

CERTIFICATE OF INCORPORATION
OF
APPLEWOOD VALLEY ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all citizens and residents of the County of Jefferson and State of Colorado, being desirous of associating ourselves together to establish a corporation not for profit but for the community objects and purposes hereinafter stated, do hereby certify that we have this date associated ourselves together for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Colorado and in accordance therewith do execute, sign and acknowledge this certificate of our organization as such body corporate.

I.

NAME

The name of this corporation shall be APPLEWOOD VALLEY ASSOCIATION, INC.

II.

DURATION

The period of existence and the duration of the life of this corporation shall be perpetual unless sooner dissolved as by law provided.

III.

OFFICE

The principal office of this corporation shall be in the County of Jefferson, State of Colorado.

IV.

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed are as follows:

1. To promote the general welfare of its members in

all community problems relating to health, education, recreation, safety, shopping facilities, zoning regulations, housing facilities, utility, sanitation, road and transportation services or facilities, and such other community matters that may be brought to its attention by the members; to promote the physical and moral well-being of its members and to foster good will and social relations in the community.

2. In the advancement of the foregoing objects and purposes, to organize, promote, support or participate in such community activities necessary or convenient thereto.

3. In the advancement of the foregoing objects and purposes, to own, lease, operate, conduct or maintain such community buildings, centers, utilities, recreation facilities and equipment necessary or convenient thereto.

4. To accept contributions for the advancement of its objects and purposes and to make charitable contributions and in general to exercise any and all powers and engage in any and all activities as may be permitted under Colorado Revised Statutes 1953, Chapter 31, Article 20, or any other law now existing or hereafter enacted.

V.

MEMBERSHIP

The association, being a corporation not for profit, no stock shall be authorized or issued, but membership in the association shall be open to any person owning and residing on real property within a subdivision, any portion of which is within one mile of any shore point of Maple Grove Reservoir, Jefferson County, Colorado, except that when such real property is owned jointly no more than two of such joint owners may be members simultaneously; persons so qualifying for membership may become members of the association by the payment of such annual dues as the Board of Directors in the association's by-laws shall from time to time determine, and membership shall be evidenced by receipt of dues paid, by membership card or by the records of the Membership Vice President of the association. All members shall be entitled to equal rights and privileges, including voting rights.

VI.

DIRECTORS

The business and affairs of this corporation shall be managed and controlled by a board of not less than five (5) nor more

thirteen (13) directors, all of whom shall be members of the association as hereinabove set forth, and all of whom shall be elected at the regular annual membership meetings by the general membership for two year terms.

At all times a majority of the directors shall be elected from the membership residing in the charter area as hereinbelow set forth, and all other directors shall be elected from the general membership of the association; the Board of Directors shall fill vacancies consistent herewith.

The charter area is defined as including the following residential subdivisions in Jefferson County, Colorado:

Applewood Hills	Prospect View Acres
Applewood Heights	Vista Heights
Applewood Manor	Trinda
Applewood Glen	Trinda Vista Heights
Applewood Valley	Brown Lee Subdivision
Applewood View	Summit View
Carmel Heights	Miles View Subdivision
Jefferson Hills	Shulander Subdivision
Prospect Acres	Rolott Subdivision

or any additional or subsequent filing in Section 32, Township 3 South, Range 69 West of the 6th P.M. as may be approved as a charter area by the membership.

The names and addresses of the members who are hereby designated as the Board of Directors of this association, to serve until the first annual membership meeting or until their successors are duly elected and qualified are:

William G. Purdy, 12425 W. 19th Place, Denver 15, Colo.
Myron D. Tollefson, 1906 Taft Drive, Denver 15, Colorado
Willett R. Edmonson, 11840 Carmel Drive, Denver 15, Colo.
H. P. Campbell, 12384 W 20th Ave., Denver 15, Colorado
Edward Ramey, 1955 Applewood Drive, Denver 15, Colorado.

VII.

POWERS

The members shall have and exercise the power to elect directors, the power to amend the certificate of incorporation and the power to merge or consolidate with other domestic non profit corporations, and such other powers as are specifically provided by

law; and the Board of Directors shall have and by majority vote of the whole Board exercise all other powers, rights, duties, privileges, functions and authority which by law the corporation possesses, including specifically the authority to enter into contracts in relation to the corporate business, to acquire and dispose of real, personal or mixed property interests, to adopt and alter by-laws, to determine qualifications of members and qualifications of directors; to adopt plans for such mergers or consolidations as the membership shall have approved, to convey or encumber all or any part of the corporate property under instruments of conveyance or encumbrance executed by the President or Vice President and the Secretary of the corporation, and the authority upon proper dissolution to pay all corporate debts and make dividend or distribution of the property of the corporation.

VIII.

OFFICERS

The officers of this corporation shall consist of a President, a Vice President, a Membership Vice President, a Secretary and a Treasurer, all of whom shall be elected from and by the Board of Directors by majority vote.

IX.

REGISTERED AGENT

Until otherwise declared as by law required, the name of the registered agent of this corporation upon whom process may be served is: George F. Barbary, 1125 First National Bank Building, Denver 2, Colorado.

X.

ANNUAL MEETING

The annual membership meeting of the corporation shall be on the third Tuesday of September, 1959 and annually thereafter at such time and place within the County of Jefferson, State of

Colorado, as the Board of Directors shall from time to time determine in the by-laws; the Membership Vice President shall keep an accurate record of the membership and the books shall be closed for voting purposes five days prior to any annual or special meeting; the members of record at such time shall have voting rights.

XI.

AMENDMENT OF CERTIFICATE

The Certificate of Incorporation of this association may be amended at any annual or special meeting of the membership by a vote of three-fourths of the entire general membership therefor.

XII.

INCORPORATORS

The names and places of residence of the incorporating members are as follows:

- William G. Purdy, 12425 N. 19th Place, Denver 15, Colo.
- Myron D. Tollefson, 1906 Taft Drive, Denver 15, Colorado
- Willett R. Edmonson, 11840 Carmel Drive, Denver 15, Colo.
- H. P. Campbell, 12384 W 20th Ave., Denver 15, Colorado
- Edward Ramey, 1965 Applewood Drive, Denver 15, Colorado

IN WITNESS WHEREOF, we have hereunto subscribed our names this 18th day of June, 1959.

William G. Purdy
William G. Purdy

Myron D. Tollefson
Myron D. Tollefson

Willett R. Edmonson
Willett R. Edmonson

H. P. Campbell
H. P. Campbell

Edward Ramey
Edward Ramey

State of Colorado :
County of Jefferson : ss:

I, Ernest W. Borsary, a Notary Public in and for the

said County and State, do hereby certify that William G. Purdy, Myron D. Tollefson, Willett R. Edmonson, H. P. Campbell and Edward Ramey, all personally known to me to be the persons whose names are subscribed to the annexed and foregoing Certificate of Incorporation, appeared before me this day in person and acknowledged that they executed, signed and sealed said instrument of writing as their free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal this 18th day of June 1959. My commission expires: My Commission expires January 23, 1961



Edna W. Barbary
Notary Public

143851

CERTIFICATE OF INCORPORATION

APPLEWOOD VALLEY ASSOCIATION, INC.

DOMESTIC

NOT FOR PROFIT

FILED in the office of the Secretary of
State, of the State of Colorado, on the
18th day of June A.D. 19 59

GEORGE J. BAKER

Secretary of State

Filing Clerk Crouter Fees \$5.00

Old Age Pension Fund.....

RECORDED

ROLL 18 PAGE 1477

015

- 017

7 5 5 5 1 2 1 0 0 0 0 0 0

This document has been inspected
and properly entered on the Re-
cords of The Flat Tax Department.

Date May 2, 1968
Schmidler Clerk

OK
S
M

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, OF

Applewood Valley Association, Inc.

To The Secretary of State of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, organized under the laws of the State of Colorado, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Applewood Valley Association, Inc.

Second: The address of its previous REGISTERED OFFICE was 1125 First National Bank Building, Denver, Colorado 80202

Third: The address to which its REGISTERED OFFICE is to be changed is 12765 West 19th Place, Lakewood, Colorado 80215

Fourth: The name of its previous REGISTERED AGENT was George F. Barbary

Fifth: The name of its successor REGISTERED AGENT is Max Getta

Sixth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Seventh: The address of its place of business in Colorado is 12765 West 19th Place, Lakewood, Colorado 80215

Dated April 21, 1971

Applewood Valley Association, Inc. (Note 1) By Gordon M. Wendler (Note 2) President

STATE OF Colorado County of Jefferson

Before me, Martha C. Stocker, a Notary Public in and for the said County and State, personally appeared Gordon M. Wendler who acknowledged before me that he is the President of Applewood Valley Association, Inc., a Colorado corporation, that he signed the foregoing, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal this 21st day of April, 1971

My commission expires Aug 21, 1971

Martha C. Stocker Notary Public