

ARTICLES OF INCORPORATION

OF

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

HIGH POINTE ESTATES HOMEOWNERS ASSOCIATION

In compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, CRS 7-121-101 *et seq.*, as amended from time to time, the undersigned, who is a resident of the State of Colorado and of full age, hereby establishes a corporation not for profit and adopts the following Articles of Incorporation:

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SECRETARY OF STATE
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ARTICLE I

Name

The name of the corporation is High Pointe Estates Homeowners Association, hereafter called the "Association."

ARTICLE II

Offices

A. The street address of the initial registered office of the corporation is 518 28 Road, Suite A207, Grand Junction, CO 81501.

B. The address of the corporation's initial principal office is 518 28 Road, Suite A207, Grand Junction, CO 81501.

ARTICLE III

Registered Agent

Darren Caldwell, whose address is 518 28 Road, Suite A207, Grand Junction, Colorado 81501, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

A. This Association does not contemplate pecuniary gain or profit to the members thereof. Generally, the Association is formed to provide for the maintenance, preservation and architectural control of the residence lots and common area within the certain tract of property located in Mesa County, Colorado and platted or to be platted and recorded in the records of such county as High Pointe Estates Subdivision ("Subdivision") and to promote the health, safety and welfare of the residents within the above-described Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

B. The Association shall be entitled to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Bylaws of the Association as adopted and amended from time to time and as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the Subdivision and recorded or to be recorded in the office of the Clerk and Recorder of Mesa County, Colorado, as the same may be amended from time to time as therein provided;

C. Without otherwise limiting the powers of the Association, the Association is specifically empowered to:

1. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, the Bylaws and any applicable statutory authority; to pay all expenses in connection therewith and 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;
2. 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 or personal property in connection with the affairs of the Association;
3. To own, operate and maintain an irrigation water delivery system;
4. To provide irrigation water for all lots within the Subdivision;
5. To establish rules for the use of the irrigation water, including, if necessary, a schedule for rotating its use among the lots and common areas;
6. To enforce any and all covenants and restrictions, and agreements applicable to the use and delivery of irrigation water;

D. In addition to the specific powers set forth above, the Association shall have and may exercise any and all powers, rights and privileges which a corporation organized under the Colorado Revised Nonprofit Corporation Act by law may now or hereafter have or exercise, and those powers, rights and privileges applicable to the Subdivision as set forth in the Colorado Common Interest Ownership Act, as amended from time to time, including but not limited to those powers set forth in CRS 38-33.3-302, as applicable to this Subdivision

ARTICLE V

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Subdivision lot, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. One vote, and only one vote, may be cast for each lot in the Subdivision.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a board of three directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Patricia G. Tucker, 518 28 Road, Suite A207, Grand Junction, Colorado 81501

Gerald A. Tucker, 518 28 Road, Suite A207, Grand Junction, Colorado 81501

Darren Caldwell, 518 28 Road, Suite A207, Grand Junction, Colorado 81501

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VII

Dissolution

The Association may be dissolved in accordance with the provisions of the Declaration and the applicable provisions of the Colorado Common Interest Ownership Act, as amended from time to time.

ARTICLE VIII

Duration

The corporation shall exist perpetually.

ARTICLE IX

Amendments

Amendment of these Articles shall require the assent of seventy-five percent of the entire membership.

ARTICLE X

Incorporator

The incorporator of this corporation and his address is as follows:

Darren Caldwell
518 28 Road, Suite A207
Grand Junction, Colorado 81501

Darren Caldwell
Darren Caldwell, Incorporator

VERIFICATION

STATE OF COLORADO }
COUNTY OF MESA } ss.

I, *Cassandra Richardson* a notary public hereby certify that on the 24 day of May, 2000, personally appeared before me Darren Caldwell, who being by me first duly sworn, declared that he was the person who signed the foregoing document as incorporator and that the statements therein contained are true. The above incorporator also acknowledged before me that he executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal.
My commission expires: 7-26-2001

Cassandra Richardson
Notary Public

CONSENT OF INITIAL REGISTERED AGENT

The undersigned consents to the appointment as the initial registered agent of HIGH POINTE ESTATES HOMEOWNERS ASSOCIATION.

Darren Caldwell
Darren Caldwell