

8. Registered agent mailing address:
 (if different from above)

(City) (State) (Postal/Zip Code)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual):

	Hardaway	Richard	A	
	(Last)	(First)	(Middle)	(Suffix)

OR (if a business organization):

633 17th Street

(Street name and number or Post Office Box information)

Suite 2200

Denver	CO	80202	
(City)	(State)	(Postal/Zip Code)	

(Province – if applicable) (Country – if not US)

(if an individual)

(Last)	(First)	(Middle)	(Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City)	(State)	(Postal/Zip Code)	

(Province – if applicable) (Country – if not US)

(if an individual)

(Last)	(First)	(Middle)	(Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

- 12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
- 13. The corporation will OR will not have voting members.
- 14. A description of the distribution of assets upon dissolution is attached.
- 15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

- 16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Hardaway	Richard	A	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
633 17th Street			
<i>(Street name and number or Post Office Box information)</i>			
Suite 2200			
Denver	CO	80202	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
<i>(Province - if applicable)</i>		<i>(Country - if not US)</i>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

ARTICLES OF INCORPORATION
OF
TOLLGATE CROSSING HOMEOWNERS ASSOCIATION, INC.,
a Colorado nonprofit corporation

Pursuant to Colorado Revised Statutes § 7-122-102 the individual named below causes these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

ARTICLE 1
NAME

The name of the corporation is Tollgate Crossing Homeowners Association, Inc., (the "Association").

ARTICLE 2
PERIOD OF DURATION

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

ARTICLE 3
PURPOSES OF THE ASSOCIATION

The Association shall exist (a) to provide for the operation, administration, use, and maintenance of certain common areas and other property more fully described under Declaration of Covenants, Conditions, and Restrictions for Tollgate Crossing to be recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado, as amended or supplemented from time to time (the "Declaration"); (b) to preserve, protect, and enhance the values and amenities of such property; and (c) to promote the health, safety, and welfare of the members of the Association.

ARTICLE 4
DEFINITIONS

Unless otherwise specified, capitalized terms used in these Articles of Incorporation shall have the same meanings as such terms have in the Declaration.

ARTICLE 5
POWERS

In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado and as more

particularly granted by the Colorado Nonprofit Corporations Act (the "Act"), the Colorado Common Interest Ownership Act, and the Declaration.

ARTICLE 6 LIMITATION OF LIABILITY

No director shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a manager, except to the extent such exemption from liability is prohibited by Colorado law. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a manager with respect to any act or omission occurring prior to such repeal or modification.

No director or officer of the Association shall be personally liable for any injury to person(s) or property arising out of a tort committed by an employee of the Association except to the extent such exemption from liability is prohibited under Colorado law.

ARTICLE 7 INDEMNIFICATION

The Association shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, employee, fiduciary, or agent of the Association against any claim, liability, and expense asserted against or incurred by such person made a party to a proceeding, because he or she was a director, officer, employee, fiduciary, or agent of the Association. The Association shall have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification. Such indemnification shall not extend, in any event, to any act or omission occurring prior to the date of incorporation of the Association.

Whenever such a person seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending, or completed proceeding in which the person is a party by virtue of his or her position in any of the above-referenced capacities, the Association shall proceed diligently and in good faith to make a determination in the manner permitted in the Act, of whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the person to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Act.

This Article shall not be interpreted to limit any indemnification the Association may be required to pay pursuant to the Act, any court order, or any contract, resolution, or any other commitment that is legally valid.

ARTICLE 8
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution, the assets of the Association will be distributed to the Owners in accordance with the Colorado Common Interest Ownership Act, codified as amended, at Colorado Revised Statutes § 38-33.3-218.

ARTICLE 9
VOTING MEMBERS

The Association shall have voting members. Cumulative voting shall not be permitted.

ARTICLE 10
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association is c/o Continental Homes, 7600 E. Orchard Road, Suite 165-S, Englewood, Colorado 80111. The initial registered agent at such office is David Boten.

ARTICLE 11
INITIAL EXECUTIVE BOARD/PRINCIPAL OFFICE

The number of directors of the Association shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the Executive Board, provided that the number of directors shall be an odd number. The number of directors constituting the initial Executive Board shall be three. The name of the persons who shall serve until the first annual meeting of the members of the Association or until their successors are duly elected and qualified and the principal office address of the Association are listed as follows:

Initial Directors: David Boten, Matt Lamm, John Grevillius

Principal Office: 7600 E. Orchard Road, Suite 165-S, Englewood, Colorado 80111

ARTICLE 12
INCORPORATOR

The name and address of the incorporator is Richard A. Hardaway, 633 Seventeenth Street, Suite 2200, Denver, Colorado 80202. The incorporator is a natural person of the age of 18 years or more.

ARTICLE 13
FILING

The name and address of the individual who causes 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:

Richard A. Hardaway
Isaacson, Rosenbaum, Woods & Levy, P.C.
633 Seventeenth Street, Suite 2200
Denver, Colorado 80202
303-292-5656