

ARTICLES OF INCORPORATION
OF
HIGH PARK ROAD ASSOCIATION
(A NON-PROFIT CORPORATION)

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NONPROFIT

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons, Edwin J. Fischer, Charles T. Frey, and Edward G. Seubert, being twenty-one years of age or more, and acting as incorporators of a corporation pursuant to the Colorado Non-Profit Corporation Act and the Colorado Common Interest Ownership Act, do here by execute and acknowledge these Articles of Incorporation in writing as follows:

ARTICLE I

Name

The name of this corporation shall be:

HIGH PARK ROAD ASSOCIATION

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

Section 1. The objectives and purposes of this corporation are as follows:

a. To provide for the operation and maintenance of a roadway providing vehicle access for ingress and egress to and from the lands of the members of the Association, more particularly described on Schedule A attached hereto and incorporated herein by this reference by way of a 60-foot roadway more particularly described by legal description set forth on Exhibit B attached hereto.

b. To provide for the levy, equitable apportionment and collection of the costs of such roadway maintenance among the members of the Association.



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c. To carry out the purposes set forth in that certain Common Interest Community Declaration executed by Edwin J. Fischer, Charles T. Frey and Cedaredge Park Development Co. Ltd., a limited partnership (hereinafter referred to as the Declarants) and recorded on June 10, 1994, in Book 722 at Page 745 of the records of Delta County, Colorado.

Section 2. The powers of the Association shall be as follows:

a. To exercise any and all powers granted by the Colorado Non-Profit Corporation Act and the Colorado Common Interest Ownership Act necessary, proper or convenient to the performance of the purposes hereinabove set forth, including specifically, without limitation, the power to make and enter into contracts with other persons, firms or corporations for any lawful purpose; and to purchase, own, mortgage, lease, and sell and convey property, both real and personal, and to use such property exclusively for the purposes authorized herein; and incur and liquidate indebtedness in the name of the corporation; provided, however, that the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law, and the regulations thereunder providing for the exemption of homeowner's associations.

b. To levy upon the membership an assessment, as needed, to defray the costs of operation and maintenance of the road to keep the same in a serviceable condition for motor vehicle travel as may be determined by the Board of Directors and to defray the proper expenses of the corporation in conducting any activities authorized hereinabove. (Nothing herein shall require the removal of snow or the installation or maintenance of any all-weather surface.)

c. To do any and all legal acts necessary, proper or convenient to the performance of the purposes hereinabove set forth.

ARTICLE IV Membership

The undersigned owners of the property described upon Schedule A attached hereto and incorporated herein by this reference (hereinafter referred to as "the property") shall be the initial members of this Association and the transfer of such lands, or portions thereof, shall constitute a transfer of

membership rights in this Association. The identity of the members of this Association shall be determined according to the record ownership of the property, according to the Delta County Real Estate records; provided, however, that a contract purchaser or lessee of a record owner may be designated by the record owner as his agent and proxy for voting purposes. The owner of each tract shall be entitled to one vote upon all matters submitted to the membership. In the event that any parcel or tract of land served by the road is titled in the names of two or more persons, all of said owners shall be entitled to only one vote upon matters to come before meetings of the members.

ARTICLE V

Directors

Section 1. The board of directors of the corporation shall consist of at least three (3) and not more than five (5) members. The number of directors on the board shall be fixed by the bylaws and may be increased or decreased within the limits prescribed herein from time to time by amendment to the bylaws, except that no decrease shall have the effect of shortening the term of any incumbent directors. All directors shall be members of the corporation. The terms of office of Directors shall be as specified in the By-Laws of the corporation; provided, however, that said terms shall be staggered in such manner that at least one position on the Board shall become vacant each year. The initial board of directors shall consist of three (3) members who shall manage the affairs of the corporation until the first annual meeting of the members of the corporation, and until their successors are elected or qualified; and the names and addresses of the members of the first board of directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Initial term</u>
Edwin J. Fischer	355 NW 5th Cedaredge, CO 81413	3 years
Charles T. Frey	230 SE Frontier Cedaredge, CO 81413	2 years
Edward G. Seubert	6004 So. Milwaukee Way Littleton, CO 80121	1 year

Section 2. All provisions concerning meetings, elections, vacancies, and removal for the board of directors shall be as set forth in the bylaws of the corporation.

Section 3. A quorum of the board of directors shall consist of a majority of the members of the board and all action taken by the board of directors shall be by majority vote of those present unless otherwise specified in the bylaws of the corporation or

the Colorado Corporation Code, as amended.

Section 4. Pursuant to C.R.S. 38-33.3-303, the Declarants hereby reserve control of the Association, including the right to appoint and remove officers and members of the executive board of the Association until either (1) a date 60 days after the conveyance of seventy-five percent (75%) of the units that may be created, (2) a date two years after the last conveyance of a unit by a declarant in the ordinary course of business, or (3) two years after any right to add new units was last exercised. Not later than sixty (60) days after the conveyance of twenty-five percent (25%) of the units that may be created to unit owners other than declarants, at least one member and not less than twenty-five percent (25%) of the members of the executive board must be elected by the unit owners other than the declarants. Not later than sixty (60) days after the conveyance of fifty percent (50%) of the units that may be created to unit owners other than declarants, not less than thirty-three and one-third percent (33 1/3rd%) of the members of the executive board must be elected by the unit owners other than the declarants.

ARTICLE VI Maintenance Assessments

No assessment of the members shall be made or levied unless the question of making the assessment shall be first submitted to the membership of the Association at an annual meeting, or a special meeting called for the purpose, and a majority of the members present, in person or by proxy, voting thereon shall vote in favor of making such assessment. All assessments shall become immediately due and payable upon notice of the assessment to the membership and shall constitute a lien upon the parcel or tract of land of each member until paid. Assessments shall be called by written or printed notice duly mailed to members at address appearing on the records of the Association, with postage prepaid. If such assessment is not paid within thirty (30) days after such demand, the Association shall be entitled to enforce payment as follows:

a. From and after expiration of thirty days from notice of the assessment, interest thereon shall be charged at a rate prescribed by the Board of Directors, notice of which rate shall be set forth in all notices of the assessment.

b. The Board of Directors, in the name of the Association, may bring and maintain an action in any court of competent jurisdiction for recovery of the assessment, together with interest and for foreclosure of the lien granted hereinabove upon the subject real property in the same manner as provided by law for the foreclosure of

mortgages; and the Association shall further be entitled to recover all costs of such legal action including reasonable attorney fees. Not later than September 1 of each year, the Secretary of the Association shall certify the list of delinquent members to the Board of Directors and the Board shall take all reasonable steps to have all delinquent assessments collected by the end of the current calendar year.

The costs of maintenance of the entire road shall be assessed to the members, prorata, without regard to the portion of the road actually utilized by the members.

ARTICLE VII

Registered Office and Agent

Section 1. The initial registered office of this corporation in the State of Colorado shall be located at 355 NW 5th St., Cedaredge, Colorado, 81413.

Section 2. The name of the initial registered agent of said corporation at such office shall be Edwin J. Fischer, whose mailing address for such purposes is P.O. Box 754, Colorado 81413.

Section 3. The corporation shall have the power to change from time to time any agent or office location or address or to establish branch offices at such other places within or without the State of Colorado as the directors may determine, all as provided by law.

ARTICLE VIII

Regulation of Internal Affairs

Section 1. The board of directors shall have full power and authority to effect, manage and conduct the general administration of the business affairs and operation of the corporation. The board of directors shall have the power and authority to delegate to the officers of the corporation such power and authority as is necessary and proper to the efficient conduct and performance of their duties as the same may be prescribed in the bylaws of the corporation.

Section 2. The board of directors shall have the power to make, alter, amend and repeal such prudential bylaws of the corporation as they may deem proper for the management of the affairs of the corporation by a majority vote of the directors present at any meeting of the board; provided, however, that such bylaw amendment or repeal shall not be inconsistent with the

Colorado Non-Profit Corporation Act, the Colorado Common Interest Ownership Act or the provisions of these Articles of Incorporation.

ARTICLE IX

Incorporators

The incorporators of this corporation and their addresses are listed as follows:

Edwin J. Fischer	355 NW 5th Cedaredge, CO 81413
Charles T. Frey	230 SE Frontier Cedaredge, CO 81413
Edward G. Seubert	6004 So. Milwaukee Way Littleton, CO 80121

ARTICLE X

Limitation of Personal Liability of Director

No director of this corporation shall have personal liability to the corporation or to its members for monetary damages for breach of a fiduciary duty as a director, except for the following actions: Any breach of the director's duty of loyalty to the nonprofit corporation or to its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in C.R.S. 7-24-111, as the same now exists or may heretofore be amended; or any transaction from which the director has derived any improper personal benefit.

ARTICLE XI

Process of Amendment

The procedure for amending these Articles of Incorporation is as follows:

- A. The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to vote of stockholders of the corporation entitled to vote thereon at either an annual meeting or a special meeting.
- B. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall

be given to each stockholder entitled to vote at such meeting and such notice must be received by said stockholder not less than ten (10) nor more than fifty (50) days before the date of the meeting either personally or by mail.

- C. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes which the stockholders present at such meeting or represented by proxy are entitled to cast.
- D. A waiver of the notice herein required may be effected when set out in writing and signed by the person or persons entitled to such notice whether before or after the time required for notice has run.


ARTICLE XII
Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth hereinabove in such manner or to such organization or organizations, including governmental or quasi-governmental entities empowered to provide the same services as those provided by the corporation, as will qualify as tax exempt under Section 501(c)(4), or be otherwise exempt from federal income taxation. The Incorporators specifically contemplate the possibility that the road to be maintained by the corporation could be dedicated to public use or conveyed to Delta County, Colorado, or some other governmental entity assuming the control, operation and maintenance thereof. Such dedication or conveyance shall not be made without the approval of members representing two-thirds (2/3rds) of the lots, tracts or parcels of land served by the road. Any of such assets not so disposed of shall be disposed of as directed by the District Court in and for the County of Delta, Colorado, to such organization or organizations as said Court shall determine, organized and operated exclusively for said purposes.

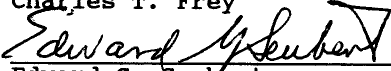
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of MAY, 1994.



Edwin J. Fischer



Charles T. Frey



Edward G. Seubert

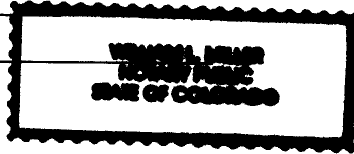
STATE OF COLORADO)
) ss.
County of Delta)

I, William L. Miller, a Notary Public in and for said County and State, do hereby certify that Edwin J. Fischer, and Charles T. Frey, personally known to me to be two of the persons whose names are subscribed above the annexed and foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 21st day of MAY, 1994.

My commission expires: 2-1-97

William L. Miller
Notary Public



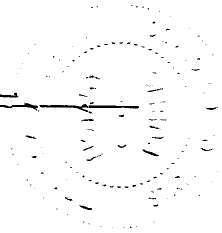
STATE OF COLORADO)
) ss.
County of Jefferson)

I, Teresa Lynn, a Notary Public in and for said County and State, do hereby certify that Edward G. Seubert, personally known to me to be one of the persons whose names are subscribed above the annexed and foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 3rd day of June, 1994.

My commission expires: 2-23-98

Teresa A. Lynn
Notary Public



SCHEDULE A

Lands of Edwin J. Fischer:

Parcel 1: A part of the SW $\frac{1}{4}$ SW $\frac{1}{4}$ and a part of the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 2, T 13 S, R 95 W of the 6th P.M. and a part of the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 11, T 13 S, R 95 W of the 6th P.M. more particularly described as follows:

Beginning at the SE corner of SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 2, T 13 S, R 95 W, 6th P.M.; thence S 0°13'40" E 57.79 feet, along the Subdivision line; thence leaving the subdivision line S 87°34'27" W 866.91 feet; thence N 0°08'39" W 327.08 feet; thence N 39°35'06" W, 293.75 feet; thence S 87°56'01" W, 447.47 feet; thence N 0°49'58" W, 816.28 feet to a point on the subdivision line; thence 88°42'32" E, 1488.35 feet along the subdivision line to the NE corner of the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 2, T 13 S, R 95 W, of the 6th P.M.; thence S 1°07'04" E, 1292.19 feet along the East side of the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of said Section 2 to the point of beginning and containing 39.12 acres more or less.

Parcel 2: A TRACT OF LAND SITUATE IN PARTS OF THE SW $\frac{1}{4}$ OF THE SW $\frac{1}{4}$ AND THE SE $\frac{1}{4}$ OF THE SW $\frac{1}{4}$ OF SECTION 2 AND THE NW $\frac{1}{4}$ OF THE NW $\frac{1}{4}$ AND THE NE $\frac{1}{4}$ OF THE NW $\frac{1}{4}$ TO SECTION 11 ALL IN T13S, R95W OF THE 6TH P.M. MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT FROM WHENCE THE SW CORNER OF SECTION 2, T13S, R95W OF THE 6TH P.M. BEARS S67°32'39"W A DISTANCE OF 1379.91 FEET AND CONSIDERING THE WEST LINE OF THE NW $\frac{1}{4}$ OF SAID SECTION 11 TO BEAR N00°44'22"W AND ALL OTHER BEARINGS RELATIVE THERETO;

1. THENCE N87°56'01"E 447.47 FEET;
2. THENCE S39°35'06"E 293.75 FEET;
3. THENCE S00°08'39"E 327.08 FEET;
4. THENCE S00°11'15"E TO THE CENTER LINE OF A 60 FOOT WIDE COUNTY ROAD EASEMENT A DISTANCE OF 606.90 FEET;
5. THENCE NORTHERLY ALONG CENTER LINE OF A 60 FOOT WIDE COUNTY ROAD EASEMENT THE FOLLOWING COURSES AND DISTANCES:
 - A. N58°13'38"W 142.29 FEET;
 - B. ALONG THE ARC OF A CURVE TO THE RIGHT A DISTANCE OF 116.62 FEET, THE LONG CHORD OF WHICH BEARS N41°36'37"W 114.99 FEET, THE RADIUS OF SAID CURVE BEING 201.05 FEET;
 - C. N24°59'36"W 41.53 FEET;
 - D. ALONG THE ARC OF A CURVE TO THE LEFT A DISTANCE OF 195.69 FEET, THE LONG CHORD OF WHICH BEARS N39°31'36"W 193.60 FEET, THE RADIUS OF SAID CURVE BEING 385.75 FEET;
 - E. N54°03'36"W 71.36 FEET;
 - F. ALONG THE ARC OF A CURVE TO THE RIGHT A DISTANCE OF 197.85 FEET, THE LONG CHORD OF WHICH BEARS N43°47'36"W 196.79 FEET, THE RADIUS OF SAID CURVE BEING 552.04 FEET;
 - G. N33°31'30"W 91.04 FEET;
 - H. ALONG THE ARC OF A CURVE TO THE RIGHT A DISTANCE OF 119.38 FEET, THE LONG CHORD OF WHICH BEARS N26°23'30"W 119.07 FEET, THE RADIUS OF SAID CURVE BEING 479.43 FEET;
 - I. N19°15'30"W 250.46 FEET;
 - J. ALONG THE ARC OF A CURVE TO THE LEFT A DISTANCE OF 135.76 FEET, THE LONG CHORD OF WHICH BEARS N57°17'46"W 126.01 FEET, THE RADIUS OF SAID CURVE BEING 102.24 FEET;
 - K. S84°39'31"W 119.60 FEET;
 - L. ALONG THE ARC OF A CURVE TO THE LEFT A DISTANCE OF 84.91 FEET, THE LONG CHORD OF WHICH BEARS S74°06'52"W 84.43 FEET, THE RADIUS OF SAID CURVE BEING 230.61 FEET;
6. THENCE NORTH 145.67 FEET;
7. THENCE N87°56'01"E A DISTANCE OF 387.23 FEET MORE OR LESS TO THE POINT OF BEGINNING.

Land of Edwin J. Fischer and Charles T. Frey:

Parcel 1: The E $\frac{1}{2}$ of Lot 2, The E $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$, and the E $\frac{1}{2}$ of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 34, and Lots 1, 4, 5 and 8 (being the E $\frac{1}{2}$ of the W $\frac{1}{2}$) of Section 34, and the W $\frac{1}{2}$ of the NE $\frac{1}{4}$, the NW $\frac{1}{4}$ of the SE $\frac{1}{4}$ and Lot 9 (the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$) of Section 34, all in Township 12 South, Range 95 West of the 6th P.M., and containing 375.0 acres.

Parcel 2: Lot 1 (the NE $\frac{1}{4}$ of the NE $\frac{1}{4}$), the W $\frac{1}{2}$ of the NE $\frac{1}{4}$, the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$, Lots 4 and 7 (the W $\frac{1}{2}$ of the SE $\frac{1}{4}$), and the NE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 33, and the W $\frac{1}{2}$ of Lot 2, the W $\frac{1}{2}$ of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$, and the W $\frac{1}{2}$ of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 34, all in Township 12 South, Range 95 West of the 6th P.M. containing 340 acres.

Lands of Cedaredge Park Development Co. Ltd.:

Lots 6, 7, 8, 9, 10, 11, 13, 14, 15, 16, 17, 18, all in Section 3, Township 13 South, Range 95 West of the 6th P.M.

Lots 5 and 12, Section 3, Township 13 South, Range 95 West of the 6th P.M. Lot

10, the E $\frac{1}{2}$ NE $\frac{1}{4}$, the NE $\frac{1}{4}$ SE $\frac{1}{4}$ all in Section 34, Township 12 South, Range 95 West of the 6th P.M.

Also: 1) Lots 4 and 5, Section 35, Township 12 South, Range 95 West of the 6th P.M., and Lots 5, 6, 7, 8, 11, and 12 in Section 2, Township 13 South, Range 95 West of the 6th P.M.