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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S.)

1. Entity name:

Hartssock Village Condominium Homeowners Association, Inc.

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "Ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

3775 Hartssock Lane, Unit 102

(Street name and number)

Colorado Springs

(City)

CO

(State)

80917

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):
 OR (if a business organization):

Earhart

(Last)

Candace

(First)

L.

(Middle)

(Suffix)

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

3775 Hartssock Lane, Unit 102

(Street name and number)

Colorado Springs

(City)

CO

(State)

80917

(Postal/Zip Code)

8. Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province – if applicable) (Country – if not US)

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual):

Wood-Ellis Susan K.
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

P.O. Box 1716
(Street name and number or Post Office Box information)

Colorado Springs CO 80901
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

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

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(if an individual)

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

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. 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.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Wood-Ellis	Susan	K.
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i> <i>(Suffix)</i>
P.O. Box 1716		
<i>(Street name and number or Post Office Box information)</i>		
Colorado Springs	CO	80901
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
United States		
<i>(Province – if applicable)</i> <i>(Country – if not US)</i>		

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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ARTICLES OF INCORPORATION

OF

HARTSOCK VILLAGE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

The undersigned person acting as Incorporator under the Colorado Revised Nonprofit Act ("Nonprofit Act"), hereby signs and acknowledges the following Articles of Incorporation to establish the following nonprofit corporation:

ARTICLE I.

Name

The name of this corporation shall be Hartsock Village Condominium Homeowners Association, Inc. (the "Association").

ARTICLE II.

Duration

The term of existence of this corporation is perpetual.

ARTICLE III.

Purposes

The business, objectives and purposes for which the corporation is formed are as follows:

I. To be and constitute the Association to which reference is made in the condominium Declaration for Hartsock Village Condominiums and any amendment or supplement thereto (hereinafter called the "Declaration" and the definitions and provisions thereof are incorporated herein by this reference as if set forth at length) which will be recorded in the records of the Clerk and Recorder of the County of El Paso, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the Owners, including the Declarant, of Condominium Units described in the Declaration, with the objectives of establishing Hartsock Village Condominiums as a project of quality and value; enhancing and protecting its value, desirability and attractiveness; promoting the welfare of the residents; providing for the maintenance and preservation of the Common Elements; and providing for the preservation and architectural control of the Condominium Units.

ARTICLE IV.

Powers

In furtherance of its purposes, the Association shall have all of the powers conferred upon nonprofit corporations by the statutes and common law of the State of Colorado in effect from time to time, shall have all powers conferred upon owners' associations by the Colorado Common Interest Ownership Act (the "Act"), and any other applicable statutes and common law, and shall have all of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration which shall include, but shall not be limited to, the following:

(a) To fix, levy, collect and enforce payment by any lawful means, all charges, fines and assessments pursuant to the terms of the Declaration, law and statute; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation, all licenses, taxes or governmental charges levied or imposed against the Association or its property;

(b) 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 and personal property in connection with the affairs of the Association, subject to the Act;

(c) To borrow money, and, with the assent of Members holding at least sixty-seven percent (67%) of the Proportionate Interests and subject to the Act, to mortgage, pledge, deed in trust, or hypothecate any or all of its property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer, subject to the Act, all or any part of the Common Elements to any public agency, authority or utility; except as otherwise provided in the Declaration, no such dedication or transfer shall be effective unless approved by Members holding at least sixty-seven percent (67%) of the Proportionate Interests, agreeing to such dedication, sale or transfer;

(e) To participate with the assent of Members holding at least sixty-seven percent (67%) of the Proportionate Interests, subject to the Act, in mergers and consolidations with other nonprofit corporations organized for the same purposes and to annex additional residential property and Common Elements subject to the requirements and restrictions contained in the Declaration;

(f) To manage, control, operate, maintain, repair and improve the Common Elements;

(g) To enforce covenants, restrictions and conditions contained in the Declaration as provided therein;

(h) To engage in activities which will actively foster, promote and advance the

common ownership interests of Owners of Condominium Units including the interest of the Declarant during its development and marketing of the project;

(i) To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

(j) To adopt, alter and amend or repeal such Bylaws and/or Rules as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that such Bylaws and/or Rules may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

ARTICLE V.

Membership

1. The Association shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration and Bylaws, every person or entity, who is a recorded owner of a fee or undivided fee interest in any Condominium Unit which is subject by the Declaration to assessment by the Association, shall be a voting member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performances of an obligation.

2. A membership in this corporation and the share of a Member in the assets of this corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a Condominium Unit as further security for a loan secured by a lien on such Condominium Unit.

3. A transfer of membership shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the Bylaws of this corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this corporation.

4. Members shall have the right to purchase other Condominium Units and to exercise the membership rights appurtenant thereto as provided in the Declaration.

5. The Association may suspend the voting rights of a Member for failure to comply with rules and regulations or the Bylaws of the Association or with any other obligations of the Owners of a Condominium Unit under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Association or as otherwise provided herein or in the Declaration, Bylaws or Rules. Cumulative voting is prohibited.

6. The Bylaws may contain additional provisions setting forth the rights, privileges,

duties and responsibilities of the Members; provided, however, the provisions of these Articles of Incorporation and the Bylaws shall be subject to the covenants, terms and provisions of the Declaration which shall control in the event of any conflict. Except as to a change in the number of Directors made by amendment to the Bylaws, whenever a provision of the Articles of Incorporation is inconsistent with a Bylaw, the provision of the Articles of Incorporation shall be controlling.

ARTICLE VI.

Voting Rights

1. Each Condominium Unit shall have the voting rights based upon the Owner's Proportionate Interest as set forth in the Declaration; the affirmative vote of a majority of the Proportionate Interests shall be required for decisions and action by the corporation, unless otherwise provided herein or in the Declaration or Bylaws.

2. Subject to the Act, notwithstanding anything herein to the contrary, the Declarant shall have the right to appoint the Board of Directors as set forth in the Declaration.

ARTICLE VII.

Board of Directors

1. The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three Directors, whose names and addresses are shown in Paragraph 2 of this Article. A change in the number of Directors may be made by amendment to the Bylaws of the corporation. Directors shall be Owners as defined in the Declaration. Notwithstanding anything herein to the contrary, the Declarant shall have the right to appoint the Board of Directors and to operate the Association until the Period of Declarant Control (as defined in the Declaration) is terminated.

2. The names and addresses of the members of the initial Board of Directors who shall serve until the first annual meeting and until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Candace L. Earhart	P.O.Box26175 Colorado Springs, Colorado 80936-6175
Dwight Cooper	444 E. Pikes Peak, Suite 200 Colorado Springs, Colorado 80903
Paul D. Gilbert	470 Crystal Hills Blvd. Manitou Springs, Colorado 80829

3. The Bylaws of the corporation shall set forth the terms of office and the procedures for election, removal and filling of vacancies in the Board of Directors.

ARTICLE VIII.

Officers

The Board of Directors may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the corporation. The officers shall have such duties as may be prescribed in the Bylaws of the corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE IX.

Dissolution. Merger or Consolidation

The corporation may be dissolved, merged, or consolidated with the assent given in writing and signed by not less than Members holding at least sixty-seven percent (67%) of the Proportionate Interests. Any merger or consolidation shall comply with the Act and the Nonprofit Act. Upon dissolution of the corporation other than incident to a merger or consolidation, the assets of the corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration. In such event, the assets may be granted, conveyed and assigned to any public agency, nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which this corporation was created.

ARTICLE X.

Initial Registered Office and Agent and Address of Initial Principal Office

The street address of the initial registered office of the corporation shall be 3775 Hartsock Lane, Unit 102, Colorado Springs, Colorado 80917. The initial registered agent shall be Candace L. Earhart, whose street address is the same as the initial registered office. The street address of the corporation's initial principal office is the same as the initial registered office.

ARTICLE XI.

Amendment

Amendments to these Articles of Incorporation shall require the assent of Members holding at least sixty-seven percent (67%) of the Proportionate Interests as defined in the Declaration, present and entitled to vote at any meeting of the Owners at which a quorum is present; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration and provided further that the Declarant shall have the right to amend those Articles of Incorporation as provided in the Declaration and the Act.

ARTICLE XII.

Nonprofit Purposes

The corporation is formed under the Nonprofit Act and not for pecuniary profit or financial gain. The corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Project as provided in the Declaration and is intended to qualify as a "Homeowners Association" as defined in subsection (c) of Section 528 of the Internal Revenue Code of 1978. Unless the Board of Directors determines otherwise, the corporation shall receive only such income and make only such expenditures as will enable it to maintain that status under I.R.C. Section 528 or any comparable provision of the Code.

ARTICLE XIII.

Incorporator and Person Filing

The Incorporator of the corporation and the individual causing this document to be delivered for filing is Susan K. Wood-Ellis, whose address is c/o Berniger, Berg, Diver, Noecker & Wood-Ellis, LLC, P.O. Box 1716, Colorado Springs, Colorado 80901.

ARTICLE XIV.

Non-Liability and Indemnity of Officers and Directors

1. No Officer or Director of the corporation shall be personally liable to the corporation or to its Members for monetary damages for breach of fiduciary duty as a Director to the fullest extent of the Nonprofit Act, or other law or statute. If the Nonprofit Act hereafter is amended to further eliminate or limit the liability of an Officer or Director, then such Officer or Director shall not be liable to the fullest extent permitted by the amended Nonprofit Act, in addition to the other provisions of these Articles of Incorporation.

2. No Officer or Director of the corporation shall be personally liable for any contract or claim against the corporation nor for any injury to person or property arising out of a tort committed by such person unless such Officer or Director committed a criminal offense or committed a wanton and willful wrongful act or omission. The protections afforded by these Articles shall not restrict other common law and statutory protections and rights that such Officer or Director may have and shall not reduce or impair any insurance coverage of such persons.

3. Unless otherwise specifically provided herein, or in the Nonprofit Act, or the Declaration, no Officer or Director shall be held liable for actions taken or omissions made in the performance of his or her duties as an Officer or Director except for wanton and willful wrongful acts or omissions.

4. A Director or Officer is not liable as such to the corporation or its Members for any action taken or omitted to be taken as a Director or Officer in the performance of the duties of such position in compliance with the Nonprofit Act.

5. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee person, employee, fiduciary, or agent of the corporation or who, while a Director, Officer, committee person, employee, fiduciary, or agent of the corporation, is or was serving as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the Nonprofit Act or the Declaration or otherwise.

6. Each Officer and Director of the corporation, before, now or hereinafter serving in any such capacity, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in any such capacity, to the fullest extent allowable by law and statute, including without limitation, the Nonprofit Act. The Right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage of the corporation, Officer, Director, or any person described above in Paragraph 5 of this Article.


7. Any repeal or modification of any of the foregoing paragraphs of this Article shall not adversely affect any right or protection of a Director, Officer or other person described in this Article existing on or before such repeal or modification.

ARTICLE XV.

Conflicts of Interest

No contract, transaction, or other financial relationship shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Member of the corporation or by or in the right of the corporation, solely because of any conflicting interest so long as the contract, transaction, or other financial relationship complies with the Nonprofit Act. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Colorado, the undersigned Incorporator has executed these Articles of Incorporation on this 15th day of April, 2005.


Susan K. Wood, Inc.

Berniger, Berg, Diver, Noecker & Wood-Ellis, LLC
P.O. Box 1716
Colorado Springs, CO 80901

The undersigned consents to the appointment as the initial Registered Agent of Hartsock Village
Omdomim= Ifumoo = Assocralioo, o fill:0..f <it/'f

Candace L. Earhart

Date