

**ARTICLES OF INCORPORATION
OF WILD VIEW AT LITTLE GAYNOR LAKE
HOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator, being a natural person of the age of 18 years or more, and desiring to form a non-profit corporation under the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of Colorado these Articles of Incorporation, consistent with the provisions of the Colorado Non-profit Corporation Act, Articles 20-29, Title 7, Colorado Revised Statutes (1973), as amended.

ARTICLE I

Name

-

The name of the Non-profit Corporation shall be:

WILD VIEW AT LITTLE GAYNOR LAKE
HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

Period of Duration

This corporation shall exist in perpetuity from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Colorado unless dissolved according to law.

ARTICLE III

Purposes

The purpose of this Corporation shall be the transaction of all lawful business of which nonprofit corporations may be incorporated pursuant to the Colorado Code. This shall include, without limitation, the operation and management of the Common Interest Community (CIC), as defined under the Colorado Common Interest Ownership Act (CIOA) of 1992 and as amended, for that community generally known as Wild View at Little Gaynor Lake located in unincorporated Boulder County, State of Colorado; and for the promotion of the health, safety, welfare and common benefit of the residents of the CIC. The Corporation or "Association" (HOA) shall also

be the Association to which reference is made in the Covenants declared by Lesley J. Murakami as recorded in the office of the Clerk and Recorder of Boulder County, Colorado at Reception #01407781 dated 03/22/94 and those Amended Declaration of Covenants for this CIC as may be recorded after date of incorporation of the HOA.

ARTICLE IV

Membership and Voting Rights

(A) Membership. A "member" means every individual or entity who is a record owner of a fee or individual fee interest in any portion of Lots 1 through 48 of Hillcrest Heights, Replat S, recording to the Plat recorded September 22, 1993 at Reception #1339912 in the office of the Clerk and Recorder for Boulder County, Colorado, including Declarant Murakami or his designated successor corporate entity and contract sellers, but not including contract purchasers. When more than one person holds an interest in any Lot, all such persons shall be members; however, for purposes of a quorum, they shall be treated as a single member. The votes for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast (excepting the Class B Member) with respect to any one Lot. The membership rights are appurtenant to and may not be separated from any Lot, which Lot is subject to assessment.

(B) Voting Rights. The Corporation or "Association" shall [consist of] two (2) classes of membership:

(i) Class A. Class A Members shall be all Owners, except the Declarant, and shall be entitled to one vote for each Lot owned.

(ii) Class B. The Class B Member shall be the Declarant which is defined as Murakami or his designated successor corporate entity. The Class B Member shall be entitled to four votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership at such time as the Class B member voluntarily converts his Class B membership to Class A membership in the, Association or ceases to own any Lots.

ARTICLE V

Board of Directors

The general management of the business and affairs of the Corporation shall be exercised by a Board of Directors consisting of an odd number of individuals of not less than three (3) nor more than seven (7) members, as may be specified from time to time by the By-Laws. It is intended that there will be initially three directors. The initial Board of Directors shall serve until the first Annual Meeting of the members of the HOA at which their successors are elected. In the event of death or resignation of an initial Director, the remaining initial Directors shall select a

successor. Notwithstanding the foregoing or the By-Laws, so long as Declarant as previously defined shall be an Owner of one or more Lots within the CIC, a representative of Declarant shall remain as a Board member and have the exclusive right of designation, appointment and removal of Board members; or Declarant may waive his right to exercise this reservation of authority in writing.

ARTICLE VI

Rights of Directors and Officers to Contract With Corporation

So long as an interest is known or disclosed to the Board in advance of a transaction: (1) Any of the directors, officers, or members of this Corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor shall any firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily interested in any manner be so disqualified. (2) No director, nor officer, nor any firm, association, or corporation with which he is connected as aforesaid, shall be liable to account to his Corporation or its members for any profit realized by him, from or through any such transaction or contract, it being the express purpose and intent of this Article to permit this Corporation to buy from, sell to, or otherwise deal with partnerships, firms, or corporations of which the directors and officers of this Corporation or any one of them, may be members, directors, or officers, or in which they or any of them may have pecuniary interests; and, the contracts of this Corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. (3) Directors of this Corporation may be counted for a quorum of the Board of Directors of this Corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting; and, any action taken at such a meeting with reference to such matters by a majority of the disinterested directors shall not be void or voidable by this Corporation in the absence of fraud.

ARTICLE VII

Indemnification

(A) To the fullest extent provided by Colorado law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an incorporator, director, officer, employee, fiduciary, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action or proceeding if he acted in good faith and in a manner he reasonably believed

to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, and had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) To the fullest extent provided by Colorado law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an incorporator, director, officer, employee, fiduciary, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or another enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

(C) To the extent that an incorporator, director, officer, employee, fiduciary, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subparagraphs (A) or (S) of this Article VI, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

(D) Any indemnification under subparagraphs (A) or (B) of this Article VIII (unless ordered by a court), and as distinguished from subparagraph (C) of this Article, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the incorporator, director, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraph (A) or (B) above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by majority vote of a quorum of shareholders in person or by proxy.

(E) Expenses incurred in defending a civil or criminal action suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in

the specific case upon receipt of an undertaking or by or on behalf of the director, officer, employee, fiduciary, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

(F) The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, majority vote of each class of members or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be an incorporator, director, officer, employee, fiduciary, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person. Furthermore, the corporation does affirmatively agree to limit or eliminate the personal liability of a director to the Corporation or to each class of its members for monetary damages for breach of fiduciary duty as a director, subject to those limitations set forth in C.R.S. § 7-108-402(1) or as may be amended hereafter. Additionally, as set forth in C.R.S. 7-108-402(2) or as may be amended, no officer or director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer or director was personally involved in the situation giving rise to the litigation or unless such officer or director committed a criminal offense.

(G) To the extent it has not be set forth herein, this Corporation, which incorporates C.R.S. § 7-22-101.5 by reference, intends to recognize these rights and protections for its officers, directors, employees and agents as is provided for in Article 109 of Title 7 of the Colorado Revised Statutes (1973) as amended.

ARTICLE VII

Registered Office and Registered Agent

The address of the initial Registered Office of this Corporation is One Norwest Center, 1700 Lincoln Street, Suite 3901, Denver, Colorado 80203; and, the initial Registered Agent at such address is Glenn W. Hagen. Either the Registered Office or the Registered Agent may be changed in the manner permitted by law. By signature appearing hereinbelow, Glenn W. Hagen does accept the designation as Registered Agent:

November 14, 1994

(signed) Glenn W. Hagen

Registered Agent

ARTICLE IX

Initial Board of Directors

The initial Board of Directors of the Corporation, pursuant to Article V shall consist of three directors; and, the names and addresses of the persons who shall serve as directors until the first Annual Meeting of Members or until their successors are elected and shall qualify are as follows:

L. Jonah Murakami
P.O. Box 19439
Boulder, Colorado 80308-2439

Marvin Davis
P.O. Box 19439
Boulder, Colorado 80308-2439

Jon B. Murakami
P.O. Box 19439
Boulder, Colorado 80308-2439

ARTICLE X

Incorporator

The name and address of the Incorporator is:

Glenn W. Hagen
One Norwest Center, Suite 3901
1700 Lincoln Street
Denver, Colorado 80203

ARTICLE XI

Business Address

The business address for Wild View at Little Gaynor Lake Homeowners Association, Inc. shall be:

7784 Crestview Lane
Longmont, Colorado 80501

IN WITNESS WHEREOF, the above named Incorporator has signed these Articles of Incorporation for WILD VIEW AT LITTLE GAYNOR LAKE HOMEOWNERS ASSOCIATION, INC. this 14th day of November 1994.

(signed) Glenn W. Hagen, Incorporator

STATE OF COLORADO) Ss. CITY & COUNTY OF DENVER

I the undersigned, a Notary Public, hereby certify that on the 14th day of November, 1994, personally appeared before me Glenn W. Hagen, who, being first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

WITNESS my hand and official seal:

My Commission Expires: 1/14/98

Notary Public