

**ATTACHMENT TO ARTICLES OF INCORPORATION OF
SPRING CANYON HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I

Purposes

The business, objectives and purposes for which the Corporation, sometimes referred to as "Association," is formed are as follows:

(a) To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions of Springs Canyon Townhomes ("Declaration"), and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration.

(b) To provide an entity for the furtherance of the interests of all of the Owners, including the Declarant named in the Declaration.

ARTICLE II

Powers

The furtherance if its purposes, this Corporation shall have all of the powers conferred upon a non-profit corporations by the statutes and common law of the State of Colorado in effect from time to time, and shall have all of 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:

(a) To fix, levy collect and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Bylaws; 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 all licenses, 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 Association;

(c) To borrow money and, with the assent of three-fifths (3/5) of the Members, to mortgage, pledge, or grant security in the Corporation's property for money of borrowed or debts incurred;

(d) To manage, control, operate, maintain, repair and improve the Common Area or Common Elements;

(e) To enforce the covenants, restrictions and conditions contained in the Declaration;

(f) To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this Association, with or in association with any person, firm, association, corporation or other entity or agency, public or private; and

(g) To adopt, alter, and amend or repeal the Declaration as may be necessary or desirable for the proper management of the affairs of the Association provided that such alteration, amendment or repeal is performed in accordance with the Declaration.

ARTICLE III

Membership

(a) 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 assessment under 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.

(b) 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 a Lot which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a Lot as further security for a loan secured by a lien on such Lot.

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

(d) This Corporation may suspend the voting rights of a Member for failure to comply with rules and regulations or the Declaration or Bylaws of the Association or with any other obligations of the Owners of a Lot. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligation to the Association. Cumulative voting is prohibited.

(e) The Declaration and/or Bylaws may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members.

ARTICLE IV

Voting Rights

Each Owner of a Lot shall be entitled to one vote.

ARTICLE V

Board of Directors

(a) 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 one (1) Director, whose name and address is shown below. Upon the expiration of the Period of Declarant Control, the Board of Directors shall consist of at least one (1) and no more than five (5) Owners. A change in the number of Directors may be made by amendment to the Declaration or Bylaws of the Corporation. Directors shall be Owners as defined in the Declaration.

(b) The names and addresses of the initial Board of Directors who shall serve until the first annual meeting and until his successors are duly appointed, elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rod Combest	3510 Windjammer Drive Colorado Springs, CO 80920

(c) The Bylaws of the Corporation shall set forth the terms of office and the procedures for election, removal and filling of vacancies in the Board of Directors.

ARTICLE VI

Amendment

Amendments to these Article of Incorporation shall require the assent of at least three-fifths (3/5) of the Members.

ARTICLE VII

Dissolution, Merger or Consolidation

The Corporation may be dissolved, merged or consolidated with the assent given in writing and signed by not less than three-fifths (3/5) of the First Mortgagees as defined in 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 or Bylaws. In such 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.