

CERTIFICATE OF INCORPORATION
OF
THREE FOUNTAINS CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, Brad Wolfe
Frank B. Reckins, and Barbara A. Bonnet, citizens
of the United States, and residing in the State of Colorado, have
associated ourselves for the purpose of forming a body corporate
and politic, not for pecuniary profit, under the provisions of the
general laws of the State of Colorado, and particularly Article 19,
Chapter 31, 1963 Colorado Revised Statutes, and amendments thereto,
and we hereby make, execute and acknowledge this certificate of our
intentions so to become a body corporate and politic, under and by
virtue of said statute.

ARTICLE I

The name of this Corporation shall be "Three Fountains Corporation"

ARTICLE II

The term of existence of this corporation is perpetual.

ARTICLE III

The object and purpose of the corporation is to administer,
and govern, on a non-profit basis, that certain condominium real
property located in the City and County of Denver which has been here-
tofore submitted to the provisions of the Condominium Ownership Act of
the State of Colorado by the recording of a declaration entitled "Con-
dominium Declaration For Three Fountains, Filing No. 1". A further
object and purpose of the corporation is to administer, manage and
govern, on a non-profit basis, separate adjoining real property which
may, but need not be, submitted to condominium ownership, with the
provision that this corporation shall administer and govern the same.
The object and purpose of this corporation shall be deemed to include
the operation and maintenance of a public water supply system and
the operation and maintenance of a public sanitary sewer system within
the boundaries of the condominium property above described.

ARTICLE IV

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes. This corporation does not afford pecuniary gain to its members incidentally or otherwise, but members may be paid for services actually rendered to the corporation. This corporation has no power to carry on propaganda, attempt to influence legislation or take part in a political campaign.

ARTICLE V

The officers of the corporation, their term of office and the manner of their designation and selection; the qualifications for membership in said corporation; the voting and other rights and privileges of members and the liabilities of the members for assessments shall be set forth in the By-Laws.

ARTICLE VI

The persons who shall be authorized to execute all instruments of conveyance or encumbrances, including promissory notes, shall be the President and Secretary. The persons who shall be authorized to execute and deliver, as attorney in fact for any member, any contract deed or other instrument with respect to the interest of a member (condominium unit owner) for such purposes as are provided in the Condominium Declaration for Three Fountains, Filing No. 1 (and subsequent condominium Declarations as provided at Article III and in the By-Laws), shall be the President and the Secretary.

ARTICLE VII

The affairs and management of the corporation shall be under the control of a Board of Managers. The initial Board of Managers shall be composed of the following three persons who shall manage the affairs and concerns of the corporation for the first five years of its existence or until their successors are appointed or elected and qualified as provided by the By-Laws:

Brad Wolff
Frank B. Perkins
Barbara A. Bonnet

ARTICLE VIII

The principal office of said corporation shall be located at 1777 South Bellaire Street, Denver, Colorado, and the Registered Agent shall be Brad Wolff, whose address is the same.

ARTICLE IX

The managers shall have power to make such prudential By-Laws as they may deem proper for the management of the affairs of this corporation, not inconsistent with applicable laws and regulations and not inconsistent with the Condominium Declaration for Three Fountains, Filing No. 1., and subsequent condominium Declarations committed to this Association.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals on this 21st day of September, 1966.

Brad Wolff (SEAL)

Frank S. [unclear] (SEAL)

[unclear] (SEAL)

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, A NOTARY PUBLIC, in and for the said County, in the State aforesaid, do hereby certify that BRAD WOLFF, FRANK S. [unclear], and [unclear], whose names are subscribed to the annexed and foregoing Certificate of Incorporation, appeared before me this day in person, and acknowledged that they signed, sealed and delivered the said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and seal this 21st day of September, 1966.

My Commission Expires: SEPTEMBER 1, 1968

[Signature]
Notary Public