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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Deer Creek Farm Homeowners Association, Inc.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 3672 Deer Creek Drive
(Street number and name)

Parker CO 80138
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) Rosales Daniel
(Last) (First) (Middle) (Suffix)

OR
 (if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 3672 Deer Creek Drive
(Street number and name)

Parker CO 80138
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____

(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Payne Mark K.

(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____

(Caution: Do not provide both an individual and an entity name.)

Mailing address 1660 Lincoln St.

(Street number and name or Post Office Box information)

Suite 1550

Denver CO 80264

(City) (State) (ZIP/Postal Code)

_____ United States

(Province – if applicable) (Country)

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

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an attachment.

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

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____

(mm/dd/yyyy hour:minute am/pm)

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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.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Payne</u>	<u>Mark</u>	<u>K.</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1660 Lincoln St.</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Suite 1550</u>			
<u>Denver</u>	<u>CO</u>	<u>80264</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>	<u></u>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

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

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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ADDITIONAL PROVISIONS
ATTACHED TO
ARTICLES OF INCORPORATION
OF
DEER CREEK FARM HOMEOWNERS ASSOCIATION, INC.

SECTION 1

PURPOSES AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members. It is formed to be Single Family Lot owners association described in the Covenants, Conditions and Restrictions for Deer Creek Farm Filing No. 1 (herein “Declaration”) recorded in the office of the Clerk and Recorder of Elbert County, Colorado, and all amendments thereto. The Declaration creates the community of Deer Creek Farm Filing No. 1 (“Community”). The Association is formed for the following purposes:

1. Provide for maintenance, preservation, architectural control set forth, and other responsibilities set forth in the Declaration. The Declaration is incorporated herein as if set forth at length. Terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined;
2. Promote the recreation, health, safety and welfare of the residents within the Property;
3. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Property;
4. Exercise all of the powers and perform all of the duties of the Association as permitted under the Colorado Common Interest Ownership Act and the Colorado Revised Nonprofit Corporation Act;
5. Adopt and amend budgets for revenues, expenditures and reserves, and fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith an 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;
6. Acquire (by gift, purchase or otherwise), own, hold, improve, encumber, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property, in its own name, in connection with the affairs of the Association;

7. Hire and terminate managing agents and other employees, agents and independent contractors;
8. Institute, defend or intervene in litigation or administrative proceedings in its own name on behalf of itself or two (2) or more Owners on matters affecting the Property;
9. Provide for the indemnification of its officers and Board of Directors, and maintain directors' and officers' liability insurance;
10. Manage, control, operate, maintain, repair and improve any Common Elements;
11. Enforce covenants, restrictions and conditions affecting the Property;
12. Enter into, make, perform or enforce contracts, licenses, leases and agreements of every kind and description, incur liabilities, and do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association;
13. Promulgate, adopt, alter, amend, repeal and publish Bylaws, rules, regulations and policies, as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that such Association Bylaws, rules and regulations and policies shall not be inconsistent with or contrary to any provisions of these Articles of Incorporation, the Declaration, the Colorado Common Interest Ownership Act or the Colorado Revised Nonprofit Corporation Act; and
14. Appoint members to the Architectural Review Committee should there become vacancies on such committee that are not filled as provided for in the Declaration.

The Association shall have all powers necessary to carry out its rights and duties in furtherance of the foregoing purposes.

SECTION 2

MEMBERSHIP

All Owners of a Single Family Lot shall be Members of the Association and shall hold Membership in the Association, but there shall be only one Membership appurtenant to each Single Family Lot. The Membership may not be separated from the Single Family Lot to which it is appurtenant. A Membership may be transferred or conveyed only with the conveyance of a fee simple interest in the Single Family Lot to which it is appurtenant. A transfer of Membership shall occur automatically upon such transfer of title to the Single Family Lot. Following termination of the Community, the Membership shall consist of all former Owners entitled to distribution of proceeds under the Colorado Common Interest Ownership Act or their heirs, personal representatives, successors or assigns. The foregoing provisions of this Section 2 are not intended to include persons or entities that hold an interest merely as security for the performance of an obligation.

SECTION 3

VOTING RIGHTS

Each Membership shall be entitled to one (1) vote for each Single Family Lot to which the Membership is appurtenant, except that only Members in Good Standing shall have the right to vote. Good Standing means that an Owner is no more than thirty (30) days late in the payment any annual or special assessments or other charges owed, and who has none of his, her or its membership privileges suspended. Voting by the Members shall be as set forth in the Bylaws.

SECTION 4

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors which shall consist of a minimum of three Directors and a maximum of seven Directors, the actual number to be set forth in the Bylaws. Directors shall be elected as set forth in the Bylaws.

SECTION 5

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Owners to whom at least sixty-six and two thirds percent (66 2/3%) of the votes in the Association are allocated. 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 for which the 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.

SECTION 6

LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The Association hereby eliminates the personal liability of a director to the Association or to its Members for monetary damages for breach of fiduciary duty as a director; except that such personal liability is not eliminated for monetary damages for any breach of the director's duty of loyalty to the Association or to its Members, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, for unlawful distributions specified in C.R.S. section 7-128-403 or 7-128-501(2) concerning loans made to directors or officers, or any transaction from which the director directly or indirectly derived an improper personal benefit. No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation. The protection afforded in this

Section 6 shall not restrict other common law protections and rights that a director or officer may have.

SECTION 7

AMENDMENTS

Amendment of these Articles shall require the assent of Owners to whom a majority of votes are allocated at a meeting at which a quorum is present, in person or by proxy, and for which notice of the meeting advises that the purpose, or one of the purposes, of the meeting is to vote on a proposed amendment to these Articles of Incorporation; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.