



# STATE OF COLORADO

DEPARTMENT OF  
STATE

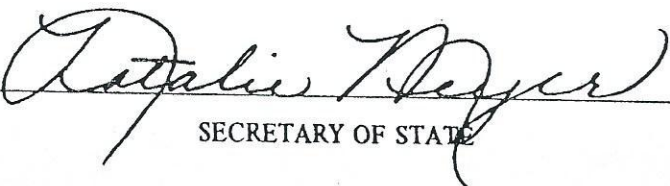
## CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO

HORIZON PARK EAST HOMEOWNERS' ASSOCIATION, INC.  
A NONPROFIT CORPORATION

Dated: OCTOBER 04, 1993

  
SECRETARY OF STATE

NONPROFIT

FILED COPY

ARTICLES OF INCORPORATION OF  
HORIZON PARK EAST HOMEOWNERS' ASSOCIATION  
(A NONPROFIT CORPORATION)

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505 INC 10-04-93 08:00

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado nonprofit Corporation Act.

ARTICLE 1--Name

The name of this corporation is HORIZON PARK EAST HOMEOWNERS' ASSOCIATION, INC. ("Association").

ARTICLE 2--Duration

The duration of the Association shall be perpetual.

ARTICLE 3--Purposes and Powers of Association

3.1. The Association shall operate the Common Interest Community known as Horizon Park East, located in the City of Grand Junction, County of Mesa, Colorado, in accordance with the Colorado Common Interest Ownership Act of the Colorado Revised Statutes, as amended, and the Colorado Nonprofit Corporation Act, as amended.

3.2. The Association shall promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.

3.3. The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights, and privileges which are granted to a Common Interest Community Association under the laws of the State of Colorado and the Declaration, Bylaws, Rules and Regulations, and other governing documents of the Association.

3.4. The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

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ARTICLE 4--Nonprofit

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE 5--Membership Rights and Qualifications

5.1. The classes, rights, and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Lot in the Common Interest Community shall be a member of the Association. There shall be one membership for each Lot owned within the Common Interest Community. This membership shall be automatically transferred upon the conveyance of that Lot. Voting shall be one vote per Lot, and the vote to which each membership is entitled is the vote assigned to its Lot in the Declaration of the Common Interest Community. If a Lot is owned by more than one person, those persons shall agree among themselves how a vote for that Lot's membership is to be cast. Individual coowners may not cast fractional votes. A vote by a coowner for the entire Lot's membership interest shall be deemed to be pursuant to a valid proxy, unless another coowner of the same Lot objects at the time the vote is cast, in which case such membership's vote shall not be counted.

5.2. The members shall be of one class, Lot Owners who own Lots as defined in the Declaration. These Lot Owners shall elect all members of the Executive Board, following the period of Declarant control defined below.

5.3. Notwithstanding the foregoing, the Declarant of the Common Interest Community shall have additional rights and qualifications as may be provided under the Colorado Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board as follows: During the period of Declarant control, the Declarant, or persons designated by him or her, subject to certain limitations, may appoint and remove the officers and members of the Executive Board. The period of Declarant control terminates no later than the earlier of: (1) Sixty days after conveyance of 75 percent of the Lots that may be created to Lot Owners other than a Declarant; (2) Two years after Declarant has last conveyed a Lot in the ordinary course of business; or (3) Two years after any right to add new Lots was last exercised.

23 x .75  
= 17.25

A Declarant may voluntarily surrender the right to appoint and remove officers and Directors of the Executive Board before termination of the periods of Declarant control, but in that event, the Declarant may require, for the duration of the period of Declarant control, that specified actions of the Association or Executive Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

5.4. Not later than 60 days after conveyance of 25 percent of the Lots that may be created to Lot Owners other than a Declarant, at least one member, and not less than 25 percent of the members of the Executive Board shall be elected by Lot Owners other than a Declarant. Not later than 60 days after conveyance of 50 percent of the Lots that may be created to Lot Owners other than a Declarant, not less than one-third of the members of the Executive Board must be elected by Lot Owners other than a Declarant.

#### ARTICLE 6--Registered Agent for Service and Address

The initial registered agent of the Association shall be W. R. Bray, at the registered address of 1015 N. 7th St., Grand Junction, Mesa County, CO 81501.

#### ARTICLE 7--Executive Board

The initial Executive Board shall consist of three persons, and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of Directors be less than three. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

W. R. Bray  
1015 N. 7th St.  
Grand Junction, CO 81501

Wayne Beede  
1015 N. 7th St.  
Grand Junction, CO 81501

Ray Meacham  
702A Golfmore Drive  
Grand Junction, CO 81506



ARTICLE 8--Incorporator

The name and address of the incorporator is:

W. R. Bray  
1015 N. 7th St.  
Grand Junction, CO 81501

ARTICLE 9--Amendment

Amendment of these Articles shall require the assent of at least two-thirds of the members of the Association as provided in the Colorado Nonprofit Corporation Act.

ARTICLE 10--Distribution of Assets Upon Dissolution

Upon dissolution of the Association, the Executive Board shall provide for the distribution of all assets and liabilities of the Association in the following manner:

10.1. All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions shall be made therefor.

10.2. Assets held by the Association on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

10.3. Assets received and held by the Association, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of this Association, in accordance with a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act which is not inconsistent with these Articles of Incorporation.


10.4. Assets received and held by the Association not subject to liabilities, conditions or use limitations, as specified in paragraphs 1, 2 and 3 above, shall be distributed

to the owners of lots pro rata according to their ownership interests in Horizon Park East.

10.5. Any remaining assets may be distributed to such persons, societies, organizations, governmental entities, political subdivision, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act and which is not inconsistent with these Articles of Incorporation.

ARTICLE 11 - Execution

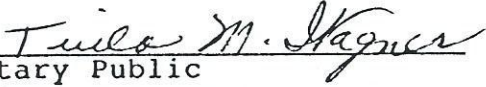
In Witness Whereof, the undersigned incorporator has signed these Articles in duplicate this 30th day of September, 1993.

  
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W. R. Bray

STATE OF COLORADO     )  
                                  ) ss.  
COUNTY OF MESA         )

The foregoing instrument was acknowledged before me this 30th day of September, 1993, by W. R. Bray.

Witness my hand and official seal.  
My Commission Expires: April 14, 1997.

  
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Notary Public  
Address: 562 White Avenue  
Grand Junction, CO 81501