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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:

RUBY CANYON ESTATES SOUTH  
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:

216 North Avenue, Suite 5

*(Street name and number)*

Grand Junction, CO 81501

*(City) (State) (Postal/Zip Code)*

*(Province - if applicable) (Country - if not US)*

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

Post Office Box 2404

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

Grand Junction, CO 81502

*(City) (State) (Postal/Zip Code)*

*(Province - if applicable) (Country - if not US)*

5. Registered agent: (if an individual):

Williams, Jeffrey K.

*(Last) (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:

216 North Avenue, Suite 5

*(Street name and number)*

Grand Junction, CO 81501

8. Registered agent mailing address:  
 (if different from above)

\_\_\_\_\_  
 (City) (State) (Postal/Zip Code)  
**Post Office Box 2404**  
 \_\_\_\_\_  
 (Street name and number or Post Office Box information)

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**Grand Junction, CO 81502**  
 \_\_\_\_\_  
 (City) (State) (Postal/Zip Code)

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\_\_\_\_\_  
 (Province – if applicable) (Country – if not US)

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

\_\_\_\_\_

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

\_\_\_\_\_

(mm/dd/yyyy)

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

**Croker, C. Joseph, Esq.**  
 \_\_\_\_\_  
 (Last) (First) (Middle) (Suffix)

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

**C. JOSEPH CROKER, P.C.**  
 \_\_\_\_\_  
 600 Alpine Bank Building  
 \_\_\_\_\_  
 225 North Fifth Street  
 \_\_\_\_\_  
**Grand Junction, CO 81501**  
 \_\_\_\_\_  
 (City) (State) (Postal/Zip Code)

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\_\_\_\_\_  
 (Province – if applicable) (Country – if not US)

(if an individual) \_\_\_\_\_

(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)

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\_\_\_\_\_  
 (Province – if applicable) (Country – if not US)

(if an individual) \_\_\_\_\_

(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)

(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:

Croker, C. Joseph, Esq.  
 C. JOSEPH CROKER, P.C. (Middle) (Suffix)  
~~600 Alpine Bank Building~~  
 225 North Fifth Street (Street name and number or Post Office Box information)  
 Grand Junction, CO 81501  
 (City) (State) (Postal/Zip Code)  
 (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:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

ARTICLES OF INCORPORATION  
OF  
RUBY CANYON ESTATES SOUTH HOMEOWNERS ASSOCIATION, INC.  
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, That the undersigned natural person more than eighteen (18) years of age and a resident of the State of Colorado, hereby establishes a corporation not for profit pursuant to the statutes of the State of Colorado and does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is RUBY CANYON ESTATES SOUTH HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II

Term of Existence

The Association shall have a perpetual existence.

ARTICLE III

Purposes and Powers

The nature, object and purposes for which the Association is formed are to provide for the social welfare and recreation of its members and guests, to maintain, preserve and control the lots and common areas within that certain tract of property described on Exhibit "A" attached hereto and by this reference made a part hereof and to promote the health, safety, welfare and usage of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

a. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Clerk and Recorder of Mesa County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as it set forth at length;

b. Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; 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;

c. 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;

d. Borrow money and, with the assent of two thirds (2/3) of each class of the members of the Association, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. Dedicate or transfer all or any part of the common areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members or to transfer or convey all or any part of the common areas to one (1) or more domestic or foreign corporation, society or organization engaged in activities similar to those of the Association or otherwise distribute the common areas or any part thereof pursuant to a plan of distribution adopted as provided by the laws of the State of Colorado. No such dedication or transfer shall be effective unless an instrument signed by two thirds (2/3) of each class of members of the Association, as those classes are set out herein, agreeing to such dedication or transfer has been recorded;

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common areas, provided, that any such merger, consolidation or annexation shall have the assent of two thirds (2/3) of each class of members of the Association as those classes are set out herein; and

g. Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Colorado by law may now or hereafter have or exercise.

#### ARTICLE IV

##### Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract

sellers, but excluding those having such interests merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE V

##### Voting Rights

Members shall all be owners and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine but in no event shall more than one (1) vote be cast with respect to any lot.

#### ARTICLE VI

##### Board of Directors

The affairs of the Association shall be managed by a board of at least three (3) directors who need not be members of the Association. The number of directors 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 directors until the selection of their successors are:

Jeffrey K. Williams  
216 North Avenue, Suite 5  
Grand Junction, Colorado 81501

Samuel J. Baldwin  
800 Belford Avenue  
Grand Junction, Colorado 81501

Merritt L. Sixbey Jr.  
1420 Motor Street  
Grand Junction, Colorado 81505

#### ARTICLE VII

##### Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of each class of members as those classes are set out in Article V. Upon dissolution of the Association, other than incident to a merger or consolidation, all or part of the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association is created. In the event that such dedication is refused acceptance, in whole or in part, such assets as are not accepted shall be granted, conveyed and assigned to one (1) or more domestic or foreign

corporation, society or organization engaged in activities similar to those of the Association or shall otherwise be distributed pursuant to a plan of distribution adopted as provided by the laws of the State of Colorado.

#### ARTICLE VIII

##### Stock

The Association shall not have or issue stock. No dividend shall be paid, and no part of the income or profit of the Association shall be distributed to its members, directors or officers. However, the Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered. No loans shall be made by the Association to its directors or officers.

#### ARTICLE IX

##### Registered Agent and Office

The name and address of the initial registered agent for service of process on the Association are JEFFREY K. WILLIAMS, 216 North Avenue, Suite 5, Grand Junction, Colorado 81501. The mailing address of the initial registered agent is Post Office Box 2404, Grand Junction, Colorado 81502.

#### ARTICLE X

##### Initial Principal Office

The address of the initial principal office of the Association is 216 North Avenue, Suite 5, Grand Junction, Colorado 81501. The mailing address Post Office Box 2404, Grand Junction, Colorado 81502.

#### ARTICLE XI

##### Incorporator

The name and address of the incorporator (the name and mailing address of the individual who causes this document to be delivered for filing and to whom the secretary of state may deliver notice if filing of this document is refused) is:

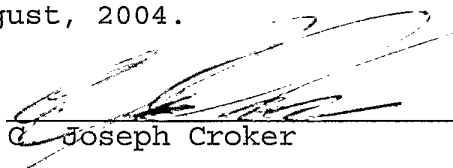
C. Joseph Croker, Esq.  
C. JOSEPH CROKER, P.C.  
600 Alpine Bank Building  
225 North Fifth Street  
Grand Junction, Colorado 81501

ARTICLE XII

Amendment

Amendment of these Articles of Incorporation shall require a seventy-five (75) percent vote of the members as their voting rights are set out in Article V.

Dated this 10th day of August, 2004.

  
C. Joseph Croker

VERIFICATION

STATE OF COLORADO )  
                                  ) ss.  
COUNTY OF MESA        )

I, CAREN M. BRUMBAUGH, a notary public, hereby certify that on the 10th day of August, 2004, personally appeared before me C. JOSEPH CROKER, 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.

WITNESS my hand and official seal.

My commission expires: March 3, 2006.

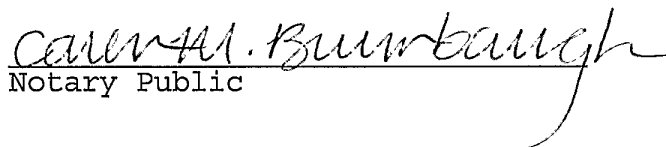
  
Notary Public



EXHIBIT "A"

Lots 1 through 38, inclusive, and  
Tracts B and C of  
RUBY CANYON ESTATES SOUTH;

County of Mesa,  
State of Colorado.