

ARTICLES OF INCORPORATION
OF
HIGHLAND MEADOWS HOMEOWNERS ASSOCIATION, INC.
(A COLORADO NONPROFIT CORPORATION)

05 2000

FILED - CUSTOMER COPY
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

The undersigned person(s) acting as incorporator(s) (and if a natural person at least 18 years of age or older) hereby establishes a nonprofit corporation pursuant to Colorado Nonprofit Corporation Act, as amended and adopts the following Articles of Incorporation:

Article I
Corporate Name

The name of the nonprofit Corporation is: Highland Meadows Homeowners Association, Inc.

Article II
Principal Office, Registered office and Registered Agent

The principal office for the transaction of the business of the Corporation shall be located at 699 N. Summit Blvd, Suite K, P. O. Box 1829, Frisco, CO 80443 in the State if Colorado. The address of the initial registered office of the nonprofit corporation in Colorado is: 699 N. Summit Blvd., Suite K, P. O. Box 1829, Frisco, CO 80443 and the name of its initial agent as such address is Ronald W. Carlson.

Article III
Membership

The nonprofit corporation shall have voting members whose rights and privileges are set forth in the bylaws.

Article IV
Object and Purposes, Power & Limitation

Section 4.1: This Corporation is organized to promote the common interest of those persons and firms interested in promoting the development and expansion of Highland Meadows Subdivision.

Section 4.2: In furtherance of the proceeding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

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No part of the net earnings or other assets of the Council shall inure to the benefit of the members, directors, or officers or any private individual, except that the Council shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Article V
Period of Duration and Dissolution

This Corporation shall exist in perpetuity, from the date of filing these Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

Upon any liquidation, dissolution, or winding up of the corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the corporation shall be distributed, either in cash or in kind, as determined by the Board of Directors and in compliance with Federal and State Law. Any assets that should be transferred to a creditor, Claimant or member who cannot be found or who is not legally competent to receive them shall be reduced to cash and deposited with the State Treasurer as property presumed to be abandoned under the provisions of Article 13 of Title 38, C.R.S.

Article VI
Directors, and Officers

The corporate powers and management of the Council shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such numbers of members as the Board of Directors shall from time to time, determine. The Board of Directors may make, alter and amend the Bylaws. The names and address of the initial directors are:

<u>Name</u>	<u>Address</u>
Laurence Smith	P. O. Box 1005, Frisco, Colorado 80443
Kevin Smith	P. O. Box 5623, Frisco, Colorado 80443
Lori Cutunilli	P. O. Box 1653, Frisco, Colorado 80443

The Corporation shall have such officers as, may time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article VII
Liability of Directors

No director shall be personally liable to the Corporation for Monetary Damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the Following: (a) Any breach of the director's duty of loyalty to the Corporation or its members; (b) Any acts or omissions of the Director not in good faith or that involve intentional misconduct or a knowing violation of Law; (c) The Director's assent to participation in a loan by the Corporation to any director or officer of the Corporation; (d) Any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article VIII
Incorporator

The name and address of each incorporator is:

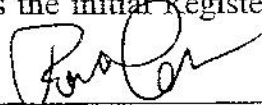
Ronald W. Carlson
Carlson, Carlson, & Dunkelman, LLC
699 N. Summit Blvd.
Suite K
P. O. Box 1829
Frisco, CO 80443

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation on this ___ day of May 2000.



INCORPORATOR, Ronald W. Carlson

The undersign consents to his appointment as the initial Registered Agent for the Ronald W. Carlson



Registered Agent