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ARTICLES OF INCORPORATION

OF

FALL VALLEY HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Article 7, Title 20, Section 101, C.R.S., as amended, et seq., the undersigned, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is Fall Valley Homeowners Association, Inc., hereinafter called the "Association."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Association is located at 1023 24 Road, Grand Junction, CO 81505.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

John Davis, whose address is 1023 24 Road, Grand Junction, CO 81505, is hereby appointed the initial registered agent of this Association with the registered office to be located at 1023 24 Road, Grand Junction, CO 81505.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

1. 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 real property described as:

Fall Valley Subdivision,
Mesa County, Colorado

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

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COMPLETED 11/15/97

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 and recorded or to be recorded in the Office of the Clerk and Recorder, Mesa County, 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;

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 with the assent of five-sevenths (5/7) of each class of members, 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 any 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. have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

2. No part of the income or net earnings of the corporation shall be distributable to or inure to the benefit of its members, directors, officers or any individual; provided, however, that reasonable compensation may be paid for any services rendered to the corporation, and payments and distributions may be made in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under the provisions, applicable to this corporation, of Section 501(c) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States or Colorado law).

3. In the event of dissolution of the corporation, the property and assets thereof remaining, after providing for all obligations and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such organization or organizations exempt from taxation under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States or Colorado law), as shall be determined by the Board of Directors.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by covenants of record to assessment by the Association, 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 Lot which is subject to assessment by the Association.

ARTICLE VI VOTING RIGHTS

Members shall be all Owners, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three Directors. 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>
John Davis	1023 24 Road Grand Junction, CO 81505
Bob Hurni	1023 24 Road Grand Junction, CO 81505
Jana Bingham	1023 24 Road Grand Junction, CO 81505

ARTICLE VIII
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than five-sevenths (5/7) of the members. Upon dissolution of the Association, other than incident to 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
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

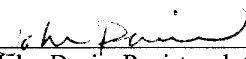
ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

J. Richard Livingston
2808 North Avenue, Suite 400
Grand Junction, CO 81501

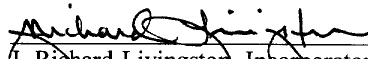
ARTICLE XII
CONSENT OF AGENT

The undersigned hereby consents to be appointed as the initial registered agent of the above homeowners association.



John Davis, Registered Agent


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 3rd day of September, 1997.

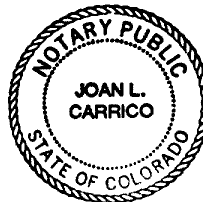

J. Richard Livingston, Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF M E S A)

I, the undersigned, a notary public, hereby certify that on September 3, 1997, the above named registered agent and incorporator personally appeared before me and being by me first duly sworn declared that they are the persons who signed the foregoing document as registered agent and incorporator, and that the statements therein contained are true.

WITNESS my hand and official seal.


Notary Public



My Commission expires
October 24, 1998