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ARTICLES OF INCORPORATION

OF

THE FARM IN BOULDER VALLEY HOMEOWNERS ASSOCIATION, INC.

For the purpose of forming a nonprofit corporation pursuant to the provisions of Title 7, Article 20, Colorado Revised Statutes, as amended, the undersigned has made, signed and acknowledged the following Articles:

ARTICLE I

Name

The name of the corporation shall be THE FARM IN BOULDER VALLEY HOMEOWNERS ASSOCIATION, INC. /

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is organized are as follows:

A. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions of THE FARM in Boulder Valley Subdivision, N.U.P.U.D., a subdivision of a part of the S 1/2 of the S 1/2 of the SE 1/4 of Section 8 and resubdivisions of all of THE FARM in Boulder Valley and all of replat of "Block 3" THE FARM in Boulder Valley, subdivisions of a part of Sections 9, 15, 16, 17 and 21, Township 1 North, Range 69 West of the 6th P.M., County of Boulder, State of Colorado (herein called the "Declaration") executed by Boulder Valley Farm, Inc., a Maryland corporation, as Declarant, and consented to by Rosalie C. Culver, and Edwin A. Fenwick, and to be

recorded in the office of the County Clerk and Recorder of Boulder County, Colorado, relating to the residential community ownership project (herein called "The Project"), to be established on the real property described in said Declaration in Boulder County, Colorado.

B. To perform the obligations and duties, and exercise the rights and powers of the Association under the aforesaid Declaration.

C. To provide an entity for the furtherance of the interests of all or any group of the owners of real property in The Project.

D. To establish and maintain The Project as a prime residential ownership project of the highest quality and value, and to enhance and protect its value, desirability and attractiveness.

E. To make and collect assessments against members of the corporation for the purpose of defraying the costs, expenses and any losses of the corporation.

F. To manage, control, operate, maintain, repair and improve common elements, as defined in the Declaration.

G. To enforce covenants, restrictions and conditions affecting any property to the extent this corporation may be authorized under any covenants, restrictions and conditions.

H. To make and enforce rules and regulations with respect to the use of property in The Project.

I. To exercise all of the powers conferred upon corporations not for profit by the common law and the statutes of the State of Colorado in effect from time to time.

J. To engage in activities and endeavors which may now or hereafter be allowed or permitted by law to actively foster, promote and advance the common interests of owners of real property within The Project.

K. To do all things necessary or incidental to carry out the foregoing.

L. The purposes specified in each of the paragraphs and subparagraphs of this Article are independent purposes, not to be restricted by reference to or inference from the terms of any other paragraph, subparagraph or provision of this Article except to the extent specifically stated in this Article.

## ARTICLE IV

### Membership and Voting Rights

A. Memberships. This corporation shall be a membership corporation without certificates or shares of stock. There shall be one membership in the corporation for each Unit (as defined in the Declaration) from time to time existing in The Project. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit 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. No owner shall have more than one membership except the Declarant. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association. Ownership of such Unit shall be the sole qualification for membership.

A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage deed of trust, or other security instrument on a Lot as further security for a loan secured by a lien on such Unit. A transfer of membership shall occur automatically upon transfer of title to the Unit to which the membership pertains; provided, however, that the Bylaws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

Members shall have no pre-emptive right to purchase other Units or the memberships appurtenant thereto.

### B. Voting Rights.

1. Each member shall be entitled to one vote for each Unit in which such member holds the interest required for membership under Section A of this Article IV as to all matters in which the Owner of such Unit or Units shall be entitled to vote. When more than one person holds such interest or interest in any Unit, all such persons shall be members, and the vote of such Unit shall be exercised in the same proportionate interests as such persons own such Unit, as set forth in the Bylaws, but in no event shall more than one vote be cast with respect to any such Unit.

2. Subject to Subsection 3 of this section IV B, for the period hereinafter provided, Declarant shall have exclusive control of the Association, during which period Declarant, or persons designated by Declarant, may appoint and remove the officers and members of the Board of Directors of the Association. The period of Declarant's control shall terminate no later than the last to occur of (i) sixty days after conveyance of seventy-five percent of the Units that may be created to Unit Owners other than Declarant, (ii) two years after the last conveyance of a Unit by Declarant in the ordinary course of business or (iii) two years after any right to add new Units was last exercised. Declarant may voluntarily surrender the right to appoint and remove officers and members of the Board before termination of the period of Declarant control, but, in that event, Declarant may require, for the duration of the period of Declarant control, that specified actions of the Association or Board, as described in a recorded instrument executed by Declarant, be approved by Declarant before they become effective.
3. Not later than sixty days after conveyance of twenty-five percent of the Units that may be created to Unit Owners other than Declarant, at least one member and not less than twenty-five percent of the members of the Board must be elected by Unit Owners other than Declarant. Not later than sixty days after conveyance of fifty percent of the Units that may be created to Unit Owners other than Declarant, not less than thirty-three and one-third percent of the members of the Board must be elected by Unit Owners other than Declarant.
4. The corporation may suspend the voting rights of a member for failure to comply with rules or regulations of the corporation or with any other obligations of the Owners of a Unit under the Declaration.

## ARTICLE V

### Board of Directors

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. Until such time as Declarant no longer has the sole right to elect the Board of Directors, the members of the Board of Directors need not be members of the corporation. However, when Declarant no longer has the sole right to

elect the Board of Directors, then all of the members of the Board of Directors shall be members of the corporation.

The Board of Directors shall consist of not fewer than three (3) members nor more than seven (7) members, the specific number to be set forth from time to time in the Bylaws of the corporation, except that the initial Board of Directors and, until Declarant no longer has the sole right to elect the Board of Directors, all future Boards of Directors shall consist of one (1) member. A change in these limits shall be made only by amendment to these Articles of Incorporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. In the absence of any provision in the Bylaws, the Board shall consist of three (3) members.

Members of the Board of Directors shall be elected at the annual meeting of the members in the manner provided in the Bylaws. In all elections for directors cumulative voting shall not be allowed.

The Board of Directors, by resolution adopted by a majority of the directors in office, may create an Executive Committee of the Board. The number of members of the Executive Committee and the persons who shall be members thereof shall be determined by the Board of Directors consistent with applicable law. Except to the extent limited by resolution of the Board or applicable law, the Executive Committee shall have and exercise all the authority of the Board of Directors.

The initial Board of Directors shall consist of the following one director:

NAME:

ADDRESS:

Donald M. Culver

4536 N. 95th Street  
P.O. Box 883  
Lafayette, CO 80026

Such directors shall serve until their respective successors are duly elected and qualified. Such newly elected directors shall hold office for a term of one year each.

## ARTICLE VI

### Limitation of Liability

To the fullest extent permitted by the Colorado Corporation Code and/or other Colorado law, as the same exist or may hereafter be created or amended, a director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## ARTICLE VII

### Indemnification

The corporation shall indemnify persons acting on behalf of the corporation in the manner and to the fullest extent permitted by Colorado law.

## ARTICLE VIII

### Initial Registered Office and Agent

The initial registered office of the corporation shall be 1919 14th Street, Suite 300, Boulder, Colorado 80302. The initial registered agent at such address shall be Neil C. King.

## ARTICLE IX

### Incorporator

The incorporator of this corporation is Neil C. King, 1919 14th Street, Suite 300, Boulder, Colorado 80302.

## ARTICLE X

### Amendments

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Bylaws; provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the above referenced Declaration.

Signed in duplicate originals this 6<sup>th</sup> day of October, 1992.

Neil C. King  
Neil C. King

STATE OF COLORADO     )  
                                  ) ss.  
COUNTY OF BOULDER    )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 1992, by Neil C. King.

Witness my hand and official seal.

My Commission expires June 2, 1993

John L. Russell  
Notary Public