



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

**Reutzel** **Karen** **V.**  
\_\_\_\_\_  
*(Last)* *(First)* *(Middle)* *(Suffix)*

**OR** (if a business organization)

**9145 E. Kenyon Avenue, Suite 301**  
\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

**Denver** **CO** **80237**  
\_\_\_\_\_  
*(City)* *(State)* *(Postal/Zip Code)*  
**United States**  
\_\_\_\_\_  
*(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)*

\_\_\_\_\_  
*(City)* *(State)* *(Postal/Zip Code)*  
**United States**  
\_\_\_\_\_  
*(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)*

\_\_\_\_\_  
*(City)* *(State)* *(Postal/Zip Code)*  
**United States**  
\_\_\_\_\_  
*(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:

Reutzel	Karen	V.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
9145 E. Kenyon Avenue			
<i>(Street name and number or Post Office Box information)</i>			
Suite 301			
Denver	CO	80237	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
	United States		
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>		

*(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  
SHADOW RUN TOWN HOMES  
HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-122-101 through § 7-122-107, the undersigned, of full age, has this day, for the purpose of forming a non-profit corporation, certified as follows:

**ARTICLE I  
NAME**

The name of the corporation is SHADOW RUN TOWN HOMES HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Association is 399 Perry St., Suite 300, Castle Rock, CO 80104

**ARTICLE III  
DURATION**

The period of duration of the Association shall be perpetual.

**ARTICLE IV  
REGISTERED AGENT**

Karen V. Reutzel is hereby appointed the initial registered agent of the Association, and the address of its initial registered office shall be 9145 E. Kenyon Ave, Suite 301, Denver, Colorado 80237.

**ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to be an owners association for the Owners in Shadow Run Town Homes, a common interest community in Mesa County, Colorado, and to provide a means of self government for the owners of the property with said project to advance their common interest with respect to the "Common Area" and the "Property," as defined in the Declaration of Covenants, Conditions, and Restrictions of Shadow run Town Homes ("Declaration") and all amendments thereto, which Declaration will be recorded in the real

property records of Mesa County, Colorado, and to promote the health, safety and welfare of the residents within the common interest community, and for the following purposes to:

- (a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended and supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined);
- (b) institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Lot Owners on matters affecting the common interest community;
- (c) provide for the indemnification of its officers and Board, and maintain directors' and officers' liability insurance;
- (d) participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes; provided that any merger or consolidation shall have the assent of the Owners of Lots to which at least two-thirds (2/3) of the votes of the membership in the Association are allocated;
- (e) enforce covenants, restrictions, and conditions affecting any property to the extent this Association may be authorized to do so under the Declaration, Colorado law, or in equity;
- (f) engage in activities which will actively foster, promote and advance the common interests of the Lot Owners;
- (g) adopt, alter and amend or repeal such Bylaws, Rules and Regulations, and promulgate and publish such rules as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such Bylaws, Rules and Regulations shall not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration;
- (h) have and exercise any and all powers, rights and privileges which a corporation organized under the Colorado Revised Nonprofit Corporation Act by law may now or hereafter have or exercise;
- (i) exercise any powers enumerated in the Bylaws of the Association and exercise any other powers necessary and proper for the governance and operation of the Association.

ARTICLE VI  
MEMBERSHIP AND VOTING

- (a) The Association shall have voting members as provided in the Declaration and Bylaws of the Association.
- (b) Cumulative voting shall not be allowed in the election of Directors or otherwise.

ARTICLE VII  
BOARD

The affairs of the Association shall be managed by a Board of at least three (3), but no more than five (5) Directors (the "Board"). Directors shall be Members, which, in the case of Declarant, may include any partner of Declarant or any director, officer, employee or authorized agent of Declarant or any partner of Declarant and, in the case of corporate Members, may include the officers and directors of each such corporate Member. If appointed by a Declarant, in the performance of their duties, the officers and members of the Board are required to exercise the care required of fiduciaries of the Lot Owners. If not appointed by the Declarant, no member of the Board and no officer shall be liable for actions taken or omissions made in the performance of such member's duties except for wanton and willful acts or omissions. 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:

<u>NAME</u>	<u>ADDRESS</u>
Scott Friedman	399 Perry St., Suite 300, Castle Rock, CO 80104
Alan Westfall	399 Perry St., Suite 300, Castle Rock, CO 80104
Joseph Deering	399 Perry St., Suite 300, Castle Rock, CO 80104

The successors to the initial and subsequent Board of Directors shall be appointed or elected in the manner set forth in the Bylaws.

ARTICLE VIII  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Lot Owners with not less than two-thirds (2/3) of the votes of the membership allocated to Lots not then owned by the Declarant, and by the Declarant with not less than two-thirds (2/3) of the votes allocated to Lots then owned by the Declarant. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association, if any, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this

Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX  
OFFICERS

The Board may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed in the Bylaws and shall serve at the pleasure of the Board.

ARTICLE X  
AMENDMENTS

Amendment of these Articles shall require the assent of Lot Owners holding a majority of a quorum of the votes of the Lots, voting in person or by proxy at an annual meeting of Members or at a special meeting called for this purpose; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

ARTICLE XI  
HUD/VA APPROVAL

During the Period of Declarant Control, the following actions will require the prior approval of HUD or VA if, at the time any such action is taken, HUD has insurance or VA has guarantee(s) on one or more Security Interests: annexation of additional properties, mergers and consolidations, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned, the incorporator of this Association, has executed these Articles of Incorporation this 9<sup>th</sup> day of January, 2006.

INCORPORATOR:

KAREN V. REUTZEL

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*(Original signature on file with the Association)*

Address of incorporator:  
9145 East Kenyon Avenue #301  
Denver, CO 80237  
(303) 694-1982