

NONPROFIT

ARTICLES OF INCORPORATION
OF
COMMON GROUND HOUSING ASSOCIATION, INC.

02-05-91 08:30

911006872 \$10.00

The undersigned natural person of eighteen (18) years of age or more acting as incorporator of a corporation for the purpose of forming a corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act (hereinafter referred to as the "Act") adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the Association (hereinafter referred to as the "Association") is Common Ground Housing Association, Inc.

ARTICLE II
Duration

The Association shall have perpetual existence.

ARTICLE III
Purposes

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

A. To provide an entity for the establishment and construction of a proposed residential condominium project to be located in Aspen, Colorado, to be approved by the Aspen/Pitkin Housing Authority as deed-restricted "affordable" units, and further to do all things necessary and proper to enhance and protect its value, desirability, attractiveness and eligibility for such "affordable" status.

B. To be and to constitute the Association referred to in the Condominium Declaration for the proposed affordable residential condominiums (hereinafter referred to as "Declaration"), this Declaration to be recorded in the office of the County Clerk and Recorder of Pitkin County, Colorado, which Declaration shall establish a plan of condominium ownership for certain real property situate within the City of Aspen, County of Pitkin, Colorado, described within the Declaration (this property hereinafter referred to as "the Condominium"), pursuant to the Colorado Condominium Ownership Act and the City of Aspen Land Use Code.

C. To perform the obligations and duties and to exercise the rights and powers of the Association as set forth in the Membership Agreement and forthcoming Declaration.

D. To purchase or otherwise acquire and own, hold manage, develop, maintain, rehabilitate, improve and sell, lease exchange, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of every kind and

COMP. CH'D. RPM

COMPUTER UPDATE COMPLETE
MRP

RPM

description, whether in connection with or incident or related to the foregoing purposes.

E. To purchase or otherwise acquire and own, hold, manage, maintain, rehabilitate, improve, develop and sell, lease exchange, encumber or otherwise dispose of and deal in personal property in connection with or incident or related to the foregoing purposes.

ARTICLE IV
Powers

In furtherance of its purposes, the Association shall have the following powers:

A. All those powers conferred on non-profit corporations under the Act.

B. All those powers necessary to perform obligations and duties and to exercise the rights and powers of the Association as set forth in the Membership Agreement and Declaration.

C. To do everything necessary, suitable or proper for the accomplishment of any of its non-profit corporation purposes, including but without limitation thereto, the following:

1. To make and collect assessments whether annual, special or otherwise against members for the purpose of defraying the costs, expenses and losses, if any, of the Association.

2. To manage, control, operate, maintain, repair and improve the general common elements of the Condominium project, as defined in the Colorado Condominium Act and the Declaration.

3. To enforce covenants, restrictions or conditions affecting any property of the Association to the extent the Association may be authorized under the Declaration or otherwise.

4. To make and enforce rules and regulations with respect to the use of property owned, managed or maintained by the Association or its members.

5. To engage in activities and endeavors which may now or hereafter be allowed or permitted by law to actively foster, promote and advance the common interests of the Condominium units as described herein.

ARTICLE V
Memberships

A. The Association shall be a membership corporation without certificates or shares of stock. The Association may enter into a Membership Agreement with persons who shall participate in the

planning, design and construction of the Condominium project and who have potential desire to purchase or rent one of the units. Such Membership Agreement shall set forth all rights of members, including, but not limited to voting rights and eligibility for lease of purchase of a Condominium unit. Upon sale of the units, there shall be one membership in the Association for each Condominium unit as defined in the Declaration so existing from time to time. Upon completion of the construction of the Condominium project, and sale of all units, no person or entity other than an owner as defined in the Declaration may be a member of the Association. Each Condominium unit owner shall have voting rights, as set forth in the Declaration and/or Association by-laws on all matters on which members are entitled to vote.

B. The owner or owners of a Condominium unit shall hold and share a membership in the Association in the same proportional interest and by the same type of tenancy as the title to that Condominium unit so owned is held.

C. The Association may suspend any owner's voting rights in the Association during any period or periods with the owner fails to comply with any rules or regulations of the Association or with any other obligation of the owner of the Condominium unit under the Declaration.

D. A membership in the Association and the shares of a member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except appurtenant to transfer of title to a Condominium unit to which the membership pertains, provided, however, that the right of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Condominium unit as further security for a loan secured by a lien on the Condominium unit. A transfer of membership shall occur automatically on transfer of title to the Condominium unit to which the membership pertains, provided, however, that the Bylaws of the Association may contain reasonable provisions and requirements with respect to recording the transfers on the books and records of the Association.

E. Members shall have no preemptive right to purchase other condominium units or the memberships appurtenant thereto, except as may be provided in the Declaration.

F. The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI
Provisions for Regulation of the
Internal Affairs of the Association

1. **Meetings of Shareholders.** Meetings of the members of the

Association may be held at such place, either within or without the State of Colorado, as may be provided in the code of bylaws. In the absence of any such provisions, all meetings shall be held at the registered office of the Association.

2. Meetings of Directors. Meetings of the board of directors of the Association, regular or special, may be held either within or without the State of Colorado, as may be provided in the code of bylaws.

3. Code of Bylaws. The initial code of bylaws of the Association shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors. The bylaws may contain many provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

4. Interest of Directors in Contracts. Any contract or other transaction between the Association and any firm of which one (1) or more of its directors are members or employees or in which they are interested or between the Association and any corporation or association of which one (1) or more of its directors are shareholders, members, directors, officers, employees or in which they are interested shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the Association, which acts on or in reference to such contract or transaction, and notwithstanding his or their participating in such action, if the facts of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

5. Amendments of Articles of Incorporation. The Association reserves the right from time to time to amend, alter, repeal or add any provision to its Articles of Incorporation in the manner prescribed by the Code.

ARTICLE VII

Registered Office and Initial Registered Agent

1. Registered Office. The office and mailing address of the initial registered office of the Association is: c/o McFlynn and Pickett, P.C., 320 W. Main Street, Aspen, CO 81611.

2. Registered Agent. The name of the initial registered agent of the Association at such address is Martha C. Pickett.

ARTICLE VIII
Board of Directors

The business and affairs of the Association shall be managed by a board of directors which shall exercise all powers of the Association except as otherwise provided in the Code or by these Articles of Incorporation.

1. Initial Board of Directors. The initial board of directors shall consist of three (3) members, who may be but need not be residents of the State of Colorado and who shall be the sole shareholders of the Association.

2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Kinsley	0219 Teal Court, Aspen, Colorado 81611
Marlis Aeberli	P.O. Box 3400, Aspen, Colorado 81612
Marcia Goshorn	P.O. Box 2077, Aspen, Colorado 81612

3. Increase or Decrease of Directors. The Association shall have from three (3) to seven (7) directors and may be increased or decreased from time to time by amendment of the code of bylaws; no increase shall have the effect of shortening the term of any incumbent director.

ARTICLE IX
Indemnification

In addition to and in no way limiting the powers of authority now or hereafter conferred on the Association by these Articles of Incorporation, the bylaws of the Association or by the laws of the State of Colorado, the Association shall possess and may exercise all powers of indemnification of directors, officers, employees, agents and other persons and all powers and authority incidental thereto (including without limitation the power and authority to advance expenses and to purchase and maintain insurance with respect thereto) without regard to whether such powers and authority are provided for by the Code. The board of directors of the Association is hereby authorized and empowered on behalf of the Association and without shareholder action to exercise all of the Association's authority and powers of indemnification.

**ARTICLE X
Incorporator**

The name and address of the incorporator shall be:

Martha C. Pickett
320 West Main Street, Suite 1
Aspen, CO 81611

EXECUTED this 31st day of January, 1991.

Martha C. Pickett
Martha C. Pickett
Incorporator



)
) ss.
)

Acknowledged, subscribed and sworn to before me this 31st day of January, 1991.

Witness my hand and official seal.

My commission expires: August 26, 1994

Kristy Murray
Notary Public

commonground\artinc.doc