

NONPROFIT

FILED

APR - 8 1997

ARTICLES OF INCORPORATION

OF

STATE OF COLORADO
DEPARTMENT OF STATE

VISTA BONITA RECREATION ASSOCIATION

I, the undersigned natural person of the age of twenty-one (21) years or more and a resident of the State of Colorado, acting as an Incorporator of a non-profit corporation pursuant to the Colorado Non-Profit Corporation Act (C.R.S. 7-20-101, et seq.) hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME. The name of the Corporation is VISTA BONITA RECREATION ASSOCIATION, hereafter called the "Association."

ARTICLE II. REGISTERED OFFICE. The principal office and initial registered office of the Association is located at 308 Camino Real, Fort Collins, Colorado 80524.

ARTICLE III. REGISTERED AGENT. Harold S. Fisher is hereby appointed the initial registered agent of this Association whose office address shall be the initial registered office of the Association as set forth hereinabove.

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, control and regulation of the real property and water rights described on Exhibit "A" attached hereto and incorporated herein by reference ("the Property and Water Rights") and to provide for the fair and equitable use of the Property and Water Rights by those persons

owning real property or residing within the real property described on Exhibit "B" attached hereto and incorporated herein by reference ("the Real Property") who become members of the Association ("Members") and to otherwise provide recreational amenities and promote the health, safety and welfare of the Members and for this purpose to:

(a) Own, maintain, preserve, regulate and authorize the use of the Property and Water Rights for the benefit of Members of the Association in a non-discriminatory manner, provided that the Association may levy an additional fee for those Members withdrawing water from Baker Lake for irrigation purposes;

(b) Fix, levy, collect and enforce payment of membership fees, dues and other payments assessed by the Association ("Assessments") for: repair, maintenance, renovation and improvement of the Property and Water Rights; maintenance, operation and repair of lighting within the Real Property; management and administration of the Association; legal and accounting fees; insurance premiums; real property taxes; water stock assessments; wages; expenses and liabilities incurred by the Association; creation of reasonable reserve funds and payment of 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 and Water Rights of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain and regulate the Property and Water Rights of the Association;

(d) Convey, sell, lease, transfer or otherwise dispose of the Property and Water Rights of the Association with the assent of ninety percent (90%) of all Members of the Association;

(e) Dedicate all or any part of the Property and Water Rights to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Association. No such dedication or transfer shall be effective unless an instrument has been signed by ninety percent (90%) of the Members, agreeing to such dedication;

(f) Borrow money, and with the assent of seventy-five percent (75%) of the Members of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the Property and Water Rights as security for money borrowed or debts incurred;

(g) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, except that any such merger, consolidation or annexation shall have the assent of seventy-five percent (75%) of all Members of the Association;

(h) Adopt fair and equitable rules and regulations for the use of Baker Lake by Members of the Association and their families, tenants and guests in connection with fishing, swimming, canoeing, boating and other recreational uses of Baker Lake;

(i) Adopt fair and equitable rules and regulations governing the use and operation of the Property and Water Rights of the Association and regulate other matters incidental thereto;

(j) Prohibit dangerous or offensive activities and nuisances on Baker Lake and other property owned by the Association and restrict the use of the Property and Water Rights to Members of the Association, their families, tenants and guests;

(k) Maintain the Property and Water Rights and make such repairs and replacements as may be required to keep the same in a good state of condition and repair;

(l) Provide common recreational amenities and services to all Members of the Association;

(m) Maintain lighting on public rights of way located within the Real Property and pay the electrical and repair bills therefor;

(n) Levy and collect Assessments as provided herein;

(o) Enjoin and/or seek damages from Members of the Association and trespassers who utilize the Property and Water Rights of the Association in violation of these Articles of Incorporation, the By-Laws and/or the rules and regulations adopted by the Association and levy fines on account of such violations as provided in the By-Laws or by resolution adopted by the Board of Directors;

(p) Hire employees, contract for services, purchase supplies and equipment and carry out other duties provided for in these Articles of Incorporation;

(q) Generally do anything necessary or desirable in order to perform the functions and duties assigned to the Association herein; and

(r) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Colorado may now or hereafter have or exercise.

ARTICLE V. MEMBERSHIP ELIGIBILITY. Every person or entity who is an owner of a fee interest in any lot or parcel ("Lot") which is located within the Real Property described on Exhibit "B" (including contract buyers in possession) and their tenants shall have the right to become a Member of the Association upon payment of a membership fee and all other Assessments established by 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 or a contract seller if the contract buyer is in possession.

ARTICLE VI. VOTING RIGHTS. The Association shall have one (1) class of voting membership. Each Member of the Association who pays the Assessments established by the Association from time to time and otherwise complies with the requirements of the Association for the issuance of a membership shall be entitled to one (1) vote for such membership.

ARTICLE VII. BOARD OF DIRECTORS. The affairs of this Association shall be managed by a Board of Directors. The number of Directors who shall conduct and manage the business and affairs of the Association shall be not less than five (5) nor more than

nine (9), and shall always be an odd number. The initial Board of Directors shall consist of seven (7) individuals who must be Members of the Association. The names and addresses of the persons who are to serve as Directors of the Association until the first annual meeting of the Members are:

Walter Hoerler
209 Camino Real
Fort Collins, CO 80524

Carlyle Williams
212 Camino Real
Fort Collins, CO 80524

✓ Larry Beckman
312 Camino Real
Fort Collins, CO 80524

Herbert M. Schlicht
405 Camino Real
Fort Collins, CO 80524

✓ *Duane Ritchie*
Robert L. Iazard
4717 Ruidosa Drive
Fort Collins, CO 80524

✓ Paul B. Frank
4720 Springer Drive
Fort Collins, CO 80524

✓ Marilyn M. Hanson
421 Orilla Del Lago
Fort Collins, CO 80524

At the first annual meeting, the members shall elect two (2) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years. Thereafter, Directors shall be elected for one (1) year terms.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS. The Association shall indemnify its Directors to the full extent permitted by Colorado law. The personal liability of a Director to the

Association or its members for monetary damages for breach of fiduciary duty as a Director is limited to the full extent provided by Colorado law.

ARTICLE IX. DISSOLUTION. The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of the Members of the Association. 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 purposes 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 X. DURATION. The Corporation shall exist perpetually.

ARTICLE XI. AMENDMENTS. Amendments to these Articles of Incorporation shall be made by the affirmative assent of ninety percent (90%) of all Members of the Association.

ARTICLE XII. INCORPORATOR. The name and address of the incorporator is:

Harold S. Fisher
308 Camino Real
Fort Collins, CO 80524

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Colorado, I, the undersigned, constituting the Incorporator of this Association,

have executed these Articles of Incorporation this 6th day of
April, 1992.

Harold S. Fisher
HAROLD S. FISHER

STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

The foregoing Articles of Incorporation were acknowledged
before me this 6th day of April, 1992, by HAROLD S. FISHER.

WITNESS my hand and official seal.

My commission expires: 11/3/92

Brandi Hart
Notary Public

EXHIBIT "A" ATTACHED TO AND MADE A PART OF THE ARTICLES OF
INCORPORATION OF VISTA BONITA RECREATION ASSOCIATION

Legal Description

Outlot "B":

✓OUTLOT "B" of the Amended Plat of OUTLOT "B"
AND LOTS 1, 2 and 3, VISTA BONITA FIFTH FILING
situate in the SE1/4 of Section 10 and the
SW1/4 of Section 11, Township 7 North,
Range 68 West of the Sixth P.M., Larimer
County, Colorado.✓

Baker Lake:

✓All land owned by Baker Lake Company which
underlies the lake commonly known as "Baker
Lake", which lake is located in Vista Bonita
Subdivision. TOGETHER WITH all water,
recreation rights and all other rights and
appurtenances thereto.✓

Replogle Reservoir:

✓A portion of the W1/2SE1/4 of Section 11,
Township 7 North, Range 68 West of the
6th P.M., Larimer County, Colorado, described
by metes and bounds as follows, to-wit:
Beginning at a point 80 feet North of the
Southwest corner of said SE1/4 and running
thence North 74° 25' East 110 feet; thence
South 88° 45' East 207 feet; thence North
289 feet; thence North 67° 35' East 326 feet;
thence North 35' West 320 feet; thence North
32° 55' West 516 feet; thence North 58° 40'
West 486 feet to the West line of said SE1/4
(to a point 1520 feet North of the Southwest
corner of said SE1/4), thence South 3° 25'
East along the West line of said SE1/4 1440
feet to the place of beginning; except that
portion heretofore conveyed to Amanda M.
Smith, described by metes and bounds as
follows, to-wit: Beginning at said point 80
feet North of the Southwest corner of said
SE1/4; and running thence North 74° 25' East
110 feet; thence South 88° 45' East 157 feet;
thence North 289 feet; thence North 55° West
425 feet; thence South on the West line of
said SE1/4 to the place of beginning.

Also that certain reservoir named "The Replogle Reservoir," located on the above property in said Section 11, and that certain box and tile drain or seepage ditch constructed by one, Solomon Underwood, and starting in the Northeast Quarter of said Section and running in a general southwesterly course into said reservoir, and all priorities and appropriations for the use of water collected or created or carried by said drain or seepage ditch and all of the Grantor's right, title and interest in and to that certain tile drain or seepage ditch which starts in the Northwest Quarter of said Section and which runs in a general Southeasterly direction into said reservoir, and all of the Grantor's right, title and interest in and to all priorities and appropriations to the use of water collected or created or carried by said drain or seepage ditch; and all other priorities and appropriations to the use of drainage, seepage and waste water which finds its way into either of said drains or seepage ditches or into said reservoir; together with the outlet ditch from said reservoir which empties into the irrigating canal belonging to The Larimer and Weld Irrigation Company. ✓

Water Stock:

One (1) share of The Larimer & Weld Irrigation Company

EXHIBIT "B" ATTACHED TO AND MADE A PART OF THE ARTICLES OF
INCORPORATION OF VISTA BONITA RECREATION ASSOCIATION

Legal Description

✓All that part of SW1/4 of Section 11,
Township 7 North, Range 68 West of the 6th
P.M. lying North of Vista Bonita Sixth Filing
and West of the Larimer and Weld Canal

AND

All of the ~~SW1/4~~ of Section 10, Township 7
North, Range 68 West of the 6th P.M.

EXCEPT Vista Bonita Second Filing

AND EXCEPT a tract of land situate in the
Southeast 1/4 of Section 10, Township 7 North,
Range 68 West of the Sixth P.M., Larimer
County Colorado, which considering the South
line of the Southeast 1/4 of said Section 10
as bearing West and with all bearings
contained herein, relative thereto, is
contained within the boundary lines which
begin at a point on the North right-of-way
line of Colorado Highway 14, which bears
N00°49'W 24.20 feet from the Southeast corner
of said Section 10, and run thence West 200.91
feet along the North right-of-way line; thence
N00°49'W 200.19 feet to the South line of
Springer Drive; thence East 200.91 feet along
said South line to the East line of the
Southeast 1/4 of said Section 10; thence
S00°49'E 200.19 feet along said East line to
the point of beginning, containing .9232
acres, more or less.

All in County of Larimer, State of Colorado. ✓



DEPARTMENT OF STATE
Corporations Section
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2251

Your Articles of Incorporation, Application for Certificate of Authority or Certificate of Organization has been accepted and filed. The enclosed Certificate is issued to you as evidence and authority to transact business in this state.

As an authorized corporation or limited liability company, you are required to continuously maintain both a Registered Agent and a Registered Office in this state. Any change of Agent or Office requires the filing of a statement to that effect within **thirty days** of such change.

In addition, every corporation and limited liability company is required to file a report each biennium (every other year). Previously, reports were mailed in January and were due by May 1. Because of changes in legislation, reports will be mailed throughout the year to corporations and limited liability companies in the month in which they were filed. A corporation incorporated in January would receive its report in January. The due date for reports is the end of the second month after the month in which the report was mailed. For example, reports which were mailed in January would be due by the end of March. Corporations incorporated in odd numbered years will be required to file in odd numbered years and corporations incorporated in even numbered years will be required to file in even numbered years.

The report will be mailed to your registered agent at the registered office as shown on our records. All reports **must** be typewritten on the **OCR Form** mailed to you by the Secretary of State.

If you are in need of any further service, please contact us. Our office hours are from 8:30 to 5 p.m., Monday through Friday. Telephone Number: 894-2200.

Our best wishes for success in your new venture.

UNANIMOUS CONSENT TO ACTION OF THE
BOARD OF DIRECTORS OF
VISTA BONITA RECREATION ASSOCIATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the following action is taken by the Board of Directors of VISTA BONITA RECREATION ASSOCIATION, a Colorado Non-Profit Corporation ("Corporation"), by unanimous written consent, as if a meeting thereof had been properly called pursuant to notice and all Directors were present and voting in favor of such action.

WHEREAS, Article XI of the Articles of Incorporation of the Corporation provides that the Articles of Incorporation may be amended upon the affirmative assent of ninety percent (90%) of all Members of the Corporation; and

WHEREAS, the Corporation desires to amend Article VII of its Articles of Incorporation to extend the term for which elected Directors shall serve from one (1) year to three (3) years; and

WHEREAS, a copy of the proposed Articles of Amendment to the Articles of Incorporation extending the term for which elected Directors shall serve from one (1) year to three (3) years is attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, the proposed amendment was submitted to a vote of the Members of the Corporation entitled to vote thereon at the annual meeting held on April 19, 1993; and

WHEREAS, the proposed amendment was approved by unanimous vote of the Members; and

WHEREAS, the Corporation also wishes to amend Article VI, Section 3, of the By-Laws of the Corporation to extend the term for which elected Directors shall serve from one (1) year to three (3) years; and

WHEREAS, Article XIV of the By-Laws provides that the By-Laws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of each class of Members present in person or by proxy; and

WHEREAS, the proposed amendment to the By-Laws set forth hereafter was duly approved by a unanimous vote of the Members at a meeting held on April 19, 1993; therefore,


BE IT RESOLVED, that the Articles of Amendment to the Articles of Incorporation attached hereto as Exhibit "A" are hereby unanimously approved by the Directors on behalf of the Corporation.

BE IT FURTHER RESOLVED, that the President and Secretary of the Corporation are hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation on behalf of the Corporation and otherwise comply with all of the requirements of the Colorado Nonprofit Corporation Act relative to the filing of the Articles of Amendment to the Articles of Incorporation.

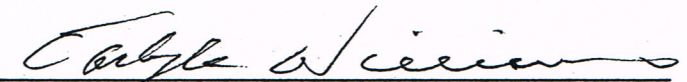
BE IT FURTHER RESOLVED, that Article VI, Section 3, of the By-Laws of the Corporation is amended and restated in its entirety to provide as follows:

Section 3. Term of Office. At the first annual meeting the Members shall elect two (2) Directors for a term of one (1) year, two (2) Directors for a term of two (2) years, and three (3) Directors for a term of three (3) years. Thereafter, Directors shall be elected for a three (3) year term.

IN WITNESS WHEREOF, the undersigned, constituting all of the Directors of the Corporation entitled to vote on the matters presented herein, hereby unanimously consent, approve and accept the foregoing resolutions, effective April 19, 1993.



LARRY BECKMAN (Date)
Director



CARLYLE WILLIAMS (Date)
Director



HERBERT M. SCHLICHT (Date)
Director



MARILYN M. HANSON (Date)
Director

Paul B. Frank

PAUL B. FRANK
Director

(Date)

Walter Hoerler

WALTER HOERLER
Director

11/24/73
(Date)

Kenneth Schroeder

KENNETH SCHROEDER
Director

12-8-75
(Date)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VISTA BONITA RECREATION ASSOCIATION

941002344 \$25.00
505 01-07-94 08:30

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is VISTA BONITA RECREATION ASSOCIATION.

SECOND: The following amendment to the Articles of Incorporation was adopted on the 19th day of April, 1993, in the manner prescribed by the Colorado Nonprofit Corporation Act. A meeting of the Members was held on April 19, 1993, at which time the amendment was adopted by a unanimous vote of all Members of the Association.

THIRD: Article VII of the Articles of Incorporation entitled "Board of Directors" is hereby amended and restated in its entirety to provide as follows:

ARTICLE VII. BOARD OF DIRECTORS. The affairs of this Association shall be managed by a Board of Directors. The number of Directors who shall conduct and manage the business and affairs of the Association shall be not less than five (5) nor more than nine (9), and shall always be an odd number. The initial Board of Directors shall consist of seven (7) individuals who must be Members of the Association. The names and addresses of the persons who are to serve as Directors of the Association until the first annual meeting of the Members are:

Walter Hoerler
209 Camino Real
Fort Collins, CO 80524

Carlyle Williams
212 Camino Real
Fort Collins, CO 80524

Larry Beckman
312 Camino Real
Fort Collins, CO 80524



