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ARTICLES OF INCORPORATION  
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SECRETARY OF STATE  
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CEDAR MESA RANCHES HOMEOWNERS ASSOCIATION, INC.  
A Non-Profit Corporation

I, the undersigned Incorporator, hereby make, subscribe and acknowledge and file with the Secretary of the State of Colorado, these Articles of Incorporation, for the purpose of forming a corporation not for profit, in accordance with the laws of the State of Colorado.

ARTICLE I. NAME

The name of the Corporation shall be: CEDAR MESA RANCHES HOMEOWNERS ASSOCIATION, INC.

The principal office address of the Corporation shall be 995 Railroad Avenue, Suite E, P. O. Box 1019, Dolores, Colorado 81323.

The address of the initial registered office of the Corporation shall be 995 Railroad Avenue, Suite E, Dolores, Colorado 81323.

The name of the initial registered agent at such registered address is Daniel M. Christmas.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE

1. The purpose for which the Corporation is organized is to provide an entity for the maintenance of roads and enforcement of covenants and operation of the property owners association which is part of Cedar Mesa Ranches Subdivision development, according to the Protective Covenants now or hereafter recorded in the public records of Montezuma County, Colorado, located in the City of Cortez, County of Montezuma, State of Colorado.

2. The Corporation shall make no distributions of income to its members, directors, or officers.

ARTICLE IV. POWERS

The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall possess and have the benefit of all common law and statutory powers of a non-profit corporation not in conflict with the terms of these Articles of Incorporation.

#### ARTICLE V. DIRECTORS

The number of Directors of this Corporation shall be THREE, provided that the number of members on the Board of Directors may be changed from time to time by an amendment to the by-laws of this Corporation. The name and addresses of the persons who are hereby appointed to act in the capacity of the initial Board of Directors of this Corporation, and who shall continue to act as such Director until their successors are duly elected and qualified are as follows: ✓

(1) Daniel M. Christmas, 995 Railroad Avenue, Suite E, Dolores, Colorado 81323

(2) Jennifer L.B. Grisi, 995 Railroad Avenue, Suite E, Dolores, Colorado 81323

(3) Dan Dattola, 995 Railroad Avenue, Suite E, Dolores, Colorado 81323

#### ARTICLE VI. BY-LAWS

There shall be no capital stock of this Corporation. As soon as practicable after the filing of these Articles of Incorporation, appropriate by-laws shall be adopted by the Corporation and said by-laws shall provide for the authorized number and qualification of members of the Corporation, the different classes of membership, if any, voting, and other rights and privileges of members, the liability of members for assessments, and the method of collection thereof; provided, however, there shall be no more than one membership issued to any one member of the Corporation.

The aforementioned by-laws shall further provide for the tenure of office of the Directors of the Corporation and shall specify the powers, duties and compensation, if any, and the manner in which Directors shall be chosen and removed from office.

All of the by-laws and amendments thereto adopted by the Corporation shall be recorded in a book which shall be kept in the principal office of the Corporation and shall be available for inspection by the membership of the Corporation.

#### ARTICLE VII. INDEMNIFICATION

The Cedar Mesa Ranches Homeowners Association may, but shall not be required to, indemnify their officers and directors against all liabilities, including attorney's fees, reasonably incurred by or imposed upon said officers and/or directors in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or his having been a director or officer of said Corporation, whether or not he is a director or officer at the time such

expenses or liabilities are incurred. However, no director or officer may be indemnified unless the Corporation has in force and effect, at the time such liability or expense is incurred, appropriate insurance coverage providing for such indemnification. The limit of any such indemnification will be no greater than that amount payable pursuant to the terms of such liability insurance policy.

#### ARTICLE VIII. MEMBERSHIP AND VOTING RIGHTS /

1. Every person or entity who is a record owner of real property in Cedar Mesa Ranches Subdivision is subject by the Protective Covenants of record to assessment by the Association, including contract sellers, and shall be a member of said Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership from any lot which is subject to assessment by the Association.

2. The Association shall have one class of voting members, who shall be entitled to voting privileges in accordance with the Association by-laws.

#### ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be accomplished in accordance with the terms and provisions of Article 21 of Title 7 of Colorado Revised Statutes; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members of the Corporation without approval in writing by all members of the Corporation and the joinder of all the record owners of mortgages or deeds of trust upon property included within the subdivision.

#### ARTICLE X. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation the assets to such 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

#### ARTICLE XI. INCORPORATOR

The name and address of the Incorporator for the Corporation is as follows:

