

ARTICLES OF INCORPORATION

OF

THE HOMESTEAD OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Colorado Nonprofit Corporation Act, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a nonprofit corporation and do hereby certify:

ARTICLE I

NAME

The name of the corporation is THE HOMESTEAD OWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 20 Eagle Road, Avon, Colorado 81620.

ARTICLE III

REGISTERED AGENT

Robert Warner, Jr., whose address is 20 Eagle Road, Avon, Colorado 81620, is hereby appointed the initial registered agent of this Association, and such address shall be the registered address of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence lots and Common Area within that certain tract of property described as THE HOMESTEAD, in the County of Eagle, State of Colorado, according to the recorded plat thereof (the "Property"), and to promote the health, safety and welfare of the Owners and residents within the Property and any addition thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the Property, or a portion thereof, and recorded or to be recorded in the Office of the Clerk and Recorder of the County of Eagle, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined);
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- (c) Acquire (by gift, purchase or otherwise), 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 Association;
- (d) Borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area;
- (g) Manage, control, operate, maintain, repair and improve the Common Area;
- (h) Enforce covenants, restrictions and conditions affecting any property to the extent this corporation may be authorized under the Declaration;
- (i) Engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots;
- (j) Enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this Association, with or in association with any person, firm, association, corporation or other entity or agency, public or private;
- (k) Adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this Association, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and
- (l) Have and exercise any and all powers, rights and privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Vacant Lot and/or Dwelling Unit which is now or hereafter subject to the Declaration, including contract sellers, shall be a member of the 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 of any Vacant Lot and/or Dwelling Unit which is subject to assessment by the Association.

A transfer of membership, including all rights of an Owner with respect to the Common Area, shall occur automatically upon the transfer of title to the Vacant Lot or Dwelling Unit to which the membership pertains. The Association may suspend the voting rights of a Member for failure to comply with rules and regulations or the Bylaws of the Association or with any other obligations of the Owners under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to this Association. Cumulative voting is prohibited.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Vacant Lot and/or Dwelling Unit owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Vacant Lot and/or Dwelling Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any such Vacant Lot or Dwelling Unit.

Class B. The Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Vacant Lot and/or Dwelling Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of the later of the following two events:

- a. when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- b. on December 31, 1986.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) directors, who need not be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Warner, Jr.	PO Drawer B-100, Avon, CO
Deborah W. Warner	PO Drawer B-100, Avon, CO
Dennis Gelvin	PO Drawer B-100, Avon, CO
Elaine Gelvin	PO Drawer B-100, Avon, CO
Frank Slessman	PO Drawer B-100, Avon, CO

At the first annual meeting, the Members shall elect two directors for one year terms, two directors for two year terms, and one director for a three year term, and at each annual meeting thereafter the Members shall elect the same number of directors as there are directors whose terms are expiring at the time of each election, for terms of three years.

## ARTICLE VIII

### 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 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 IX

### OFFICERS

The Board of Directors may appoint a President, one or more vice Presidents, a Secretary, a Treasurer, and such other offices as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed in the Bylaws of the corporation and shall serve at the pleasure of the Board of Directors.

## ARTICLE X

### DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment to these Articles shall require the assent of two-thirds (2/3) of the Members, provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provisions of the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12<sup>th</sup> day of July, 1982.