

NONPROFIT

**ARTICLES OF INCORPORATION
OF**

**RED ROCK RANCH, FOREST VIEW ACRES, AND CLOVENHOOF
HOMEOWNERS ASSOCIATION**

961136427 M \$50.00
SECRETARY OF STATE
10-18-96 14:02

In compliance with the requirements of the Colorado Nonprofit Corporation Act, Section 7-20-101 through 7-29-106, C.R.S. 1973 as amended, the undersigned, acting as incorporator, for the purpose of forming a nonprofit corporation hereby certifies:

**ARTICLE I
NAME**

The name of the Corporation is RED ROCK RANCH, FOREST VIEW ACRES, AND CLOVENHOOF HOMEOWNERS ASSOCIATION (herein the "Corporation").

**ARTICLE II
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The Registered Agent and Registered Office of the Corporation are:

John J. Novotny
4735 Red Forest Road
Monument, CO 80132

Either the registered office or the registered agent may be changed in the manner provided by law.

**ARTICLE IV
PURPOSE OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes of which it is formed are to serve as the Homeowners Association designated in the Red Rock Ranch Subdivision (including Red Rock Ranch, Forest View Acres, and Clovenhoof) Restrictive Covenants, as amended in that document filed June 19, 1995 in Book 6667 at Page 679 in the records of the Clerk and Recorder of El Paso County, Colorado ("Covenants").

COMP. CH'D. TJR

**ARTICLE V
POWERS OF THE CORPORATION**

In furtherance of its purposes, the Corporation shall have the following powers:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in these Articles of Incorporation, the Bylaws of the Corporation, the Colorado Nonprofit Corporation Act, and the Covenants;
2. To set and collect assessments by any lawful means, pursuant to the terms of the Covenants, the Bylaws of the Corporation and the Colorado Nonprofit Corporation Act; to collect delinquent assessments, including late fees and attorney costs, in accordance with Colorado statutes; and to pay all expenses in the connection therewith and all other expenses incident to the conduct of the business of the Corporation;
3. To acquire own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;
4. To engage in activities which will actively foster, promote and advance the common ownership interests of all members;
5. To enter into, make, perform or enforce contracts and agreements of every kind, and do all other acts necessary, appropriate or advisable in carrying out any purposes of this Corporation, with any person, firm, association, corporation or other entity or agency, public or private;
6. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this Corporation, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation, the Covenants, or the Colorado Nonprofit Corporation Act; and
7. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

**ARTICLE VI
MEMBERSHIP**

Membership shall consist of one class. Every owner of a lot within the Red Rocks Subdivision (as set forth in the Covenants) shall be a Member of the Association upon the acquisition of said lot.

**ARTICLE VII
VOTING RIGHTS**

Each Member is entitled to one vote without regard to the number of lots owned. If a Membership is that of a corporation, partnership, limited liability company, trust or other entity, it shall be assumed that the party casting a ballot is authorized by the governing powers of the entity. In order to vote, sign for dissolution or amendment of these Articles of Incorporation, or serve as a Director or Officer, the Membership dues and any special fees adopted by the Corporation must be current, and the Membership must comply with any other Good Standing requirements adopted by the Corporation.

**ARTICLE VIII
BOARD OF DIRECTORS**

1. The affairs of the Corporation shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who shall be members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

John J. Novotny
4735 Red Forest Road
Monument, Colorado 80132

Barbara Hardin
3780 Peak View Boulevard
Monument, Colorado 80132

Grady Brantley
18060 Red Rocks Drive
Monument, Colorado 80132

Bill Griffith
11 Forest View Road
Monument, Colorado 80132

John Dawson
18145 Stone View Road
Monument, Colorado 80132

Cola R. Morris, Jr.
18015 Granite Circle
Monument, Colorado 80132

Maggie Gier
Post Office Box 88
Monument, Colorado 80132

Craig Kettles
18520 Pike View Way
Monument, Colorado 80132

Jim Bergeron
3740 El Rancho Way
Monument, Colorado 80132

2. The Corporation shall indemnify its Directors to the full extent permitted by Colorado law.
3. The personal liability of a Director to the Corporation or its members for monetary

damages for breach of fiduciary duty is eliminated; except that this shall not eliminate or limit the liability of a Director to the Corporation or its members for monetary damages for: Any breach of the Director's duty of loyalty to the Corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in C.R.S., Section 7-108-403; or any transaction from which the Director derived an improper personal benefit; or any act or omission occurring prior to the date when this provision becomes effective.

ARTICLE IX MERGERS AND CONSOLIDATION

To the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes. Any such merger or consolidation shall have the assent of sixty-seven percent (67%) of all Members.

ARTICLE X DISSOLUTION

1. The Corporation may be dissolved with the assent given in writing, and signed by Members of not less than sixty-seven percent (67%) of all Members.
2. Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit organization, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Corporation.

ARTICLE XI AMENDMENTS

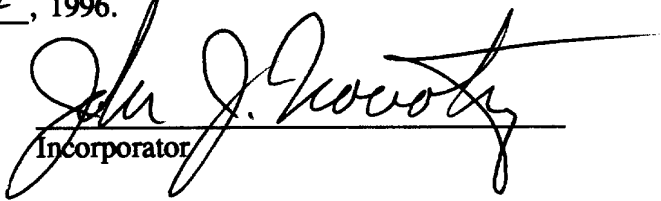
Amendment of these Articles of Incorporation shall require the assent given in writing, and signed by the Membership of not less than fifty-one Percent (51%) of all Members voting in person or by proxy at a meeting duly called at which a quorum is present.

ARTICLE XII INCORPORATION

The incorporator of this Corporation and his address is as follows:

John J. Novotny
4735 Red Forest Road
Monument, Colorado 80132

EXECUTED THIS 15TH DAY ^{OCT} OF, 1996.


Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing Articles of Incorporation were acknowledged before me this Oct 15, 1996, by John J. Novotny as Incorporator.

My commission expires: ~~My Commission Expires~~ July 21, 1999

[SEAL]




Notary Public