

**ARTICLES OF INCORPORATION
OF
CAPITOL + GRAND OWNERS ASSOCIATION, INC.**

The undersigned, in compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, hereby signs, acknowledges and delivers these Articles of Incorporation to the Secretary of State of Colorado for the purpose of forming a nonprofit corporation.

ARTICLE 1. NAME

The name of the corporation is Capitol + Grand Owners Association, Inc. (the “**Association**”).

ARTICLE 2. DEFINITIONS

The definitions set forth in the Declaration of Covenants, Conditions and Restrictions for Capitol + Grand shall apply to all capitalized terms herein, unless otherwise defined herein.

ARTICLE 3. PRINCIPAL OFFICE

The principal office of the Association is [INSERT PRINCIPAL OFFICE ADDRESS]. The principal office of the Association may be changed from time to time by action of the Board of Directors of the Association.

ARTICLE 4. REGISTERED AGENT

The registered agent of the Association is [INSERT NAME OF REGISTERED AGENT], at the registered address of [INSERT REGISTERED AGENT ADDRESS]. The registered agent and office of the Association may change from time to time by action of the Board of Directors of the Association.

ARTICLE 5. PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall be a nonprofit corporation, without shares of stock. The purposes for which the Association is formed are as follows:

(a) To operate and manage the Property in accordance with the Declaration, the Bylaws, and any rules and regulations promulgated by the Association, for the purpose of enhancing and preserving the value of the Property;

(b) To perform all acts and services and to exercise all powers and duties for the Association in accordance with the terms of the Colorado Common Interest Ownership Act (the “Act”), the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Act”) and the Declaration.

(c) To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the Property; and

(d) To do any and all permitted acts suitable or incidental to any of the foregoing purposes to the fullest extent permitted by law, and to do any and all acts that, in the opinion of the Board of Directors of the Association, will promote the common benefit of the occupants, residents and Owners of the Property, and which may be necessary or desirable to promote the health, safety and welfare of the occupants, residents and Owners of the Property.

ARTICLE 6. MEMBERSHIP

The Association shall have voting Members. Any Person who holds title to a Unit in the Property shall be a “Member” of the Association. There shall be one membership for each Unit owned within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Unit. A transfer of membership shall occur automatically upon the transfer of title to the Unit to which the membership pertains. The authorized number and qualifications of Members of the Association, the voting rights and other rights, privileges and obligations of Members shall be as set forth in the Declaration and/or Bylaws of the Association.

ARTICLE 7. BOARD OF DIRECTORS

(a) The affairs of the Association shall be managed by a Board of Directors of three (3) to five (5) directors, as more fully set forth in the Bylaws.

(b) The names and addresses of the initial members of the Board of Directors, who shall serve until their successors are appointed or elected as provided in the Declaration and the Bylaws, are as follows:

[INSERT NAMES OF INITIAL DIRECTORS]

ARTICLE 8. LIMITATION OF LIABILITY

There shall be no personal liability, either direct or indirect, of any director or officer of the Association to the Association or its Members for monetary damages for any breach of fiduciary duty as a director or officer; except that this provision shall not eliminate the liability of a director or officer to the Association or its Members for monetary damages for any breach, act, omission or transaction as to which the Nonprofit Act expressly prohibits the elimination of liability.

ARTICLE 9. DURATION

The duration of the Association shall be perpetual.

ARTICLE 10. DISSOLUTION

In the event of the dissolution of the Association as a nonprofit corporation, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, the assets of the Association shall be distributed in accordance with the Nonprofit Act.

ARTICLE 11. AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of Members holding a majority of a quorum of the votes in the Association voting in person or by proxy at a regular or special meeting of the Association called for such purpose; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

ARTICLE 12. INCORPORATOR

The name and address of the incorporator is as follows: Trisha K. Harris, WBA, P.C., 2154 E. Commons Avenue, Suite 2000, Centennial, CO 80122.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this ____ day of _____, 20____.

Trisha K. Harris

The name and mailing 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: Trisha K. Harris, WBA, P.C., 2154 E. Commons Avenue, Suite 2000, Centennial, CO 80122.