

NONPROFIT

ARTICLES OF INCORPORATION

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OF

RED CREEK RANCH PROPERTY OWNERS ASSOCIATION, INC.

The undersigned person, acting as incorporator of a Corporation under the Colorado Non-Profit Corporation Act, signs and acknowledges the following Articles of Incorporation for such corporation.

1. NAME

The name of the Corporation is Red Creek Ranch Property Owners Association, Inc.

2. PERIOD

The period of duration of the Corporation is perpetual.

3. PURPOSE

The purposes for which the Corporation is organized are: A) to provide for maintenance, preservation, and architectural control of the property described as the Red Creek Ranch, according to the recorded plat thereof, on file and of record in Pueblo County, Colorado; B) to do anything necessary and proper for the accomplishment of any purposes set forth in the Declaration for Protective Covenants; C) to pursue and conduct any lawful activities which are within the general powers granted by statute to a Colorado non-profit corporation and which are for the protection and enhancement of the general social welfare of the owners of the property within the Red Creek Ranch Subdivision.

4. POWERS

In furtherance of the objects described above, but not in limitation thereof, the Association shall have the power set out in the by-laws of the Association.

5. MEMBERSHIP

Each owner of a lot in the Red Creek Ranch Subdivision shall be a member of the Association. For purposes of this paragraph, "owner" shall mean and refer to the record owner of a lot in the subdivision, whether such record owner be one or persons or more entities. It shall not include a mortgagee or beneficiary of a deed of trust, unless such mortgagee or beneficiary has acquired title to a lot through foreclosure. The owner of each lot shall be entitled to one vote for each such lot owned.

6. NON-STOCK CORPORATION

This corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

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7. REGISTERED AGENT

The address of the initial registered agent of the Corporation is 511 West 9th Street, Pueblo, Colorado. <sup>10539</sup> The name of the initial registered agent at such address is Deborah Eyler.

8. ADDRESS

The address of the place of business is 7560 Highway 96 West, Pueblo, Colorado 81005.

9. DIRECTORS

The number of directors shall be fixed in accordance with the bylaws. The number of directors constituting the initial board of directors is one, and the names and address of ~~such persons who are to serve as directors until the first~~ annual meeting of members or until their successors are elected and shall qualify are:

Michael Patten, P.O. Box 674, Williamstown, MA 01267

10. NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except if the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. A substantial part of the activities of the Corporation shall not be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

11. DISSOLUTION

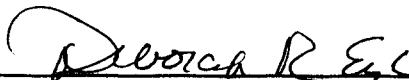
Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and which shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue

Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed by the Court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

11. INCORPORATOR

The name and address of the incorporator is Deborah R. Eyler, 511 W. 9th Street, Pueblo, Colorado 81003.

Dated this 3<sup>rd</sup> day of January, 1994.

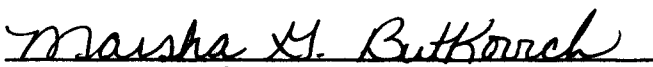
  
Deborah R. Eyler

STATE OF COLORADO )  
COUNTY OF PUEBLO )

I, Marsha G. Butkovich, a notary public, hereby certify that Deborah R. Eyler, who being by me first duly sworn, declare that she was the person who signed the foregoing instrument as incorporator, and that the statements contained therein are true.

My commission expires: 2-18-96

Witness my hand and official seal.

  
Notary Public  
511 W. 9th Street  
Pueblo, CO 81003