

ROBERT C. "BOB" BALINK El Paso County, CO
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NOTICE OF ANNEXATION

AND

**SUPPLEMENTAL DECLARATION NO. 1
TO THE
MASTER DECLARATION
FOR
KISSING CAMELS**

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**(Annexing Kissing Camels Estates Subdivision Nos. 1, 2, 4, 5A, 6, 14, 16 & 17
and
The Fairways at Kissing Camels Estates Filing Nos. 1, 3, 4 & 5)**

THIS NOTICE OF ANNEXATION AND SUPPLEMENTAL DECLARATION NO. 1 TO THE MASTER DECLARATION FOR KISSING CAMELS ("Supplemental Declaration"), is dated for identification purposes only October 25, 2004, and shall be deemed effective upon recording in the real property records for El Paso County, Colorado.

**ARTICLE 1
RECITALS**

I. On or about February 26, 2004, Hill Development Corporation, a Delaware corporation ("Declarant") recorded that certain "Restated Declaration of Covenants, Conditions, Easements, Restrictions and Reservations for Kissing Camels" at Reception No. 204032677 in the office of the Clerk and Recorder of El Paso County, Colorado (as amended and supplemented from time to time, the "Master Declaration"), to subject the land described in the Master Declaration, together with all improvements, appurtenances and facilities located on that land (collectively, the "Property"), to the covenants, conditions, restrictions and easements set forth in the Master Declaration. (Any undefined capitalized term used in this Supplemental Declaration shall have the same meaning as set forth in the Master Declaration.)

II. The Property constitutes the common interest community commonly known as Kissing Camels Estates ("Kissing Camels").

III. Declarant reserved the right to expand the effect of the Master Declaration from time to time to and thereby subject additional parcels of real property, including all or part of the real property identified as the "Expansion Area" in the Master Declaration, to the terms and conditions of the Master Declaration. As provided in Section 38-33.3-210 of the Colorado Common Interest Ownership Act (Colo. Rev. Stat. §§ 38-33.3-101 through 38-33.3-319, which, as amended from time to time, is referred to as the "Act"), and in accordance with the terms and conditions of the Master Declaration, Declarant is to accomplish such expansion by filing a Notice of Annexation and, if necessary, a Supplemental Declaration, describing the property to be subjected to the Master Declaration in the office of the Clerk and Recorder of El Paso County, Colorado.

IV. The Declarant and/or the Declarant's predecessor(s) in interest have heretofore recorded certain plats relating to real property located within Kissing Camels and known as Kissing Camels Subdivision No. 1, Kissing Camels Subdivision No. 2 (and Replat thereof), Kissing Camels Subdivision No. 4, Kissing Camels Subdivision No. 5A, Kissing Camels Subdivision No. 6, Kissing Camels Subdivision No. 14, Kissing Camels Subdivision No. 16 and Kissing Camels Subdivision No. 17 (the "Old Kissing Camels Plats").

V. The Declarant and/or the Declarant's predecessor(s) in interest have also heretofore recorded certain plats relating to real property located within Kissing Camels and known as The Fairways at Kissing Camels Estates Filing No. 1, The Fairways at Kissing Camels Estates Filing No. 3, The Fairways at Kissing Camels Estates Filing No. 4 and The Fairways at Kissing Camels Estates Filing No. 5 (the "Fairways Plats").

VI. The Old Kissing Camels Plats and the Fairways Plats, and the lots and blocks contained therein, are more specifically described on Exhibit A, attached hereto. All of the real properties described and contained within the Old Kissing Camels Plats and the Fairways Plats, as described on Exhibit A, are hereinafter referred to as the "Annexed Properties."

VII. The Annexed Properties have been previously subjected to certain covenants, conditions, easements and restrictions as described on Exhibit B, attached hereto (the "Existing Declarations"). In order for the Annexed Properties to be subjected to, and governed by, the terms and conditions of the Master Declaration, the requisite number of owners of lots encumbered by each of the Existing Declarations must ratify and approve the Master Declaration. The Declarant has obtained an Order Approving Amendment to Declaration Pursuant to CRS 38-33.3-217(7), the original of which is attached hereto as Exhibit C (the "Court Order"), to facilitate the amendment and restatement of the Existing Declarations applicable to properties contained within the Old Kissing Camels Plats.

VIII. The requisite number of owners of lots encumbered by each of the Existing Declarations have now voted to ratify the Master Declaration. In so doing, they have acknowledged and agreed that the Existing Declarations are to be deemed amended, restated and superceded in their entirety by the terms and conditions of the Master Declaration.

IX. Declarant now desires and intends to annex the Annexed Properties to Kissing Camels and subject the Annexed Properties to the terms and conditions of the Master Declaration.

ARTICLE 2 **ANNEXATION**

Section 2.1 **Annexation**. For the reasons stated above, and in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant hereby submits the Annexed Properties to the covenants, conditions, restrictions and easements contained in the Master Declaration. From and after the date this Supplemental Declaration is

recorded in El Paso County, Colorado, the Annexed Properties shall be held, sold, conveyed, encumbered, leased, rented, occupied and improved subject to the provisions of the Master Declaration, and the provisions of the Master Declaration are incorporated in this Supplemental Declaration by this reference. The Annexed Properties shall hereafter be deemed to be contained within the "Real Estate," as such term is defined in the Master Declaration, and Schedule A to Exhibit A-2 of the Master Declaration shall be deemed amended accordingly to reflect the addition of the Annexed Properties described on Exhibit A, attached hereto (and, likewise, Schedule F to Exhibit C of the Master Declaration shall be deemed amended accordingly to delete any reference to the Annexed Properties described on Exhibit A, attached hereto).

ARTICLE 3 **SUPPLEMENTAL DECLARATION**

Section 3.1 Unit Identification. Reference is made to the Fairways Plats for the identifying number assigned to each of the Units contained within the Annexed Properties.

Section 3.2 Common Elements. Reference is made to the Fairways Plats for a description of any Common Elements contained within the Annexed Properties.

Section 3.3 Allocated Interests. Each of the Units contained within the Annexed Properties is allocated one vote in accordance with Section 12.1 of the Master Declaration, and each Unit bears liability for Common Expenses and for Assessments (both as defined in the Master Declaration) in accordance with Section 12.1 and the other applicable provisions of the Master Declaration.

Section 3.4 Development Rights, Special Declarant Rights and Additional Reserved Rights. The Annexed Properties are subject to the same Development Rights, Special Declarant Rights and Additional Reserved Rights as those reserved for the Property generally in Article 11 and other applicable provisions of the Master Declaration. Without limiting the generality of the foregoing, Declarant reserves the right to withdraw any of the Annexed Properties from the jurisdiction of the Master Declaration, subject to the limitations of the Act. Further, Declarant may exercise any rights with respect to the Annexed Properties at different times; Declarant makes no assurances regarding the order in which Declarant may exercise any right with respect to the Annexed Properties; and if Declarant exercises a right with respect to one of the Annexed Properties, Declarant will not necessarily exercise the same right with respect to any other of the Annexed Properties.

Section 3.5 Binding Effect. The covenants contained herein, as well as those contained within the Master Declaration, will run with the land and will bind and benefit all persons or entities (including Declarant) having any right, title or interest in all or any part of the Annexed Properties and the Property (as expanded by this Supplemental Declaration), their heirs, successors and assigns, and their tenants, employees, guests and invitees.

CERTIFICATION

The undersigned, Secretary of Kissing Camels Property Owners Association, hereby certifies and affirms that the requisite number of owners of properties subject to the Existing Declarations have executed an instrument of Adoption and Ratification to evidence their consent and agreement that the Existing Declarations be amended, restated and superceded in their entirety by the terms and conditions of the Master Declaration, and to acknowledge their understanding and agreement that the Annexed Properties shall hereafter be owned, held and conveyed subject to all of the terms and conditions of the Master Declaration.

The undersigned Secretary of Kissing Camels Property Owners Association further certifies and affirms that executed instruments of Adoption and Ratification are on file at the offices of the Association to evidence the above.

KISSING CAMELS PROPERTY OWNERS ASSOCIATION, a Colorado nonprofit corporation

By: Anna Lou Harnes, sec.
Anna Lou Harnes, Secretary

Date: October 25, 2004

STATE OF COLORADO)
) ss
COUNTY OF EL PASO)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 25th day of October, 2004, by Anna Lou Harnes, as Secretary, of Kissing Camels Property Owners Association, a Colorado nonprofit corporation.

WITNESS MY HAND AND OFFICIAL SEAL:

Ann O. Dahl
Notary Public

My Commission Expires: 10/29/06



My Commission Expires 10/29/2006

10/25/04
DATE

Ann O. Dahl
SIGNATURE

EXHIBIT A

The Annexed Properties
Old Kissing Camels Plats and Fairways Plats

Recording Date	Name of Plat	Lot & Block	Recording Information
July 25, 1960	Kissing Camels Subdivision No. 1	Lots 1-14, 17-22, Portion of Lot 24, and 25-28	Reception No. 161471 Plat Book C-2, Page 1
July 25, 1960	Kissing Camels Subdivision No. 2	Block 1, Lots 1-15 Block 3, Lots 1-14 Block 4, Lots 1-12 Block 5, Lots 1-9 Block 6, Lots 1-7 Block 7, Lots 5-12	Reception No. 161472 Plat Book C-2, Page 2
February 19, 1969	Replat of a Portion of Kissing Camels Subdivision No. 2	Block 7, Lots A & B	Reception No. 651105 Plat Book L-2, Page 51
November 7, 1969	Kissing Camels Subdivision No. 4	Lots 1-10	Reception No. 697638 Plat Book M-2, Page 49
January 24, 2003	Kissing Camels Subdivision Filing No. 5A	Lots 1 & 2 Tract A	Reception No. 203017330
April 21, 1970	Kissing Camels Subdivision No. 6	Block 1 Lots 6 & 10	Reception No. 725740 Plat Book N-2, Page 51

June 19, 1980	Kissing Camels Subdivision No. 14	Block 1 Lots 1-13	Reception No. 677656 Plat Book L-3, Page 68
October 20, 1981	Kissing Camels Subdivision No. 16	Block 1 Lot 1	Reception No. 815619 Plat Book O-3, Page 62
February 25, 1983	Kissing Camels Subdivision No. 17	Lots 1 & 2	Reception No. 949286 Plat Book S-3, Page 85
May 15, 1985	The Fairways at Kissing Camels Estates Filing No. 1	Block 1, Lots 1-24 Block 2, Lots 1-12	Reception No. 01250132 Plat Book Y-3, Page 58
May 8, 1996	The Fairways at Kissing Camels Estates Filing No. 3	Lots 1-10	Reception No. 096055923 Plat Book H-6, Page 46
May 8, 1996	The Fairways at Kissing Camels Estates Filing No. 4	Block 1, Lots 1-8 Block 2, Lots 1-5 Block 3, Lot 1	Reception No. 096055924 Plat Book H-6, Page 47
May 8, 1996	The Fairways at Kissing Camels Estates Filing No. 5	Lots 1 & 2	Reception No. 096055925 Plat Book H-6, Page 48

EXHIBIT B

The Existing Declarations

Name	Recording Date	Recording Information
Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 1	September 12, 1960	Reception No. 166662 Book 1824, Page 30
Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 2	September 12, 1960	Reception No. 166663 Book 1824, Page 44
Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 4	April 16, 1970	Reception No. 724906 Book 2339, Page 846
Amended Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 1, Kissing Camels Subdivision No. 2 and Kissing Camels Subdivision No. 4	July 8, 1971	Reception No. 812981 Book 2420, Page 889
Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 5 and Kissing Camels Subdivision No. 6	December 20, 1971	Reception No. 851040 Book 2456, Page 538
Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Summer Circle Subdivision and Subdivision Nos. 1, 2, 4, 5, 6, 10 (Block 1 & 2), 11, 14, 16 and 17	October 7, 1999	Reception No. 99157060
Declaration of Covenants, Conditions and Restrictions for The Fairways at Kissing Camels Estates Filing No. 1	June 17, 1985	Reception No. 01262833 Book 5022, Page 1189
Declaration of Covenants, Conditions and Restrictions for The Fairways at Kissing Camels Estates Filing No. 1	June 18, 1985 (Re-recorded)	Reception No. 01262833 Book 5023, Page 757

Amendment No. 1 to Declaration of Covenants, Conditions and Restrictions for The Fairways at Kissing Camels Estates Filing No. 1	July 22, 1985	Reception No. 01277753 Book 5038, Page 0150
Declaration of Covenants, Conditions and Restrictions for The Fairways at Kissing Camels Estates Filing Nos. 3, 4 and 5	May 29, 1996	Reception No. 096065746 Book 6895, Page 1209

EXHIBIT C

Court Order

DISTRICT COURT, EL PASO COUNTY, COLORADO 20 East Vermijo (80903) P.O. Box 2980 Colorado Springs, CO 80901 719.448.7599	FILED-DISTRICT & COUNTY COURTS-EL PASO CO., CO AUG 13 2004 DIV 3
Petitioner(s): KISSING CAMELS PROPERTY OWNERS ASSOCIATION	▲ COURT USE ONLY ▲
Troy R. Olsen Rothgerber Johnson & Lyons LLP 90 South Cascade Avenue, Suite 1100 Colorado Springs, CO 80903 Telephone 719.386.3000 Fax 719.386.3070 Email: tolsen@rothgerber.com Atty. Reg. # 22287 Attorneys for Petitioner	Case Number: 04CW2492 Div.: 3 for 5
<p style="text-align: center;">ORDER APPROVING AMENDMENT TO DECLARATION PURSUANT TO C.R.S. § 38-33.3-217(7)</p>	

THIS MATTER comes before the Court for hearing on August 13, 23004. After reviewing the pleadings filed in the matter and considering the statement of Counsel, the Court makes the following Findings of Fact and Conclusions of Law and Orders:

Findings of Fact and Conclusions of Law

1. The petitioner, Kissing Camels Property Owners Association (the "Association") seeks to amend the Declaration of Covenants, Conditions and Restrictions (CCRs) that have been filed against Kissing Camel's Subdivision No. 1, Subdivision No. 2, Subdivision No. 4, Subdivision No. 5, Subdivision No. 6, Subdivision No. 14, Subdivision No. 16, and Subdivision No. 17 are all located within the Kissing Camels Estate. These eight Subdivisions will be referred to as "Old Kissing Camels."
2. The following CCRs have been filed and recorded against the Old Kissing Camels area:

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Plat Area	CCR	Date Recorded	Reception No.
Sub #1	Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 1	9/12/60	166662
Sub #1 Sub #2 Sub #4	Amended Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 1, Kissing Camels Subdivision #2, and Kissing Camels Subdivision #4	7/8/71	812981
Sub #5 Sub #6	Declaration of Conditions and Restrictions Covering Kissing Camels Subdivision No. 5 and Kissing Camels Subdivision No. 6	12/20/71	851040
Sub #1 Sub #2 Sub #4 Sub #5 Sub #6 Sub #10 Sub #11 Sub #14 Sub #16 Sub #17	Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for Summer Circle Subdivision and Subdivision Nos. 1, 2, 4, 5, 6, 10 (Block 1 & 2), 11, 14, 16 and 17	10/7/99	99157060

3. The Association notified the owners in the Old Kissing Camels area of the proposed Amended and Restated Declaration of Covenants, Conditions, Restrictions and Reservations for Kissing Camels (the "Proposed Amendment") on two separate occasions.

4. The members of the Association discussed the Proposed Amendment (as submitted to the Court and attached to the Petition) at meetings of the Association held on September 24, 2002 and on July 16, 2003.

5. Pursuant to C.R.S. § 38-33.3 217(7)(d)(H), a Notice of the Petition was mailed to the owners in the Old Kissing Camels area, the first mortgagees, the Federal Housing Administration and the Department of Veterans Affairs, and was delivered to the Declarant, Hill Development Corporation.

6. A hearing regarding the Petition was held before this Court on August 13, 2004.

7. The Association has satisfied all of the requirements of C.R.S., § 38-33.3-217(7).

8. The Proposed Amendment presented to the Court does not terminate the Declaration; the plain language of the Proposed Amendment states that it is an amendment, and not a termination.

9. The Proposed Amendment presented to the Court does not change the allocated interests of the individual owners.

10. The Proposed Amendment does not impair the priority of all existing first mortgages or deeds of trust on the present interests in the individual property.

11. Based upon these Findings of Fact and Conclusions of Law and pursuant to the requirements of C.R.S., § 38-33.3-217(7)(e) and (f), IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

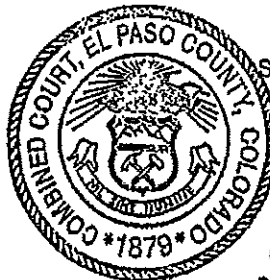
a. The above Findings of Fact and Conclusions of Law are incorporated herein as set forth above.

b. The Proposed Amendment is approved by this Court and shall be binding upon all owners in the Old Kissing Camels area and others as provided therein and shall have the same legal effect as if it were adopted pursuant to the amendment requirements set forth in the CCRs upon recording with the Clerk and Recorders' office for the County of El Paso of the Proposed Amendment with this Order attached.

DONE this 13 day of August, 2004.

BY THE COURT:


District Court Judge



State of Colorado, County of El Paso
Certified to be a true, and correct
copy of the original in my custody.

AUG 27 2004

LEE V. COLE, JR.
CLERK OF THE DISTRICT/COUNTY COURT
By Debra Deles Deputy