

**ARTICLES OF INCORPORATION
OF THE
YORKSHIRE COMMONS
TOWNHOME OWNERS ASSOCIATION, INC.**

The undersigned person acting as Incorporator and Registered Agent under the Colorado Revised Non-Profit Act, hereby sign and acknowledges the following Articles of Incorporation for the following Corporation:

ARTICLE I

Name

The name of this Corporation shall be YORKSHIRE COMMONS TOWNHOME OWNERS ASSOCIATION, INC.

ARTICLE II

Duration

The term of existence of this Corporation is perpetual.

ARTICLE III

Purposes

The business, objects and purposes for which the Corporation if formed are as follows:

1. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for the Yorkshire Commons Townhomes and any amendment or supplement thereto (hereinafter called the "Declaration" and the definitions and provisions thereof are incorporated herein by this reference as if set forth at length) which has been or will be recorded in the records of the Clerk and Recorder of the County of El Paso, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and power of the Association.

2. To provide an entity for the furtherance of interests of all the Owners, including the Declarant named in the Declaration, of Lots with the objects of establishing and maintaining Yorkshire Commons Townhomes (the "Community") as a project of quality and value; enhancing and protecting its value, desirability and attractiveness; promoting the health, safety and welfare of the residents of said project and providing for the maintenance, preservation and architectural control of the Lots and Common Area within said Community.

ARTICLE IV

Powers

In furtherance of its purposes, this Corporation shall have all of the powers conferred upon non-profit corporations by the statutes and common law of the State of Colorado in effect from time to time, shall have all rights and powers conferred upon owners' associations by the Colorado Common Interest Ownership Act, as now or hereafter enacted, and shall have all the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration which shall include, but shall not be limited to, the following, which shall be subject to the limitations, requirements, restrictions, and provisions of the Declaration:

- (a) To fix, levy, collect and enforce by any lawful means, all charges, fines, liens, or assessments pursuant to the terms of the Declaration or as allowed by law or statute; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation, taxes or governmental charges levied or imposed against the Association or its Property;
- (b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation, subject to C.R.S. 38-33.3-312.
- (c) To borrow money, and, subject C.R.S. 38-33.3-312, to mortgage, pledge, deed in trust, or hypothecate and or all its real or personal property as security for money borrowed or debts incurred;
- (d) To dedicate, convey, sell or transfer subject to C.R.S. 38-33.3-312 all or any part of the Common Area;
- (e) To participate in mergers, subject to C.R.S. 38-33.3-221 and consolidations with other non-profit corporations organized for the same purposes, and to annex additional residential property and Common Area as provided in the Declaration;
- (f) To manage, control, operate, maintain, repair and improve the Community;
- (g) To enforce the covenants, restrictions and conditions contained in the Declaration as provided therein and to have all rights, powers, duties, and interests of the Association under the Declaration;
- (h) To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots, including the interest of the Declarant during its marketing of the Community;

(i) To enter into, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purposes of this Corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private, subject to the requirements of the Declaration and C.R.S. 38-33.3-305; and

(j) To adopt, alter and amend or repeal such Bylaws and Rules as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however that such Bylaws and Rules may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

ARTICLE V Membership

1. This Corporation shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration and Bylaws, every person or entity, who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. A membership in this Corporation and the share of a Member in the assets of this Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed or trust or other security instrument on a Lot as further security for a loan secured by a lien on such Lot; foreclosure of a membership interest shall not be considered a purchase of such interest under C.R.S. 7-126-303.

3. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains; provided however, that the Bylaws of this Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this Corporation.

4. This Corporation may suspend the voting rights of a Member for failure to comply with rules and regulations or the Bylaws of the Corporation or with any other obligations of the Owners of a Lot under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Corporation which shall also subject them to the remedies set forth in the Declaration or as provided by law or statute. Cumulative voting is prohibited.

5. The Bylaws may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members; provided however, the provisions of these Articles of Incorporation and the Bylaws shall be subject to the covenants, terms, and provisions of the Declaration which shall control in the event of any conflict, and the provisions of these Articles of Incorporation shall control over any conflicting provision in the Bylaws.

ARTICLE VI

Voting Rights

1. Each Lot shall have the voting rights based upon the Owner's Proportionate Interest as set forth in the Declaration, and the affirmative vote of a majority based upon all Owners' Proportionate Interests shall be required for decisions and action by the Corporation, unless otherwise provided herein or in the Association's Declaration or Bylaws. If only one of the multiple Owners of a Lot is present at a meeting of the Corporation, such Owner is entitled to cast the vote allocated to that Lot. Alternatively, if more than one person holds an interest in a Lot, they may appoint one of their co-owners as proxy to cast the vote for that Lot. The vote for such Lot shall be cast as the Owners holding a majority interest in thereof agree, but in no event shall they cast more than the Proportionate Interest allocated to that Lot on any one question. If such Owners of such Lot cannot agree as to the manner in which their vote shall be cast when called upon to vote, then they will be treated as having abstained; during any such period, each Owner shall retain all other rights and obligations of membership in the Corporation.

2. Notwithstanding any provision of these Articles or the Bylaws to the contrary, the Owners, by a vote of Members holding a least sixty-seven percent (67%) of the Proportionate Interests present and entitled to vote at any meeting of the Owners at which a quorum is present, may remove any member of the Board with or without cause, other than a member appointed by the Declarant.

ARTICLE VII

Board of Directors

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors, and thereafter the specific number shall be set forth as provided in the Bylaws of the Corporation, but shall not exceed nine (9) Directors. Except for Directors appointed by the Declarant, Directors shall be Owners as defined in the Declaration. The Declarant has reserved the right to appoint the Directors during the Period of Declarant Control as set forth in the Declaration.

2. The names and addresses of the member of the initial Board of Directors who shall serve until the first annual meeting as provided in the Bylaws and until their successors are duly elected and qualified are as follows:

James R. Howery
101 N. Cascade Ave. Ste. 200
Colorado Springs, CO 80903

James Buller
31 N. Tejon St. Ste 500
Colorado Springs, CO 80903

Raymond O'Sullivan
31 N. Tejon St. Ste. 500
Colorado Springs, CO 80903

3. Directors shall be elected, replaced and removed and vacancies of the Board of Directors shall be filled in the manner and for the terms as provided in the Declaration and the Bylaws.

ARTICLE VIII

Officers

The Board of Directors may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the Corporation. The Officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE IX

Dissolution, Merger or Consolidation

The Corporation may be dissolved, merged or consolidated as provided by C.R.S. 38-33.3-221 and the Colorado Revised Non-Profit Corporation Act, but subject to the provisions of the Declaration. Upon dissolution of the Corporation other than incident to a merger or consolidation, the assets of the Corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration. In the event, the assets may be granted, conveyed and assigned to any public agency, non-profit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Corporation was created.

ARTICLE X

Initial Registered Office and Agent and Address of Initial Principal Office

The initial registered office and initial principal office of the Corporation shall be 101 N. Cascade Ave., Ste. 200, Colorado Springs, El Paso County, Colorado, 80903. The initial registered agent shall be James Buller whose address is the same as the initial registered office.

ARTICLE XI

Amendment

Amendments to these Articles of Corporation shall require the approval, at a meeting duly called under the Bylaws, of Members holding at least sixty-seven percent (67%) of the Proportionate Interests as defined in the Declaration, provided however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration and provided further, the Declarant has reserved the rights of amendment as set forth in the Declaration.

ARTICLE XII

Nonprofit Purposes

The Corporation is formed under the Colorado Revised Non-Profit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Community as provided in the Declaration. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Community as provided in the Declaration and is intended to qualify as an "owners association" under applicable provisions of the United States Internal Revenue Code. Unless the Board of Directors determines otherwise, the Corporation shall receive only such income and make only such expenditures as will enable it to maintain such status.

ARTICLE XIII

Incorporator

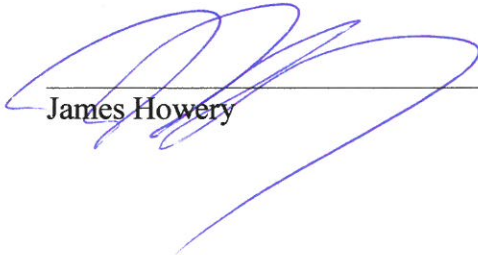
The Incorporator of the Corporation is James Howery, whose address is 101 N. Cascade Ave., Ste 200, Colorado Springs, El Paso County, Colorado, 80903.

ARTICLE XIV

NON-LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation, now or hereinafter serving in any capacity, shall be indemnified by the Corporation 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 law and statute, including without limitation, the Colorado Revised Nonprofit Corporation Act. The right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage. No Director or Officer shall be personally liable to the Corporation or its members except as otherwise provided by the Colorado Revised Nonprofit Corporation Act.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Colorado, the undersigned, constituting the Incorporator and Initial Registered Agent of this Association, has executed these Articles of Incorporation this 15th day of March 2017. The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is the above-named Incorporator.

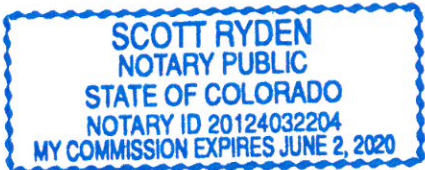

James Howery


STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was signed and acknowledged before me this 15th day of March, 2017, by James Howery, as Incorporator and Registered Agent of the above-described Corporation.

WITNESS my hand and official seal.

SEAL




NOTARY PUBLIC
Address: 102 N. Cascade
Colorado Sprngs, CO. 80903
My commission expires: 6/22/20