

NONPROFIT

**ARTICLES OF INCORPORATION OF
RENAISSANCE HOMEOWNERS' ASSOCIATION
A COLORADO NONPROFIT CORPORATION**

**FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE**

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Renaissance in the Redlands, LLC, 3310 C Road Palisade, Colorado 81261, a Colorado Limited Liability Company, pursuant to the Colorado Revised Nonprofit Corporation Act, as amended, adopts the following Articles of Incorporation.

1. The name of the non-profit corporation shall be Renaissance Homeowners Association, Inc. The principal office of the corporation shall be 3310 C Road, Palisade, CO 81526
2. The corporation shall have perpetual existence.
3. The corporation is not organized for, nor does it contemplate, profit or monetary gain. Its purposes are to promote the health, safety, welfare, and enjoyment of all owners and occupants of real property in Mesa County, Colorado, legally described as:

See Exhibit "A", attached.

4. By way of example and not limitation, the corporation shall have the powers and purposes stated below:

a. The corporation may acquire, own, hold, lease, improve, develop, build upon, maintain, sell, lease, convey, transfer in any manner, dedicate for public use (for example, to any public agency, authority, municipal corporation, or utility) or otherwise use or dispose of real and personal property of every nature for the common benefit of the members of the corporation and all occupants of The Renaissance in the Redlands subdivision in Mesa County, Colorado, all subject to the provisions of the Colorado Common Interest Ownership Act ("CCIOA"), and the Covenant Declaration for Renaissance in the Redlands, Filing One ("Declaration"), to be recorded in the records of the Mesa County Clerk and Recorder.

b. The corporation shall have the power to levy assessments against its members and to collect and enforce those assessments in accordance with the Declaration.

c. The corporation shall have as additional corporate purposes, and shall be able to exercise, all other rights, powers, and authority (i) granted to it by the Declaration described above, as the same may be amended from time to time according to its terms as though the provisions of the Declaration were set out in these Articles in their entirety; (ii) granted to a property owners' association under

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CCIOA, as amended from time to time; and (iii) authorized by its members for the common benefit of the owners of property in the development.

d. The corporation shall pay all expenses incurred in connection with the conduct of the business of the corporation and may, for that purpose, upon the affirmative vote of at least two-thirds of its members, borrow money and encumber the real and personal property assets of the corporation.

e. The corporation may, with the affirmative vote of two-thirds of the members, participate in mergers or consolidations of other nonprofit corporations or change the residential real property or common area controlled by the corporation, subject to the provisions of the CCIOA and the Colorado Revised Non Profit Corporation Act.

f. The corporation shall also have any and all other rights, powers, and privileges of a corporation organized under the Colorado Revised Non Profit Corporation Act as the same may be amended from time to time.

5. Upon any dissolution or liquidation of the corporation, after paying or adequately providing for the payment of all expenses and obligations, its assets shall be divided into a sufficient number of undivided in-kind shares to provide one share for each lot comprising the development. The corporation shall distribute the shares to the members who are then owners of the lots entitled to a share under this Article.

6. The corporation's initial registered office shall be 3310 C Road, Palisade, Colorado 81526, and the name of its initial registered agent at that address shall be M. Brent Pruett.

7. The number of directors constituting the initial board of directors of the corporation shall be three (3). The initial directors shall be:

M. Brent Pruett
3310 C Road
Palisade, CO 81526

Frank Coley
715 Horizon Drive, Suite 200
Grand Junction, CO 81506

Greg Merschel
715 Horizon Drive, Suite 200
Grand Junction, CO 81506

7.1 The number of directors may be changed by amendment of the Bylaws, subject to the provisions of Section 9 below.

7.2 Any vacancy in membership of the board of directors shall be filled for the remainder of the unexpired term by the affirmative vote of the remaining directors, whether or not constituting a quorum.

8. The corporation at all times shall consist of voting members, as defined in Colorado Revised Statutes § 7-121-401(40), subject to the provisions of this section eight (8).

8.1 Every record owner of one or more lots in the development will be entitled, and subject to that person's consent to membership by accepting a deed to his or her lot, as provided in the Declaration, shall be required to be a member of the corporation, subject to the voting rights provisions of this section eight.

8.2 Notwithstanding anything stated elsewhere in these Articles, until the earlier of sixty (60) days after conveyance of 75% of the lots to owners other than Renaissance in the Redlands, LLC (the "Declarant"), Declarant may appoint and remove officers and members of the board of directors of the corporation, subject to the limitations stated in this section.

8.3 Not later than sixty (60) days after conveyance of 50% of the lots to owners other than Declarant, at least one member, and not less than 33 1/3% of the total number of members of the board of directors must be elected by the owners of lots other than Declarant.

8.4 Unless the rights of the Association are delegated pursuant to the Declaration, not later than the termination of the last of the time periods specified in subsections 8.2, the members shall elect a board of directors of at least three (3) members, at least a majority of whom must be owners other than Developer. The board of directors so elected and officers shall take office upon termination of the last of the period of time declared in subsections 8.2.

8.5 Notwithstanding anything to the contrary stated elsewhere in this section eight, by a two-thirds vote of all lot owners present and entitled to vote at any meeting of the members at which a quorum is present, any member of the

board of directors may be removed with or without cause, other than a member appointed by the Declarant.

8.6 In the election of directors, cumulative voting shall not be allowed.

8.7 No person or entity other than an owner of a fee interest in one or more lots in the development may be a member of the corporation.

8.8 Subject to the Owner's consent by acceptance of a deed to his or her lot, Membership shall be appurtenant to and inseparable from ownership of a lot. Membership in the corporation may not be transferred except in connection with the transfer of fee ownership of a lot. Each lot shall have a single vote upon any issue on which members of the corporation are entitled to vote. Votes by multiple owners of a single lot in the development shall be governed by the provisions of CCIOA (which, upon the date of this document, are set forth in Section 38-33.3-310(1), C.R.S.) as it may be subsequently amended.

9. The initial Bylaws of the corporation shall be adopted by the initial directors. After adoption of the initial Bylaws of the corporation, the Bylaws shall only be altered, amended, or repealed by a resolution properly adopted by a majority of the board of directors and, upon any amendment to these Articles of Incorporation, or any proposed plan of merger, consolidation, or dissolution, approval shall require the affirmative vote of two-thirds of members entitled to vote.

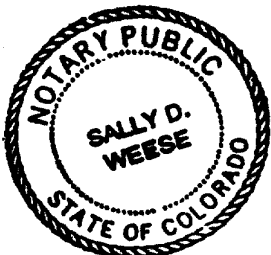
SIGNED this 28 day of JULY, 1999.

Renaissance in the Redlands, LLC

by: M. Brent Pruett
M. Brent Pruett, Manager/Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me this 28 day of July, 1999, by M. Brent Pruett. Witness my hand and official seal. My commission expires: 10/20/01.



Sally D. Weese
Notary Public, State of Colorado

CONSENT OF REGISTERED AGENT:

I consent to act as the initial registered agent for the corporation.

DATED: 22th OF July.

M. Brent Pruett
M. Brent Pruett, Registered Agent