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ARTICLES OF INCORPORATION
OF
STARBUCK AT CASTLE PINES
HOMES ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a nonprofit corporation under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is Starbuck at Castle Pines Homes Association, Inc., a Colorado nonprofit corporation, and shall hereinafter be referred to as the "Starbuck Association."

ARTICLE II

DURATION

The duration of the Starbuck Association is perpetual.

ARTICLE III

PURPOSES

The purposes for which the Starbuck Association is organized are as follows:

1. To be and constitute the Starbuck Association to which references are made in the Declaration of Covenants, Conditions, Restrictions and Easements of Starbuck at Castle Pines and any amendments thereto ("Declaration") to be recorded in the records (the 'Records') of the Clerk and Recorder of the County of Douglas, State of Colorado, and to perform all obligations and duties of the Starbuck Association recited in the Declaration. Capitalized terms used in these Articles, and not otherwise defined, shall have the meaning

ascribed to them in the Declaration.

2. To provide maintenance, services, operation and management of the property more particularly on the plat of Castle Pines Village Filing No. 12 filed in the Records and such additions thereto as may be brought within the jurisdiction of the Starbuck Association by amendment to the Declaration.
3. To provide an entity for the furtherance of the interests of all the Members of the Starbuck Association, as such terms are defined in the Declaration,, including the Declarant named in the declaration, with the objective of establishing, maintaining, enhancing and protecting the quality and economic value of the Starbuck Association property, including all additions thereto and promoting the health, safety and welfare of the residents and Members of the Starbuck Association.
4. The Starbuck Association shall not operate for pecuniary gain or profit to its members.
5. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or for attainment of any one or more of the objectives enumerated herein.
6. To transact any lawful business or business for which nonprofit corporations may be incorporated pursuant to the terms of the Colorado Nonprofit Corporation Act.

ARTICLE IV

POWERS

In furtherance of its purposes, the Starbuck Association shall have all of the powers conferred upon nonprofit corporations by the Colorado Nonprofit Corporation Act, the Colorado Common Interest Ownership Act and other applicable statutes of the State of Colorado in effect from time to time, including all of the powers necessary or incidental thereto to perform the duties and exercise the rights and powers of the Starbuck Association under the Declaration which shall include, but not be limited to the following:

1. To act as manager of the entire project known as Starbuck at Castle Pines and any and all additions thereto and to perform such duties as it may undertake from time to time in connection therewith.
2. To act as manager of the Common Area, and from funds collected from its Members, to provide for maintenance, construction, management, insurance, care of the Common Area and such other expenses as are enumerated in the Declaration.
3. To collect assessments and fees from owners and Members pursuant to the Declaration.
4. To perform said duties and obligations, which may be undertaken by it from time to time pursuant to the terms of and as specified in the Declaration.
5. To contract with the Castle Pines Homes Association, Inc. to allocate responsibilities for the provision of services to the Lots, the Owners and the Starbuck Association property.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the original registered office of the Starbuck Association is: Starbuck at Castle Pines Homes Association, 482 Happy Canyon Road, Castle Rock, Colorado 80104 and the name of the original registered agent at such address is Stephen M. Buck.

ARTICLE VI

MEMBERSHIPS

All Owners shall automatically become Members of the Starbuck Association. Ownership of a Lot shall be the sole qualification for membership. When more than one person holds an interest in any Lot, all such persons shall be members. Upon the sale or transfer of a Lot by an Owner, that person's membership shall be automatically transferred to the purchaser or transferee of the Lot.

ARTICLE VII

VOTING

1. Each Member shall be entitled to one vote. When more than one person owns a Lot, all such persons shall be deemed to be one Member for voting and quorum purposes and the vote for such Lot shall be exercised by one of them designated by written instrument to be the sole voting Member. In no event shall more than one vote be cast with respect to any such Lot.
2. Notwithstanding the foregoing and subject to Article VIII, Sections 1 (b) and (c), the Declarant, or its designee, shall have the power to appoint and remove officers and directors of the Starbuck Association until such time as a new Board of Directors is appointed pursuant to Article VIII, Section 2 (a) below. The Declarant may voluntarily surrender the right to appoint and remove officers and directors before a new Board of Directors is appointed pursuant to Article VIII, Section 2(a) below, but, in such event, the Declarant may require, until such new Board of Directors is appointed, that specified actions of the Starbuck Association or Board of Directors, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.
3. Once a new Board of Directors is appointed pursuant to Article VIII, Section 2(a) below, the right to appoint directors shall revert back to the Members and the right to elect officers shall revert back to the new Board of Directors.

ARTICLE VIII

DIRECTORS

1. Initial Board of Directors:

(a) The number of directors constituting the initial Board of Directors of this Starbuck Association is three. Such initial directors shall be appointed by the Declarant and the names and addresses of such persons who are to serve as initial directors are:

Daniel H. Dennison
482 Happy Canyon Road
Castle Rock, CO 80104
Stephen M. Buck
482 Happy Canyon Road
Castle Rock, CO 80104
John Cisco
482 Happy Canyon Road
Castle Rock, CO 80104

The number of initial directors may not be increased except pursuant to Article VIII, Sections 1(b), (c) or 2.

(b) Not later than sixty days after conveyance of twenty-five percent of the Lots to Owners other than the Declarant, one additional Member of the Board of Directors shall be elected by the Members other than the Declarant so that not less than twenty-five percent of the directors shall be elected by the Members other than the Declarant.

(c) Not later than sixty days after conveyance of fifty percent of the Lots to Owners other than the Declarant, one additional Member of the Board of Directors shall be elected by the Members other than the Declarant so that not less than thirty-three and one-third percent of the directors shall be elected by Members other than the Declarant.

2. New Board of Directors

(a) Notwithstanding the foregoing, a new Board of Directors shall be appointed no later than:

- (1) Ten years after the first sale of any Lot;
- (2) Sixty days after conveyance of seventy-five percent of the Lots to Owners other than the Declarant;
- (3) Two years after the last conveyance of a Lot by the Declarant in the ordinary course of business; or
- (4) Two years after any right to add new Lots was last exercised.

(b) Such new Board of Directors shall be elected by the Members and a majority of such new Board of Directors must be Members other than the Declarant or designated representatives of the Members other than the Declarant.

ARTICLE IX

INCORPORATION

The name and address of the incorporator is Michael M. Page, 1801 California Street, Suite 3600, Denver, Colorado 80202.

ARTICLE X

AMENDMENTS

Starbuck Association reserves the right to amend its Articles of Incorporation from time to time in accordance with the Colorado Nonprofit Corporation Act and the bylaws of the Starbuck Association.

ARTICLE XI

DIRECTOR BREACH OF FIDUCIARY DUTY

A director of this Starbuck Association shall not be personally liable to this Starbuck Association or its Members for monetary damages for breach of fiduciary duty as a director, provided however that if a director is appointed by the Declarant, such director is required to exercise the care required of fiduciaries of Owners. This provision does not eliminate or limit the liability of a director for any of the following:

- (a) any breach of the director's duty of loyalty to this Starbuck Association or its shareholders;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) a violation of Section 7-24-111 of the Colorado Nonprofit Corporation Act; or
- (d) a transaction from which the director derived an improper personal benefit.

Any repeal, amendment or other modification of this Article X shall not increase the liability or alleged liability of any director of this Corporation then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. If the Colorado Nonprofit Corporation Act is subsequently amended to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act as so amended.

ARTICLE XII

BYLAWS AND RULES AND REGULATIONS

1. The Board of Directors shall have the power to adopt bylaws to govern the affairs of the Starbuck Association and to alter, amend or repeal such bylaws or adopt new bylaws from time to time.
2. The Board of Directors shall have the power to adopt Rules and Regulations and to alter, amend or repeal such Rules and Regulations or adopt new Rules and Regulations from time to time.

ARTICLE XIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the assets of the Starbuck Association shall be applied and distributed as follows:

1. All liabilities and obligations of the Starbuck Association shall be paid and discharged or adequate provisions shall be made therefor.
2. Assets held by the Starbuck Association on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
3. All remaining assets, if any, shall be distributed to the members on a pro-rata basis.

ARTICLE XIV

LIMITATIONS ON PERSONAL LIABILITY OF OFFICERS AND DIRECTORS

No officer or director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer or director was personally involved in the situation giving rise to the litigation or unless such officer or director committed a criminal offense. The protection afforded in this Article shall not restrict other common law protections and rights that an officer or director may have. This Article shall not restrict the Starbuck Association's right to eliminate or limit the personal liability of a director to the Starbuck Association or to its shareholders for monetary damages for breach of fiduciary duty as a director.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 4, 1995.

/s/ Michael M. Page e

MICHAEL M. PAGE