



# STATE OF COLORADO

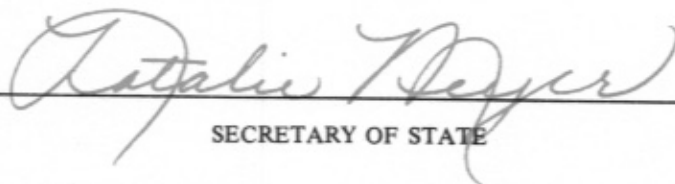
DEPARTMENT OF  
STATE

## CERTIFICATE

I, *NATALIE MEYER*, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO SUNSET MESA NEIGHBORHOOD ASSOCIATION, A NONPROFIT CORPORATION.

Dated: JULY 10, 1992

  
SECRETARY OF STATE

NONPROFIT

ARTICLES OF INCORPORATION  
OF  
SUNSET MESA NEIGHBORHOOD ASSOCIATION

FILED

JUL 10 1992

STATE OF COLORADO  
DEPARTMENT OF STATE

The undersigned person, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act, Articles 20 to 29 of Title 7, Colorado Revised Statutes, signs and acknowledges the following Articles of Incorporation for such corporation.

ARTICLE I

- A. Name. The name of the corporation is Sunset Mesa Neighborhood Association, Inc., herinafter referred to as "the Corporation".
- B. Duration. The period of duration of the Corporation shall be perpetual.
- C. Registered Office and Agent. The address of the initial registered office of the Corporation is 5550 Chukar Trail, Colorado Springs, Colorado, 80918; and the name of the initial registered agent of the Corporation is Thomas A. Savage.
- D. Structure. The corporation shall be a membership corporation without certificates or shares of stock.

ARTICLE II

Purpose. The Corporation is formed to promote an environment that enhances the quality of life for people in the community defined as the Sunset Mesa subdivision in the city of Colorado Springs, El Paso County, Colorado. The Corporation shall protect the interests and privileges of its members that inure to them as residents and/or homeowners in the Sunset Mesa subdivision; and collectively represent its members, on a non-partisan basis in matters which affect the quality of the neighborhood as they arise.

ARTICLE III

Powers. The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the state of Colorado. Specifically, the Corporation shall:

- A. Assist in the definition, and pursue enforcement, of the Protective Covenants, Restrictions, and/or Easements (hereinafter referred to as "Declarations") applicable to the present and future filings of the Sunset Mesa subdivision as prescribed by its Bylaws;

B. Represent the members of the Corporation in any action designed to alter, amend, or repeal the Declarations, or to consolidate existing Declarations into one set of uniform Declarations for all members of the Corporation;

C. Enter into contracts and/or agreements with any person, firm, association, corporation, committee or other entity or agency, public or private as necessary to conduct the business of the Corporation;

D. Adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation;

E. Collect annual dues and/or special assessments from the membership of the Corporation in accordance with the Bylaws; and provide for the establishment of an account at a bank for the holding of these funds and for the disbursement of funds to cover expenses incurred during the conduct of its affairs;

F. Be authorized to do and perform all acts reasonably necessary to accomplish the purpose of the Corporation, including the retention of legal counsel and the institution of legal proceedings to preserve and protect the interests and privileges of the members of the Corporation.

#### ARTICLE IV

Board of Directors. The management of the affairs of the Corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, or in the Bylaws of the Corporation as from time to time amended. Specific provisions governing the Board of Directors are as follows:

A. The Board of Directors shall initially consist of four (4) members, and expand to no more than 15 members who shall be resident homeowners in the Sunset Mesa subdivision;

B. With the exception of the initial Board of Directors, the number of directors, their term of office, and the manner of their election or appointment shall be in accordance with the Bylaws of the Corporation;

C. The directors shall serve without remuneration;

D. The names and addresses of the persons who shall constitute the initial Board of Directors, and who shall serve as the initial directors until their successors are duly designated and qualified are as follows:

Thomas A. Savage  
5550 Chukar Trail  
Colorado Springs, CO 80918

Jack Caton  
3825 Saddle Rock Road  
Colorado Springs, CO 80918

Connie Heidenreich  
3765 Saddle Rock Road  
Colorado Springs, CO 80918

Jacqueline Haag  
3855 Saddle Rock Road  
Colorado Springs, CO 80918

E. Regular meetings of the Board of Directors shall be convened at a location in the City of Colorado Springs in accordance with the Bylaws of the Corporation.

#### ARTICLE V

Liability of Directors. No director of the Corporation shall have personal liability to the Corporation or to the members of the Corporation for monetary damages for any breach of fiduciary duty as a director except that the foregoing shall not eliminate or limit such director's liability to the Corporation for (i) any breach of the director's duty to the Corporation or its members; (ii) any of such director's acts or omissions not in good faith or (iii) acts specified in Section 7-24-111 of the Colorado Revised Statutes, as it now exists or may be hereafter amended (regarding a director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation); or (iv) any transaction from which such director derived an improper personal benefit. If the Colorado Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Article V 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 VI

Members. Membership in the Corporation shall be voluntary. The Corporation shall have four classes of members: resident owners of homes in the Sunset Mesa subdivision; non-resident owners of homes in the Sunset Mesa subdivision; owners of undeveloped lots in the Sunset Mesa subdivision; leasees (renters) of homes located in the

Sunset Mesa subdivision. Owners of property shall be those identified by the warranty deed for the subject property; leasees of property shall be those identified in the lease or rental contract.

#### ARTICLE VII

Voting Rights. The members of the Corporation shall have voting rights as prescribed by the Bylaws of the Corporation. The voting process shall be as described in the Bylaws and shall include provisions for voting by mail and for voting by proxy.

#### ARTICLE VIII

Bylaws. The business of the Corporation shall be conducted in accordance with its Bylaws. The initial Board of Directors shall prepare and adopt a set of Bylaws at its first organizational meeting. The proposed Bylaws shall be appropriate for the management of the affairs of the Corporation, and shall not be inconsistent with law or these Articles of Incorporation. The adopted Bylaws shall not be altered, amended, or repealed except as provided by law or in these Articles of Incorporation.

#### ARTICLE IX

Amendments. The Board of Directors shall adopt a resolution setting forth any proposed amendment to these Articles of Incorporation or to the Bylaws and submit it to a vote at a meeting of those members of the Corporation entitled to vote thereon. Resolutions shall also be prepared whenever at least one-twentieth of the members entitled to vote thereon so request. A copy of the resolution and a written summary of the changes to be effected by the proposed amendment, and a proxy instructing the Chairperson of the Board how to cast a member's vote shall be provided to the voting members of the Corporation in advance of the meeting. Proposed amendments shall be adopted upon receiving at least two-thirds of the votes of the members either present at such meeting or represented by proxy.

#### ARTICLE X

Dissolution, Merger, or Consolidation. The Corporation may be dissolved, merged, or consolidated in accordance with the Bylaws. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation, after payment of all just debts, shall be distributed pro-rata to the members in good standing.

#### ARTICLE XI

Incorporator. The name and address of the incorporator of the Corporation is as follows:

Thomas A. Savage  
5550 Chukar Trail  
Col. Springs, CO 80918

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article IX of the foregoing Articles of Incorporation, has executed said Articles of Incorporation as of the 8 day of July, 1992.

TA Savage  
THOMAS A. SAVAGE

STATE OF COLORADO )  
  ) ss.  
COUNTY OF EL PASO )

I, Mary Jane Bristle, a Notary Public, hereby certify that Thomas A. Savage, known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation appeared before me this day in person and been by me duly sworn, acknowledged and declared that he signed said Articles as his free and voluntary act and deed for the uses and purposes therein set forth and that the statements contained therein are true.

WITNESS my hand and official seal this 8 day of July, 1992.

My commission expires:

Address:

Mary Jane Bristle  
NOTARY PUBLIC

My commission expires February 1, 1994.

