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# STATE OF COLORADO



DEPARTMENT OF  
STATE

CERTIFICATE

*I, MARY ESTILL BUCHANAN, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.*

*Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues* Certificate of Incorporation to  
WOODLAND WEST WATER USERS ASSOCIATION, a Nonprofit corporation.



*Mary Estill Buchanan*

SECRETARY OF STATE

DATED: March 1, 1978

FILE

FILED  
1 March '78  
State of Colorado  
Dept of State } STAMP

ARTICLES OF INCORPORATION

OF

WOODLAND WEST WATER USERS ASSOCIATION

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of the age of twenty-one (21) years or more, wishing to avail themselves and others of the benefits and responsibilities of the Colorado Nonprofit Corporation Act, C.R.S., 1973, 7-20-101 et seq., for the purpose of forming a Water Users Association as set forth in C.R.S. 1973 7-44-101 et seq., and Mutual Ditch Company as set forth in C.R.S. 1973 7-42-101 et seq., hereby make these Articles of Incorporation, to wit:

ARTICLE I.

Name

The name of the corporation shall be WOODLAND WEST WATER USERS ASSOCIATION, hereinafter referred to as the Association.

ARTICLE II.

Duration

The period of duration of the Association shall be until December 31, 2030.

ARTICLE III.

Purposes

The purposes for which the Association is organized are:

A. To acquire, construct, operate, maintain, repair and replace one or more ditches, reservoirs, pipelines, wells or any part thereof, for the purposes of conveying water from any natural or artificial stream, channel, pipeline or source whatever, to any lands, or storing the same;

B. To deal with, contract with, or to cooperate with the United States under the provisions of the Act of Congress of June 17, 1902, and acts amendatory thereof or supplementary

thereto for the securing of a water supply or irrigation works or both;

C. To deal with, contract with, or otherwise represent the best interests of the association and its members in regard to any other person or entity including the State of Colorado, its departments and boards;

D. To provide for maintenance, preservation and control of any portion of the water distribution system lying within that certain tract of property described in Exhibit "A" attached hereto and made a part hereof, sometimes called "Woodland West Subdivision"<sup>[see below]</sup> and to promote the health, safety and welfare of the residents within the above described property;

→ E. To provide for the enforcement of that certain Declaration of Protective Covenants recorded in the office of the Clerk and Recorder of Teller County, Colorado, 27 May 1977 in Drawer 23 on Cards 372A, 372B, and 373, under Reception No. 256163, said Declaration being incorporated herein as if set forth at length, and to provide for the enforcement of any and all further Declarations of Protective Covenants which may hereafter be filed under proper authority in the office of the Clerk and Recorder of Teller County, Colorado, and declared to be applicable to property within the tract legally described in Exhibit "A", hereto;

F. To fix, levy, collect and enforce payment by any lawful means, (including termination of water service), all charges or assessments pursuant to law, or the rules, regulations and By-Laws of the Association; 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;

[adds East Edlware Subdivision by amendment in 1984]

G. To 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;

H. To borrow money, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

I. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Colorado Nonprofit Corporation Act and the Water Users' Association Act, C.R.S. 7-44-101, 1973, et seq., by law may now or hereafter have or exercise.

#### ARTICLE IV.

##### Office

The initial registered office of the Association shall be at 13 Loma Linda Drive, Colorado Springs, El Paso County, Colorado 80906.

#### ARTICLE V.

##### Agent

The initial registered agent at said office shall be ALFRED A. HAGEDORN, whose mailing address is 13 Loma Linda Drive, Colorado Springs, Colorado 80906.

#### ARTICLE VI.

##### Directors

<sup>K</sup>  
<sup>ST</sup>  
SEPT. 1976  
SCEMANN  
The affairs of this Association shall be managed by a Board of three (3) Directors, [who need not be members of the Association. The number of directors may be changed by amendment to the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection and qualification of their successors, are:

see amendment of 2003

there is no record that the amendment (change) was filed w/ Colo Sec State  
DZ, 2011

<u>Name</u>	<u>Address</u>
ALFRED A. HAGEDORN	13 Loma Linda Drive Colorado Springs, Colorado 80906
LOIS K. LUECKING	Box F Woodland Park, Colorado 80863
LAURIE E. ROMSOS	Box 659 Woodland Park, Colorado 80863

At the first annual members meeting, the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years, and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VII.

Incorporators

The incorporators are as follows:

<u>Name</u>	<u>Address</u>
ALFRED A. HAGEDORN	13 Loma Linda Drive Colorado Springs, Colorado 80906
JUDITH M. SCHAEFER	1400 Holly Sugar Building Colorado Springs, Colorado 80903
CHARLES E. PAINTER	1400 Holly Sugar Building Colorado Springs, Colorado 80903

ARTICLE VIII.

In compliance with 7-42-101, C.R.S., 1973, the incorporators make the following statements:

A. The stream, channel or source from which the water is to be taken initially is (pursuant to contract) Woodland West Well No. 1, as described in Decree of District Court In and For Water Division No. 1 in Case No. W-7979-75, a copy of which Decree has been recorded in the office of the Clerk and Recorder of Teller County, Colorado, 24 August 1976 in Drawer 20 on Cards 1287A & B, 1288A & B, and 1289A & B, under Reception Number 249620;

B. The location of the Association's reservoir shall be as shown on Sheet 2 of the Plat of Woodland West, Filing No. 1, as

recorded 27 May 1977 in Plat Book H at pages 3, 4, 5, and 6 under Reception Number 256162 of the records of Teller County, Colorado, the location of the reservoir being in the tract indentified by the words "Water Reservoir Site" on said Plat;

C. The line of the Association's initial pipelines shall run as shown on the water distribution pipeline map which is Exhibit "B" hereto;

D. The uses to which the water is intended to be applied are: domestic, fire protection and sanitation.

#### ARTICLE IX.

##### Membership

Section 1 - Membership: Every person or entity who is the owner of record of any Lot or Parcel of land within the tract described in Exhibit "A", hereto, <sup>[add East Edlarc Subdivision]</sup> that has been deeded by Mid-Colorado Investment Company, Inc. (a Colorado corporation) subsequent to 1 March 1977, or which may in the future be deeded by said Mid-Colorado Investment Company, its successors or assigns, shall be a member of the Association, including, but not limited to, owners of record of Lots within Woodland West, Filing Number 1, as described in Plat recorded the 17th day of May, 1977, in Plat Book H at pages 3, 4, 5 and 6 under Reception Number 256162 of the records of Teller County, Colorado. Membership shall not extend to any parcel or Lot of land which may in the future be created by the subdivision of any parcel or Lot by subsequent owner or owners following an original Deed from said Mid-Colorado Investment Company, Inc., its successors or assigns. When more than one person is the owner of record of any Lot or parcel of land, all such persons shall be members. Membership shall be appurtenant to and may not be separated from ownership of any parcel or Lot. The ownership of record of such Lot or parcel shall be the sole qualification for membership.

Section 2 - Classes of Membership: There shall be only one class of membership.

Section 3 - Membership Rights: Membership rights shall be as set forth in the By-Laws of the Association.

ARTICLE X.

Voting

Section 1 - Members: Those members holding an interest in any one parcel or Lot shall be collectively entitled to one vote for said parcel or Lot. The vote for each parcel or Lot shall be exercised by the Owners thereof as they among themselves determine, but in no event shall more than one vote be cast with respect to any one parcel or Lot. Fractional votes shall be permitted.

Section 2 - Amendment of Voting Rights; Cumulative Voting Prohibited: Voting rights may be amended by the By-Laws of the Association. Cumulative voting shall be prohibited. Voting rights for additional members shall be as provided in the By-Laws of the Association.

ARTICLE XI.

Stock

*Art replaced by amendment in 2008*

*See amendment @ end*

The Association shall have and shall issue shares of stock representing membership, in fractional certificates if need be, provided that a membership, or fractional part thereof, in the Association shall be personal property deemed appurtenant to the real property described above, and sale of the real property shall be deemed sale of the membership.

ARTICLE XII.

Limitation on Power; Powers

The Association shall not furnish water to any premises not owned by a member or by the Association. Except as provided in the preceding sentence, the Association shall have all the powers and rights of a nonprofit water users association and

mutual ditch company as provided by Colorado law, including but not limited to all powers and rights set forth in C.R.S. 1973, Chapter 7, Articles 20, 42, and 44, as amended from time to time.

ARTICLE XIII.

Assessment

The By-Laws of the Association shall provide for assessments of members and liens upon stocks as provided by C.R.S. 1973, 7-42-101, as amended.

ARTICLE XIV.

Authority to Mortgage

Any mortgage by the Association of real or personal property, or both, shall have the assent of two-thirds of the membership.

ARTICLE XV.

Authority to Dedicate, Sell or Transfer

The Association shall have power to dedicate, sell or transfer all or any part of its property, (subject to restrictions of record), real, personal or both, to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds of the votes of the entire membership agreeing to such dedication, sale or transfer.

ARTICLE XVI.

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of the votes of the entire membership. Upon dissolution of the Association, the assets, both real and personal of the Association, may 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 Association. In the event that such dedication is refused acceptance by an appropriate public agency, such assets shall be granted, conveyed and assigned to any nonprofit corporation, 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 Association.

ARTICLE XVII.

Meetings for Actions Governed by  
Articles XIII through XVI

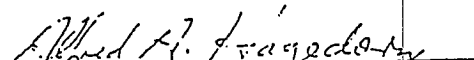
In order to take action under Articles XIII through XVI there must be a duly held meeting of the members of the Association. Written notice setting forth the purpose of the meeting shall be given to all members not less than fifteen (15) days nor more than fifty (50) days in advance of the meeting. The presence of members, or of proxies, entitled to cast two-thirds of the votes of the entire membership shall constitute a quorum for such a meeting.

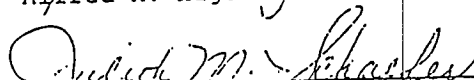
ARTICLE XVIII.

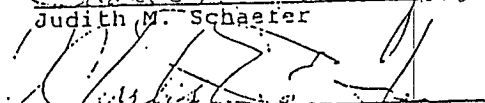
Amendment of Articles

These Articles may be amended, altered or replaced, from time to time, to the extent and in the manner prescribed by the laws of the State of Colorado. All rights, liabilities, duties and benefits herein conferred are subject to such amendment.

DATED this 27th day of February, 1978.

  
Alfred A. Hagedorn

  
Judith M. Schaefer

  
Charles E. Painter

STATE OF COLORADO     )  
                          )   SS:  
COUNTY OF EL PASO    )

On this day personally appeared before me, a Notary Public in and for said County and State, ALFRED A. HAGEDORN, JUDITH M. SCHAEFER, and CHARLES E. PAINTER, personally known to me to be the persons whose names are subscribed to the annexed and foregoing Articles of Incorporation, and they and each of them acknowledged to me that they and each of them signed and sealed the said instrument of writing as their free and voluntary act and deed and as the free and voluntary act and deed of each of them for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 27th day of February, 1978.

My commission expires: June 14, 1980.

(SEAL)

*Alfred A. Hagedorn*  
Notary Public

FILE

This is to certify to the following:

- (1) A special meeting of the members of Woodland West Water Users Association (a Colorado non-profit corporation) was held at 7:30PM, Wednesday, 1 February 1984.
- (2) Notice of the meeting had been mailed to all members of the Association.
- (3) A quorum of the membership of the Association was represented at the meeting.
- (4) A motion was made, seconded and passed by the votes of more than a two-thirds majority of the members represented, approving the proposed Amendment of the Articles of Incorporation of the Association as stated on the attached sheet.

WOODLAND WEST WATER USERS ASSOCIATION

by: Charles B. Nitka  
Charles B Nitka, President

Delroy E. Miller  
Delroy Miller, Secretary



State of Colorado  
County of Teller

On this day personally appeared before me, a Notary Public in and for said County and State, CHARLES B NITKA and DELROY MILLER personally known to me to be the persons whose names are subscribed to the above statement of certification, and they and each of them acknowledged to me that they and each of them signed and sealed the said instrument for the uses and purposes therein set forth.

Given under my hand and notarial seal this 8th day of February, 1984  
My commission expires June 22, 1985



Myrna S. Carter  
Notary Public

Art. of Incorp.

FILE

# STATE OF COLORADO

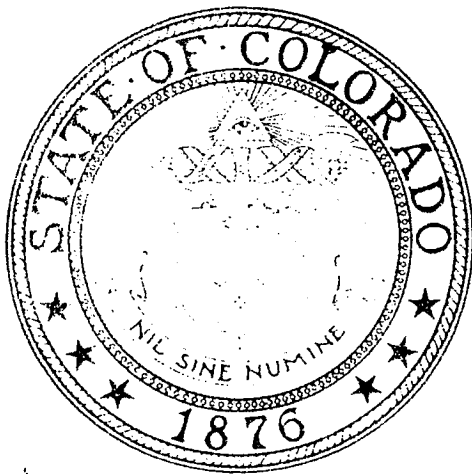


DEPARTMENT OF  
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF AMENDMENT TO WOODLAND WEST WATER USERS ASSOCIATION, A NONPROFIT CORPORATION.



*Natalie Meyer*

SECRETARY OF STATE

DATED: FEBRUARY 17, 1984

FILE

AMENDMENT OF ARTICLES OF INCORPORATION

The original Articles of Incorporation of Woodland West Water Users Association (a Colorado non-profit corporation) which were filed by the State of Colorado, Department of State, on 1 March 1978 and by virtue of which a Certificate of Incorporation was issued that same date, are hereby amended as follows:

Article III, Paragraph D: Substitute the following for the original paragraph:

D. To provide for maintenance, preservation and control of any portion of the water distribution system lying within that certain tract of property described in Exhibit "A" attached hereto and made a part hereof, sometimes called "Woodland West Subdivision", and also from the property described in Exhibit "A" to and within that certain tract of property identified as "East Edlowe Subdivision", the plat whereof is recorded in Plat Book I at page 47 under Reception Number 311893 of the records of Teller County, Colorado, and to promote the health, safety and welfare of the residents within the above described property;

(Note: the only change to the original wording is the addition of the portion underlined above)

Article IX, Section 1: Substitute the following for the original Section:

Section 1 - Membership: Every person or entity who is the owner of record of any Lot or Parcel of land within the tract described in Exhibit "A", hereto, or within that certain tract of property identified as "East Edlowe Subdivision", the plat whereof is recorded in Plat Book I at page 47 under Reception Number 311893 of the records of Teller County, Colorado, that has been deeded by Mid-COLORADO Investment Company, Inc. (a Colorado corporation) subsequent to 1 March 1977, or which may in the future be deeded by said Mid-COLORADO Investment Company, its successors or assigns, shall be a member of the Association, including, but not limited to, owners of record of Lots within Woodland West, Filing Number 1, as described in Plat recorded the 17th day of May, 1977, in Plat Book H at pages 3, 4, 5 and 6 under Reception Number 256162 of the records of Teller County, Colorado. Membership shall not extend to any parcel or Lot of land which may in the future be created by the subdivision of any parcel or Lot by subsequent owner or owners following an original Deed from said Mid-COLORADO Investment Company, Inc., its successors or assigns. When more than one person is the owner of record of any Lot or parcel of land, all such persons shall be members. Membership shall be appurtenant to and may not be separated from ownership of any parcel or Lot. The ownership of record of such Lot or parcel shall be the sole qualification for membership.

(Note: the only change from the original wording of the Section is the addition of the portion underlined above)

Woodland West Water Users Association  
PO Box 1895, Woodland Park, CO 80866

Colorado Department of State  
Corporate Report Section  
1560 Broadway, Suite 200  
Denver, CO 80202

2003

RE: Attachment to Form 305 Articles of Amendments to the Aol

Paragraph 2.

ARTICLE VI. Change the first paragraph titled "Directors" to read (new text shown in **bold type**, deleted text shown as strikethrough):

"The affairs of this Association shall be managed by a Board of five Directors who ~~need not~~ **must be** members of the Association. The number of directors may be changed by amendments to the By-Laws of the Association. **Directors and officers shall have the benefit of limitations on personal liability for any injury to person or property and shall have no personal liability for monetary damages as provided by C.R.S. 7-128-402. Further, as permitted by C.R.S. 7-129-102, the Association will indemnify directors and officers for costs incurred to defend against an action brought against any director or officer as a party to a proceeding. The names and addresses...."**

See Colo Scty State  
~~###~~ filed document, un-  
dated, on page following.

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
FOR A NONPROFIT CORPORATION**

Form 305 Revised July 1, 2002

Filing fee: **\$25.00**

Deliver to: Colorado Secretary of State  
Business Division,  
1560 Broadway, Suite 200  
Denver, CO 80202-5169

This document must be typed or machine printed.  
Copies of filed documents may be obtained at

ABOVE SPACE FOR OFFICE USE ONLY

**FILE**  
Scty's file

Pursuant to § 7-130-105, Colorado Revised Statutes (C.R.S.), the individual named below causes these Articles of Amendment to the Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

1. The entity name of the nonprofit corporation is: Woodland West Water Users Association

*(If this amendment includes a change of name for the corporation, indicate the corporation name PRIOR to this amendment)*

2. Text of the amendment adopted (attach additional sheets if needed): SEE ATTACHED SHEET

3. The amendment to the Articles of Incorporation was adopted on (date) October 14, 2003  
in the manner indicated below (*mark appropriate procedure*):

- The amendment was adopted by the board of directors or incorporators without member action and member action was not required
- The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group
- An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to § 7-130-301 C.R.S.

4. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Dave Zehrer, President, WWWUA, POBox 1895, Woodland Park, CO 80866

*OPTIONAL.* The electronic mail and/or Internet address for this entity is/are: e-mail waterassoc@GBRonline.com  
Web site \_\_\_\_\_

The Colorado Secretary of State may contact the following authorized person regarding this document:  
name Dave Zehrer address WWWUA, POBox 1895, Woodland Park, CO 80866  
voice 719/687-2135 fax \_\_\_\_\_ e-mail \_\_\_\_\_

Woodland west Water Users Association  
P. O. Box 1895  
Woodland Park, CO 80866

A quorum being present, pursuant to a majority vote at the 2008 Annual General Meeting of the Association held October 7, 2008, the Articles of Incorporation of the Association were amended as follows. Proper prior notification of the proposed change was provided by US Mail, postage pre-paid, to all members of the Association in advance of the Annual General Meeting of the Membership.

Articles of Incorporation, ARTICLE XI, Stock. Replace the existing Article IX with the following:

The Association shall use the record of real property (Lot) ownership as maintained by the Teller County Clerk and Recorder, and as listed in the real property database maintained by the Teller County Tax Assessor that is accessible via the internet, to determine the members of the Association. No stock certificates shall be issued to represent membership in the Association. Membership in the association shall be personal property deemed appurtenant to the real property described above and sale of the real property shall be deemed sale of membership.

Certified by: David Zehrer, President, WWWUA,  
November 10, 2008

*see Colo Scty State  
E-filed document  
dated 11/10/2008 on  
page following.*





Colorado Secretary of State  
Date and Time: 11/10/2008 01:20 PM  
ID Number: 19871342319

Document processing fee  
If document is filed on paper  
If document is filed electronically  
Fees & forms/cover sheets  
are subject to change.  
To file electronically, access instructions  
for this form/cover sheet and other  
information or print copies of filed  
documents, visit [www.sos.state.co.us](http://www.sos.state.co.us)  
and select Business Center.  
Paper documents must be typewritten or machine printed.

\$125.00  
\$ 25.00

Document number: 20081593434  
Amount Paid: \$25.00

*pd w/ credit card of D. Zehrer*

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**Articles of Amendment**

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number

19871342319

1. Entity name

WOODLAND WEST WATER USERS ASSOCIATION

*(If changing the name of the corporation, indicate name BEFORE the name change)*

2. New Entity name  
(if applicable)

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

Other amendments are attached.

4. If the nonprofit corporation's period  
of duration as amended is less than  
perpetual, state the date on which the  
period of duration expires

03/01/2030

*(mm/dd/yyyy)*

**OR**

If the nonprofit corporation's period of duration as amended is perpetual, mark this box

5. *(Optional)* Delayed effective date

*(mm/dd/yyyy)*

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box  and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.