

ARTICLES OF INCORPORATION

OF

BRANDON ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to §7-122-102, Colorado Revised Statutes (C.R.S.), the individual named below causes these Articles of Incorporation to be delivered to the Colorado Secretary of State for filing, and states as follows:

ARTICLE I
NAME AND DURATION

The name of this nonprofit corporation shall be the Brandon Estates Homeowners Association, Inc. (the "Association"). The period of duration of the Association shall be perpetual.

ARTICLE II
TERMS

All capitalized terms shall have the meaning set forth in Colorado Common Interest Ownership Act, C.R.S. § 38-33.3-101, etseq., as amended (the "Act"), or that certain "Declaration of Covenants, Conditions, Restrictions and Easements for the "Project or Subdivision" as the same may be amended from time to time, recorded or to be recorded in the real property records for the County of Mesa, State of Colorado (the "Declaration").

ARTICLE III
PURPOSES AND POWERS

3.1 General Purpose. The Association is organized to be and constitute the Association to which reference is made in the Declaration. The Declaration is executed or to be executed by Brandon Enterprises, LLC, a Colorado limited liability company ("Declarant"). The Declaration is recorded or to be recorded in the office of the Clerk and Recorder of the County of Mesa, State of Colorado, which shall be made subject to the Declaration. The Association is not organized in contemplation of pecuniary gain or profit to its members.

3.2 Specific Purposes. The specific purposes for which the Association is organized are:

(a) To exercise all of the rights, powers, and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration or in any amendment to the Declaration, the Bylaws, and the development plan documents.

(b) To provide for the preservation of the Subdivision as provided in the Declaration.

(c) To promote, foster, and advance the common interests of Owners of Lots in the Subdivision.

(d) To fix, levy, collect and enforce payment of, by any lawful means, assessments and other amounts payable by or with respect to Owners of Lots of the Subdivision provided in the Declaration.

(e) To manage, maintain, repair and improve the Common Elements, as provided in the Declaration, within the Subdivision, and to manage and maintain the Subdivision by performing services and functions for or relating to the Subdivision as provided in the Declaration.

(f) To enforce covenants, restrictions, conditions and equitable servitudes affecting the Subdivision.

(g) To make and enforce rules and regulations with respect to the interpretation and implementation of the Declaration and the use of the Subdivision inclusive of the Lots.

(h) To establish and maintain the Subdivision with the highest quality and value, and to enhance and protect its desirability and attractiveness.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

3.3 Powers. The Association shall have all of the powers which a nonprofit corporation may exercise under the Colorado Revised Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS, REGISTERED OFFICE AND AGENT

4.1 Principal Place of Business. The principal place of business of the Association shall be at 988 Agate Court, Fruita, Colorado, 80521. This office is located in Mesa County, Colorado.

4.2 Initial Registered Office and Initial Registered Agent. The address of the initial registered office of the Association shall be 988 Agate Court, Fruita, Colorado, 81521. The initial registered agent of the Association, whose business office is identical with such registered office, is Brandon Enterprises, LLC. The registered office and registered agent may be changed, without amendment of these Articles of Incorporation, as provided by statute.

ARTICLE V INCORPORATOR

The name and address of the incorporator is as follows:

Brandon Enterprises, LLC
988 Agate Court
Fruita, Colorado 81521

ARTICLE VI
LIMITATION ON PERSONAL LIABILITY; INDEMNITY

As provided by C.R.S. §7-128-402 of the Colorado Revised Nonprofit Corporation Act, a member of the Board of Directors of the corporation shall not be liable to the corporation or to its members for monetary damages for breach of fiduciary duty except for the following acts:

- (a) Any breach of the Board Member's duty of loyalty to the corporation or its members;
- (b) Acts or omissions not in good faith or which involve intention misconduct or knowing violation of law;
- (c) Acts specified in C.R.S. §7-128-403 or §7-128-501, as amended;
- (d) Any transaction from which a director derived an improper personal benefit.

The Association shall indemnify its officers, directors, employees and agents as provided in §7-129-101, et seq., of the Colorado Revised Nonprofit Corporation Act (or any corresponding section thereof). The Association shall advance expenses to officers, directors, employees and agents as provided in the Colorado Revised Nonprofit Corporation Act. The Association may purchase and maintain insurance to effect the indemnification provided for hereunder, but the Association shall not be required to provide such insurance.

ARTICLE VII
MISCELLANEOUS

7.1 Distribution of Assets on Dissolution of the Association. In the event of dissolution of the Association, the assets of the Association shall, to the extent reasonably possible, be conveyed or transferred to an appropriate public or governmental agency or agencies or to a nonprofit corporation, association, trust or other organization, to be used, in any such event, for the common benefit of members for similar purposes for which the particular asset was held by the Association. To the extent the foregoing is not possible, the Association assets shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed to members in proportion to the number of Lots owned by each member of the Association.

7.2 Bylaws. The Association shall have the power to make and alter Bylaws, not inconsistent with these Articles of Incorporation or within the laws of the State of Colorado or with the Declaration, for the administration and regulation of the affairs of the corporation. The initial Bylaws of the Association shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new

Bylaws shall be vested in the members, except as may be provided in the Bylaws, subject to the provision in the Declaration for approval of amendments by the FHA or VA and/or First Mortgagees (if any).

7.3 Amended of Articles. Except for particular provisions of these Articles which expressly require a higher voter requirement, the Association may amend these Articles of Incorporation from time to time in accordance with the Colorado Revised Nonprofit Corporation Act in any and as many respects as may be desired so long as the Articles of Incorporation as amended contain only such provisions as are lawful under that Colorado Revised Nonprofit Corporation Act and so long as the Articles of Incorporation as amended shall not be contrary to or inconsistent with any provision of the Declaration.

7.4 Definitions. The capitalized terms in these Articles of Incorporation shall have the same meaning as any similarly capitalized terms defined in the Declaration.