

**ARTICLES OF INCORPORATION
OF
PINECLIFF HOME OWNERS ASSOCIATION, INC.**

The undersigned incorporators hereby create a nonprofit corporation under the provisions of the Colorado Nonprofit Corporation Act with the following constituting its Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be PINECLIFF HOME OWNERS ASSOCIATION, INC.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purposes and Powers

Section 1. In General. To have as its primary purpose the creation and encouragement of an environment designed to enhance the quality of life for members of that Association and their families. To carry out this objective the association will take necessary steps, on a nonpartisan basis, to protect members property rights, and to encourage the beautification and orderly and planned development of Pinecliff.

Section 2. Ancillary Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth, and to do all other things incidental thereto or connected therewith which further these purposes not in violation of the laws of the State of Colorado or these Articles of Incorporation.

Section 3. Statutory Powers. Subject to any specific limitations or restrictions imposed by these Articles of Incorporation, this Association shall have and exercise all of the powers provided by the Colorado Nonprofit Corporation Act.

ARTICLE IV - Membership

Membership in the corporation shall be extended to all landowners and residents in the Pinecliff area as set out in the By-Laws or as otherwise determined by the voting members. Voting privileges shall be limited as specified in the By-Laws.

ARTICLE V - Dues and Fees

An initial membership assessment fee and annual dues will be as determined by the By-Laws of this corporation. All fees and dues shall be set forth in the By-Laws of the corporation.

ARTICLE VI - Board of Directors

The affairs of this association shall be under the control and management of a Board of Directors of a minimum of five (5). The number of directors and their method of election shall be set out in the By-Laws of the corporation, but in no event shall exceed 15 in number. At its first annual meeting, which was held on 12 January 1984, the following eight persons were elected by the Pinecliff Home Owner's Association members to serve as their Board of Directors:

Jane Titus	Hatcher Graham
Lois Chance	Jim Beesley
Lou Ellen Meanwell	Bill Poage
Quinten Kelso	Kent Miller

ARTICLE VII - By-Laws

The By-Laws may be altered, amended or repealed by a majority vote of the members present at an annual or a special meeting.

ARTICLE VIII - Registered Office and Agent

The initial Registered Office of this corporation in the State of Colorado shall be 5040 Cliff Point Circle East, Colorado Springs, Colorado 80907. The initial Registered Agent at this address shall be Jane Titus.

ARTICLE IX - Committees

It shall be within the powers of the Board of Directors to delegate its authority over certain matters within its jurisdiction to one or more committees which will include one or more members of the Board of Directors.

ARTICLE X - Restrictions Upon the Powers of Members and Others

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

2. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. No part of the assets of the corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence the election of a candidate.

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Amendment

ARTICLE III - Purposes and Powers

Section 1. In General. To have as its primary purpose the creation and encouragement of an environment designed to enhance the quality of life for the people in the community. The community shall be defined as the geographical unit defined in the City of Colorado Springs Planning Department Pinecliff Master Plan. To carry out this objective the association will take necessary steps, on a nonpartisan basis, to protect members property rights, and to encourage the beautification and orderly and planned development of Pinecliff.

Robert J. Carbone September 27, 1990
President, Pinecliff Homeowners Assoc. Date

Barbara Jacobs Sept. 27, 1990
Secretary, Pinecliff Homeowners Assoc. Date