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DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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**ARTICLES OF INCORPORATION
OF
CHATFIELD II HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Colorado Nonprofit Corporation Act, sections 7-121-101, et seq., C.R.S., the undersigned incorporator, who is a resident of Colorado, and eighteen years of age, does this day voluntarily adopt the following for the purpose of forming a non-profit corporation and docs hereby certify:

ARTICLE I
NAME

The name of the corporation is **Chatfield II Homeowners Association, Inc.**, hereafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 2022 West Liberty Court, Grand Junction, Colorado 81503.

ARTICLE III
INITIAL REGISTERED AGENT

F. Thad Harris, whose address is 2022 West Liberty Court, Grand Junction, Colorado 81503, is hereby appointed the initial registered agent of this Association.

ARTICLE IV
PURPOSE

The Association shall be a corporation not for profit and shall be and constitute the Association described in that certain Declaration for Chatfield II Subdivision to be recorded in the office of the Mesa County Clerk and Recorder (the "Declaration"), as the Declaration may be amended from time to time, the Declaration being incorporated herein as if set forth at length. The corporation may exercise all of the powers and privileges, and perform all of the duties and obligations of the Association, as is set forth in the Declaration, and all other lawful powers of nonprofit corporation under the Colorado Nonprofit Corporation Act.

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ARTICLE V
MEMBERSHIP

The corporation shall be a membership corporation. The members shall be the Owners of Lots in the Subdivision, according to the allocation of memberships defined and provided in the Declaration.

ARTICLE VI
VOTING RIGHTS

The members shall have one (1) vote for each membership allocated to the Lots under the Declaration.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed initially by a Board of Directors (Board) of three (3) persons who, except for the initial Board named in this Article VII, and except for those Board members chosen by the Declarant pursuant to the Declaration, shall be elected from the membership of the Association. The number of members of the Board may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of the initial members of the Board until the selection of their successors are:

F. Thad Harris
2022 West Liberty Court
Grand Junction, Colorado 81503

Merlin D. Unruh
703 Willow Creek
Grand Junction, Colorado 81505

Glenn Unruh
523 Florence Road
Grand Junction, Colorado 81501

ARTICLE VIII
DISSOLUTION

The Association's assets shall be distributed upon dissolution in accordance with section 7-134-101, et seq., C.R.S., in effect at the time of dissolution.

ARTICLE IX
LIABILITY

The liability of the corporation's Board Members, officers, employers and agents to the corporation or to its members shall be eliminated to the fullest extent permitted by the laws of the State of Colorado, including, but not limited to, the provisions set forth in sections 7-123-102(1)(x), 7-128-102, and 7-129-101, et seq., C.R.S.

ARTICLE X
DURATION

The corporation shall exist perpetually.

ARTICLE XI

The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Michael J. Russell
Hoskin, Farina, Aldrich & Kampf, P.C.
Post Office Box 40
Grand Junction, Colorado 81502

The Colorado Secretary of State may contact the following authorized person regarding this document:

Michael J. Russell
Hoskin, Farina, Aldrich & Kampf, P.C.
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Grand Junction, Colorado 81502
(970) 242-4903