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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:

COLONY MEADOWS II 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, make the applicable selection):*

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

3. Principal office street address:

393 Mirada Court

*(Street name and number)*

Grand Junction

*(City)*

CO

*(State)*

81503

*(Postal/Zip Code)*

United States

*(Province – if applicable)*

*(Country – if not US)*

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

P.O. Box 55363

*(Street name and number or Post Office Box information)*

Grand Junction

*(City)*

CO

*(State)*

81505

*(Postal/Zip Code)*

United States

*(Province – if applicable)*

*(Country – if not US)*

5. Registered agent: (if an individual):

Coop

*(Last)*

David

*(First)*

*(Middle)*

*(Suffix)*

**OR** (if a business organization):

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

7. Registered agent street address:

P.O. Box 55363

*(Street name and number)*

Grand Junction

CO

81505

	(City)	(State)	(Postal/Zip Code)
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8. Registered agent mailing address:  
(if different from above)

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(Street name and number or Post Office Box information)

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(City)	(State)	(Postal/Zip Code)
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(Province – if applicable)	(Country – if not US)
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9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

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(mm/dd/yyyy)

10. (Optional) Delayed effective date:

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(mm/dd/yyyy)

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

Coop	David		
(Last)	(First)	(Middle)	(Suffix)

**OR** (if a business organization):

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P.O. Box 55363

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(Street name and number or Post Office Box information)

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Grand Junction	CO	81505
(City)	(State)	(Postal/Zip Code)

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(Province – if applicable)	United States (Country – if not US)
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(if an individual)

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

**OR** (if a business organization)

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(Street name and number or Post Office Box information)

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

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

**OR** (if a business organization)

---

(Street name and number or Post Office Box information)

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(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:

<u>LaCroix</u> (Last)	<u>Thomas</u> (First)	<u>R.</u> (Middle)	
<u>725 Rood Avenue</u> (Street name and number or Post Office Box information)			
<hr/>			
<u>Grand Junction</u> (City)	<u>CO</u> (State)	<u>81501</u> (Postal/Zip Code)	
<u>United States</u> (Province – if applicable) (Country – if not US)			

(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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## ARTICLE I

### 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 acts or omissions of the director not in good faith or that involved intentional misconduct or a knowing violation of law; (b) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; (c) 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 II

### INDEMNIFICATION

The Corporation may indemnify its directors, officers, employees and agents.

## ARTICLE III

### OBJECTS AND PURPOSES

The Corporation is organized as a homeowners association to promote the health, safety, welfare, and common good of the owners of tracts in Colony Meadows II Subdivision, Mesa County, Colorado. More particularly, the Corporation shall exercise all the rights, powers, and privileges and to perform all of the duties and obligations of the homeowners association as is set forth in the Declaration of Covenants, Conditions and Restrictions of Colony Meadows II.

## ARTICLE IV

### POWERS AND LIMITATIONS

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado and by the Declaration, Bylaws, and other governing documents of the Corporation.

No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be distribution of income or principal.

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

(a)The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (2) by an organization the contributions to which are deductible under Section 170, 642, 2055, or 2522 of the Internal Revenue Code.

(b)No solicitations of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE V DISSOLUTION

Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing 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.