

ARTICLES OF INCORPORATION
of
LEMAY AVENUE ESTATES HOMEOWNERS ASSOCIATION
(a Nonprofit Corporation)

The undersigned, being a natural person of the age of eighteen years or more, acting as incorporator of a nonprofit corporation under C.R.S. §7-121-101, *et seq.* (the Colorado Revised Nonprofit Corporation Act) states as follows:

ARTICLE 1—Name

The name of this corporation is LEMAY AVENUE ESTATES HOMEOWNERS ASSOCIATION (“Association”).

ARTICLE 2—Duration

The duration of the Association shall be perpetual.

ARTICLE 3—Nonprofit

The Association shall be a nonprofit corporation, without shares of stock. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

ARTICLE 4—Purposes and Powers of the Association

(A) To operate the common interest community known as “LEMAY AVENUE ESTATES,” located in Larimer County, Colorado, in accordance with the requirements for an association of lot owners charged with the administration of certain real and personal property, including, without limiting the generality of the foregoing statement, the performance of the acts and services as a nonprofit corporation organized pursuant to the Colorado Revised Nonprofit Corporation Act:

(i) The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of all real and personal property and facilities, installations and appurtenances thereto within the Common Interest Community and, insofar as permitted by law, to do any other thing that, in the opinion of the Executive Board, will promote the common benefit and enjoyment of the residents of the Common Interest Community, and to preserve and enhance the value of such properties of the members.

(ii) The enforcement of any and all covenants, restrictions and agreements applicable to the Common Interest Community, including but not limited to those set forth in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR LEMAY AVENUE ESTATES, as the same may be amended from time to time (the "Declaration").

(iii) The preparation of estimates and budgets of the costs and expenses of rendering these services and the performance, or contracting or entering into agreements for the performance, as provided for in or contemplated by this subparagraph (iii); the apportionment of these estimated costs and expenses among the Owners; and the collection of these costs and expenses from the Owners obligated to assume or bear the same; and the borrowing of money for the Association's purposes, pledging as security the income due from Owners and from others, the property of the Association and the Common Elements of the Common Interest Community.

(iv) The promulgation and enforcement of any and all covenants, restrictions, rules and regulations and agreements applicable to the Common Interest Community.

(B) To perform or cause to be performed all other and additional services and acts as are usually performed by managers or managing agents of real estate developments, including, without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(C) To engage or retain a manager or managing agent, legal counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities described in these Articles of Incorporation.

(D) To do and perform, or cause to be performed, all other necessary acts and services suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and to acquire, sell, mortgage, lease or encumber any real or personal property for these purposes.

(E) To promote the health, safety, welfare and common benefit of the residents of the Common Interest Community and to act as attorney-in-fact for all Owners as more particularly provided in the Declaration and Colorado law.

(F) To do any and all permitted acts, and to have and to exercise any and all powers, rights and privileges which are granted to a Common Interest

Community under the Declaration, the Bylaws of the Association, and the State of Colorado.

(G) To suspend voting and membership rights for violation of provisions of the Declaration or other Governing Documents upon written notice to the Owner, which notice and procedure is acknowledged by all Owners to be fair and reasonable. The suspension of voting rights allowed herein for a violation of the Association's Rules and Regulations shall not exceed sixty (60) days for any one occurrence.

(H) To eliminate or limit liability of members of the Executive Board, committees and officers to the greatest extent allowed by applicable Colorado law, and as more particularly provided in the Bylaws of the Association.

(I) To do any and all permitted acts, and to have and to exercise any and all powers, rights and privileges which are granted to a nonprofit corporation organized pursuant to the Colorado Revised Nonprofit Corporation Act, as the same may be amended from time to time.

The foregoing statements of purpose shall be construed as statements of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 5—Membership Rights and Qualifications

Any person who holds title to a Lot in the Common Interest Community shall be a member of the Association. There shall be one membership for each Lot owned within the Common Interest Community, which membership shall be automatically transferred upon the conveyance of that Lot. The Association shall have voting members. The vote to which each membership is entitled is the number of votes assigned to the Lot in the Declaration of the Common Interest Community and shall be cast in accordance with the Bylaws of the Association.

ARTICLE 6—Principal Place of Business

The Executive Board shall designate the principal place of business of the Association from time to time. The initial principal place of business shall be 3030 S. College Ave., Fort Collins, Colorado 80525.

ARTICLE 7—Agent for Service

The registered agent of the Association shall be Stanley K. Everitt at the registered address of 3030 S. College Ave., Fort Collins, Colorado 80525.

ARTICLE 8—Executive Board

The initial Executive Board shall consist of three (3) persons. This number may be changed by a duly adopted amendment to the Bylaws to any odd number, except that in no event may the number of members of the Executive Board be less than three (3). The names and addresses of the persons who shall serve as members of the Executive Board until their successors shall be elected and qualified are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Stanley K. Everitt	3030 S. College Ave. Fort Collins, CO 80525
David G. Everitt	3030 S. College Ave. Fort Collins, CO 80525
Alan C. Line	3030 S. College Ave. Fort Collins, CO 80525

The Declarant of the Common Interest Community shall have additional rights and qualifications as provided under the Declaration, including the right to appoint members of the Executive Board during the Period of Declarant Control.

ARTICLE 9—Limitation of Directors' Liability

The personal liability of a director or officer to the Association or its Members for monetary damages for breach of fiduciary duty is limited to the fullest extent provided by law. In addition, the Association shall also indemnify directors and officers to the fullest extent provided by law.

ARTICLE 10—Amendment

Amendment of these Articles shall require the assent of the Executive Board and sixty-seven percent (67%) of the voting interests in attendance in person

or by proxy, or by written ballot, cast at a meeting of the members at which a quorum is present.

ARTICLE 11—Dissolution

In the event of dissolution of this Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, other than incident to a merger or consolidation, the assets 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE 12—Interpretation

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation. In the event of a conflict between the Association's Bylaws and these Articles, these Articles shall control.

ARTICLE 13—Incorporator

The name and address of the incorporator is as follows:

Stanley K. Everitt
3030 S. College Ave.
Fort Collins, CO 80525

ARTICLE 14—Delivery for Filing

The (a) name or names, and (b) mailing addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Stanley K. Everitt
3030 S. College Ave.
Fort Collins, CO 80525