

ARTICLES OF INCORPORATION AND BY-LAWS OF  
3001 CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby establish a corporation not for profit pursuant to the provisions of Chapter 31, Article 24, Colorado Revised Statutes 1963, 1967 Permanent Cumulative Supplement, and adopt the following:

ARTICLE I

Name

The name of the corporation shall be 3001 CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The business, objects and purposes for which the corporation is formed are as follows:

A. To be and constitute the Association to which reference is made in the AMENDED DECLARATION-3001 CONDOMINIUM, herein sometimes referred to as "Amended Declaration", recorded in Book 928, Page(s) 895 - 926 of the records of the Clerk and Recorder of Mesa County, Colorado, relating to a condominium ownership project (herein sometimes called "3001 Condominium") in Mesa County, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

B. To provide an entity for the furtherance of the

interest of the owners of condominium units in 3001 Condominium, with the objectives of establishing and maintaining 3001 Condominium as a prime residential condominium ownership project of the highest possible quality and value and enhancing and protecting its value, desirability and attractiveness.

#### ARTICLE IV

##### Powers

In furtherance of its purposes, but not otherwise, the corporation shall have the following powers:

A. All of the powers conferred upon corporations not for profit by the common law and the statutes of the State of Colorado in effect from time to time.

B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration-Condominium Ownership Act recorded in Book 922, Page 137 of the records of Mesa County, Colorado (sometimes herein referred to as "Declaration") and Amended Declaration, including, without limitation, the following powers:

1. To make and collect assessments against members for the purpose of defraying the costs, expenses and any losses of the corporation, or of exercising its powers or of performing its functions.

2. To manage, control, operate, maintain, repair and improve Common Elements, as defined in the Amended Declaration.

3. To enforce covenants, restrictions or conditions affecting any property to the extent this corporation may be authorized under any such covenants, restrictions or conditions, and to make and enforce rules and regulations for use of property in 3001 Condominium.

4. To engage in activities which will actively foster, promote and advance the common ownership interests of owners of condominium units within 3001 Condominium.

5. To buy or otherwise acquire, sell or otherwise dis-

pose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation.

6. To borrow money for any purpose of this corporation, without limit as to the amount.

7. To enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private.

8. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article IV.

#### ARTICLE V

##### Memberships

This corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each Condominium Unit as defined in the Amended Declaration from time to time existing in the 3001 Condominium. The total number of memberships shall not exceed 18. There shall be one vote per membership on all matters on which members are entitled to vote, except as provided in Section 8.2 of the Amended Declaration.

The owner or owners of a Condominium Unit shall hold and share the membership related to that Condominium Unit in the same proportionate interests and by the same type of tenancy in which the title to the Condominium Unit is held; provided that there shall be only one membership per Condominium Unit and one vote per membership. No person or entity other than an owner of a Condominium Unit may be a member of the corporation.

A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Condominium Unit as further security for a loan secured by a lien on such Condominium Unit.

The corporation shall have the pre-emptive right to purchase Condominium Units and the memberships appurtenant thereto upon affirmative vote to so purchase by 85% of the membership entitled to vote, excluding the member whose Condominium Unit is to be purchased.

A transfer of membership shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains; provided, however, that the corporation shall be entitled to treat the person or persons in whose name or names the membership is recorded on the books and records of the corporation as the member until such time as evidence of a transfer of title, satisfactory to the corporation, has been submitted to the Secretary. A transfer of membership shall not release the transferor from liability for obligations accrued incident to such membership prior to such transfer. In the event of dispute as to ownership of a Condominium Unit and as to ownership of the membership appurtenant thereto, title to the Condominium Unit, as shown in the records of the County Clerk and Recorder of Mesa County, Colorado, shall be determinative.

The corporation may suspend the voting rights of a member for failure to comply with the provisions hereof or with any other obligations of the owners of a Condominium Unit under the Amended Declaration.

## ARTICLE VI

### Voting

Where the vote of the members is required or permitted by the statutes of the State of Colorado, the Amended Declaration or by this document, there shall be one vote for each membership. Where there are co-owners of a Condominium Unit (whether by joint tenancy, tenancy in common, or otherwise)

each co-owner shall be deemed to have a fractional portion of the vote for the membership appurtenant to that Condominium Unit proportionate to his interest in the fee title thereto; but any one of such co-owners present or represented by proxy shall be accepted automatically by the corporation as the agent and attorney in fact for other co-owners not present or represented by proxy, for the purpose of casting the vote of that membership. Voting by proxy shall be permitted. Proxies must be executed in writing by the owner or co-owners or his duly authorized attorney-in-fact and must be filed with the Secretary before the appointed time of each meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

#### ARTICLE VII

##### Annual Meetings, Special Meetings, Notice, Waiver, Quorum and Action Without Meeting

An annual meeting of the members for the purpose of voting on such matters as properly may come before the meeting shall be held on the third Monday in September of each year at a convenient location in Mesa County, Colorado, to be selected by the Board of Directors.

Special meetings of the members may be called at any time by any member of the Board of Directors or by written request of two or more of the votes of the outstanding memberships and shall be held at a convenient location in Mesa County, Colorado, to be selected by the persons calling the meeting.

Notice of annual and special meetings of the members may be given in writing or in person and must state the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. Such notices shall be delivered not less than ten or more than fifty days before the date of the meeting, and shall be given to each owner or co-owner of a membership entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such owner or co-owner at his address as it appears on the records of the corporation, with postage thereon prepaid, certified or registered mail.

Written waiver of notice signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

At any meeting of the members a quorum shall be present if a majority of the votes to be cast, in person or by proxy, are represented. If a quorum exists, the action of members casting a majority of the votes present or represented by proxy shall be the act of the members unless specified otherwise herein or in the Amended Declaration. If a quorum does not exist, the members casting a majority of the votes present in person or by proxy may adjourn the meeting from time to time without further notice other than announcement at the meeting.

Any action required to be taken, or any action which may be taken, at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the owners and co-owners of memberships entitled to vote with respect to the subject matter thereof.

#### ARTICLE VIII

##### Board of Directors

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of six persons. The Board members, immediately after the annual meeting, shall select a President and Secretary-Treasurer from among their numbers.

Members of the Board of Directors shall be elected at the annual meeting of the members and in all elections for directors cumulative voting shall be required.

The names and addresses of the members of the first Board of Directors who shall serve until the first election of directors by the members and until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Jack R. Cagle	3001 North 12th St., Grand Junction, Colorado
Emmett Elizondo	3001 North 12th St., Grand Junction, Colorado
Cloy R. Brown	3001 North 12th St., Grand Junction, Colorado
D. G. Son	3001 North 12th St., Grand Junction, Colorado
Muriel M. Corn	3001 North 12th St., Grand Junction, Colorado
Linda Thomas	629 Braemar Circle, Grand Junction, Colorado

Any vacancies in the Board of Directors caused by resignation or otherwise shall be filled by the remaining directors.

The Board of Directors shall meet at such times and places and upon such notice as it shall determine. The act of a majority of the Directors shall be the act of the Board of Directors, except as otherwise specifically required by law or this document. Such action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

The President shall be the principal executive officer of the corporation and shall have the powers generally attributable to the chief executive officer of a corporation.

The Secretary shall be the custodian of the records and of the seal of the corporation and shall affix the seal to all documents requiring the same; shall see that all notices are duly given in accordance with the provisions hereof and as required by law, and that the books, reports, and other documents and records of the corporation are properly kept and filed; shall keep minutes of the proceedings of the members and Board of Directors; shall keep at the registered office of the corporation a record of the names and addresses of the owners and co-owners entitled to vote; and, in general, shall perform all duties incident to the office of Secretary.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, shall deposit all such funds in the name of the corporation in such depositories as shall be designated by the Board of Directors, shall keep correct and complete books and records of account and records of financial transactions and condition of the corporation and shall submit such reports thereof semi-annually to the members and, in general, shall perform all the duties incident to the office of Treasurer.

The United States Bank of Grand Junction, Grand Junction, Colorado, shall be depository for the corporation. All checks, drafts, notes and orders for the payment of money of \$250.00 or less may be signed by either officer and, more than \$250.00 shall be signed by both officers.

The fiscal year of the corporation shall be from January 1 through December 31.

ARTICLE IX

Rights and Obligations of the Corporation and the Members

A. Annual Assessments: The Board of Directors shall fix, levy, and collect assessments in the manner and for the purposes specified in the Amended Declaration and the members shall pay assessments as therein provided.

B. Other Rights and Obligations: The corporation and members shall perform all obligations and duties and exercise all rights and powers of the Association as set forth in the Amended Declaration. All the relative rights and duties of the corporation and the members as therein prescribed shall be binding on said parties to the same extent as if set forth in full herein.

ARTICLE X

Initial Registered Office and Agent

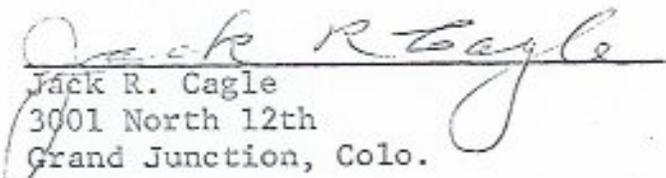
The initial registered office of the corporation shall be 3001 North 12th St., Grand Junction, Colorado 81501 (Mesa County)  
The initial registered agent at such office shall be Jack R. Cagle.

ARTICLE XI

Amendments

Amendments may be made to this document by a two-thirds vote of the members in the manner provided herein at any annual meeting or special meeting of the membership, provided that the notice of such meeting shall be in writing and state that an amendment is to be considered and the substance of such amendment. Articles of Amendment shall be filed according to law.

Executed this 4th day of November,  
1968.

  
Jack R. Cagle  
3001 North 12th  
Grand Junction, Colo.

# STATE OF COLORADO

DEPARTMENT OF  
STATE



NONPROFIT  
CERTIFICATE OF  
INCORPORATION

*I, **Byron A. Anderson,***

*Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.*

*Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of*

-----3001 CONDOMINIUM ASSOCIATION, INC.-----  
(A COLORADO NONPROFIT CORPORATION)

*and attaches hereto a duplicate original of the Articles of Incorporation.*

*Dated this ---Twenty-Fifth---day of ----November-----, A. D. 19 68 .*

*Byron A. Anderson*  
SECRETARY OF STATE  
*Jeremiah J. Connolly*  
BY DEPUTY