



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE,

PINE CREEK VILLAGE ASSOCIATION, INC.
(COLORADO NONPROFIT CORPORATION)

BECAME INCORPORATED UPON FILING ARTICLES OF INCORPORATION
DATED March 25, 1998.

DATED: March 25, 1998

Victoria Buckley

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PINE CREEK VILLAGE ASSOCIATION, INC.
(A Colorado Nonprofit Corporation)

The undersigned natural person, being more than 18 years of age, hereby establishes a corporation pursuant to the Colorado Nonprofit Corporation Act (the "Act") and adopts the following articles of incorporation:

ARTICLE I

Name

The name of the corporation is Pine Creek Village Association, Inc. (the "Association").

ARTICLE II

Nonprofit Corporation

The Association is formed as a non-stock, nonprofit corporation under the Act and the Colorado Common Interest Ownership Act.

ARTICLE III

Principal Office

The initial principal office of the Association is located in El Paso County, Colorado at the following address:

7150 Campus Drive
Suite 365
Colorado Springs, Colorado 80920

ARTICLE IV

Duration

The Association shall have perpetual duration.

ARTICLE V

Purposes

The purposes for which the 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 for Pine Creek at Briargate recorded, or to be recorded, in the real property records of El Paso County, Colorado, as it may be amended (the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Declaration and the Bylaws of the Association (the "Bylaws"), and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the Owners.

ARTICLE VI

Powers

The powers of the Association shall include and be governed by the following provisions:

(a) The Association shall have all of the common law and statutory powers conferred upon nonprofit corporations under Colorado law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration, including, without limitation, the following powers:

(i) to establish, collect and enforce payment, by any lawful means, of assessments and other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair and improve the Properties and any other property for which the Association, by rule, regulation, covenant or contract, has a right or duty to provide such services;

(iii) to enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) to engage in activities that will actively foster, promote and advance the common interests of all Owners;

(v) to buy or otherwise acquire, sell, dedicate for public use or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, hold, use, operate, grant easements and otherwise deal

in and with real and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

(vi) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or Bylaws;

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

(viii) to act as agent, trustee or other representative of other corporations, firms or individuals, and, as such, to advance the business or ownership interests in such corporations, firms or individuals;

(ix) to adopt, alter and amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that the Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all services to the Properties as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers that may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article VI.

(b) The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and shall make no distributions of income to its Members, directors or officers.

ARTICLE VII

Members

1. The Owner of each Unit shall be a member of the Association and shall be entitled to vote in accordance with the terms of the Declaration and the Bylaws. Membership is

appurtenant to, and inseparable from, ownership of a Unit. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws.

2. Change of membership in the Association shall be established by recording in the real property records of El Paso County, Colorado a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

3. The share of a Member in the privileges, rights and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of its Unit.

ARTICLE VIII

Dissolution

The Association may be dissolved only upon a resolution duly adopted by: (a) the Board of Directors; (b) the affirmative vote of Voting Delegates representing at least two-thirds of the total votes in the Association, excluding those votes held by the Declarant; and (c) during the Development Period, the written consent of the Declarant. Upon dissolution of the Association, if and so long as the United States Department of Veterans Affairs ("VA") is guaranteeing and/or the United States Department of Housing and Urban Development ("HUD") is insuring any Mortgage on any Unit, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any Mortgage on any Unit.

ARTICLE IX

Merger and Consolidation

The Association may merge or consolidate only upon a resolution duly adopted by: (a) the Board of Directors; (b) the affirmative vote of Voting Delegates representing at least two-thirds of the total votes in the Association, excluding those votes held by the Declarant; and (c) during the Development Period, the written consent of the Declarant.

ARTICLE X

Directors and Officers

1. The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board shall consist of three directors. The number of directors may be increased in accordance with the Bylaws.

2. The names and mailing addresses of the initial directors, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Michael L. Brennan
7150 Campus Drive, Suite 365
Colorado Springs, Colorado 80920

Mark L. Loeb
7150 Campus Drive, Suite 365
Colorado Springs, Colorado 80920

Scott E. Smith
7150 Campus Drive, Suite 365
Colorado Springs, Colorado 80920

Each of the foregoing persons has consented to be a director.

3. The method of election, removal and filling of vacancies on the Board of Directors and the term of office of directors and officers shall be as set forth in the Bylaws.

4. The Board may do or cause to be done all acts and things that the Declaration, the Bylaws, these Articles or Colorado law do not direct to be done and exercised exclusively by the Voting Delegates or the membership generally.

5. The Board may delegate its operating authority to such corporations, individuals and committees as it, in its discretion, may determine.

ARTICLE XI

Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws. The quorum requirements for meetings of Members, Voting Delegates and directors shall be set forth in the Declaration and Bylaws.

ARTICLE XII

Liability of Directors, Officers and Committee Members

To the fullest extent that Colorado law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article XII shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Association for or with respect to any acts or omissions of such director, officer or committee member occurring prior to such amendment or repeal. The Association shall indemnify any director, former director, officer, former officer, committee member or former committee member of the Association against liability to the fullest extent permitted under Colorado law.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended by a resolution duly adopted by: (a) the Board of Directors; (b) the approval of Voting Delegates representing at least two-thirds of the total votes in the Association, excluding those votes held by the Declarant; and (c) during the Development Period, the written consent of the Declarant, provided that no amendment may be in conflict with the Declaration. However, no Voting Delegates shall be entitled to vote on any amendment to these Articles that is for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee Mortgages on individual Units, as such requirements may exist from time to time. Further, no amendment shall be effective to impair or dilute any rights of Members that are governed by the Declaration.

ARTICLE XIV

HUD/VA Approval

During the Declarant Control Period, the following actions shall require the prior approval of HUD, so long as it is insuring the Mortgage on any Unit, or VA, so long as it is guaranteeing the Mortgage on any Unit: merger, consolidation or dissolution of the Association; annexation of additional property other than the Additional Property described on Exhibit B of the Declaration; dedication, conveyance or mortgaging of Common Area except in accordance with Section 4.2 of the Declaration; or

material amendment of the Declaration, the Bylaws or these Articles.

ARTICLE XV

Incorporator

The name and address of the incorporator of the Association are as follows:

Richard J. McDonald
6 South Tejon Street, Suite 618
Colorado Springs, Colorado 80903

ARTICLE XVI

Registered Agent and Address

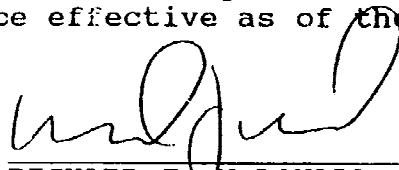
The Association hereby appoints Scott E. Smith, whose address in El Paso County, Colorado is 7150 Campus Drive, Suite 365, Colorado Springs, Colorado 80920, as its lawful statutory agent upon whom all notices and processes, including service of summonses, may be served, and which, when served, shall be lawful, personal service upon the Association. The Board may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XVII

Definitions

The words used in these Articles shall be given their normal, commonly understood definitions. Capitalized terms not specifically defined in these Articles shall have the same meaning as set forth in the Declaration, unless the context indicates otherwise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation to be effective as of the 23rd day of March, 1998.



RICHARD J. McDONALD, Incorporator

ARTICLES OF INCORPORATION
OF
PINE CREEK VILLAGE ASSOCIATION, INC.
(A Colorado Nonprofit Corporation)

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COMPLETED TO COMPLETE

(B)