirds (2/3rds) of the votes of the members.

2. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event the public agency refuses dedication of the assets of the Association, then the assets of the Association shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

IN TESTIMONY WHEREOF, the undersigned has hereunto set his hand and seal as Incorporator this 15 day of March, 1995.

Philip K. McClain
Philip K. McClain, Incorporator
15180 West Coachman
Colorado Springs, CO 80908

STATE OF COLORADO)
)ss. 585-24-2981
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 15 day of MARCH, 1995 by Philip K. McClain, Incorporator.

WITNESS MY HAND AND OFFICIAL SEAL.
My commission expires: 5/13/98
[Signature]
NOTARY PUBLIC

CONSENT OF INITIAL REGISTERED AGENT

I hereby consent to serve as the initial registered agent of Pine Cone Acres Homeowners Association, Inc.

Philip K. McClain
Philip K. McClain

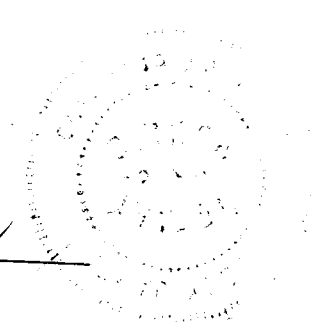
STATE OF COLORADO)
)ss. 585-24-2981
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 15 day of MARCH, 1995 by Philip K. McClain.

WITNESS MY HAND AND OFFICIAL SEAL.

My commission expires: 5/13/98

Ray Jones
NOTARY PUBLIC



Amendment to
Pine Cone Acres Homeowners Association, Inc. (PCAHA)
Articles of Incorporation, Article VII, Registered Office and Agent
(April 20, 2015 Board Meeting Minutes)

When a newly elected Board Member accepts the position of President, he/she also accepts their address and name to be the “Registered Office and Agent” for PCAHA during their term in office.