

Filed 12-18-03
Conf. #20031399405

**ARTICLES OF INCORPORATION
FOR A NONPROFIT CORPORATION**

Pursuant to the Colorado Revised Nonprofit Corporation Act, (Colorado Revised Statutes, Title 7, Articles 121 to 137, inclusive), as the same may be amended from time to time, these Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

**ARTICLE 1
NAME OF CORPORATION**

The name of the corporation is **RED TAIL RIDGE HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE 2
PURPOSES AND POWERS**

2.1. Purposes. This corporation is organized for the purpose of acting as a unit owner's association pursuant to the Colorado Common Interest Ownership Act codified at the time this corporation is formed at Colorado Revised Statutes § 38-33.3-101, *et. seq.* ("the CCIOA"), for the Planned Community, Red Tail Ridge Subdivision, ("the Community"), whose subdivision plat is recorded in the Office of the Mesa County Clerk and Recorder, formed in the Declaration Of Covenants, Conditions and Restrictions of Red Tail Ridge Subdivision ("the Declaration").

2.2. Powers. The corporation shall have all of the rights, privileges and powers now or subsequently conferred on nonprofit corporations and on unit owner's associations by the laws of Colorado. The corporation shall have and may exercise all powers necessary or convenient to affect any of the purposes for which the corporation has organized.

2.3. Conflicts. Pursuant to Colorado Revised Statutes § 38-33.3-319, to the extent that provisions of the CCIOA conflict with the Colorado Nonprofit Corporation Act, articles 20 to 29 of title 7, C.R.S., the CCIOA shall control.

**ARTICLE 3
DURATION**

3.1. Period of Duration. The corporation shall exist until the Community is terminated pursuant to the Declaration.

3.2. Disposition of Assets Upon Dissolution. Upon dissolution, the property of the corporation shall be distributed as provided for by the CCIOA and the Declaration.

ARTICLE 4
BOARD OF DIRECTORS

3.1 The Board of Directors. There shall be a board of directors for the corporation which shall initially have the three members set out in this article. The board of directors shall thereafter be constituted in accordance with the Bylaws, which may increase or decrease this number from time to time, but no decrease in number shall have the effect of shortening the term of any incumbent director. In the absence of a bylaw fixing the number of members of directors, the board of directors shall have three members. This board of directors shall be for all purposes the executive board described in the CCIOA and the directors shall be the members of the executive board for all purposes.

3.2 Initial Board Members. The name and addresses of the initial members of the board of directors are:

Jay Kee Jacobson
2070 E 3/4 Road
Grand Junction, CO 81503

Cherí Jacobson
2070 E 3/4 Road
Grand Junction, CO 81503

Trent Jacobson
2070 E 3/4 Road
Grand Junction, CO 81503

3.3. The initial board of directors shall hold office until the first annual election of directors or for such other period as may be specified in the Bylaws. Thereafter, directors shall be elected in the manner and for the terms provided in the Bylaws. In the absence of a provision in the Bylaws fixing the term of office, the term of office of a director shall be one year.

ARTICLE 5
Bylaws

The initial Bylaws of the corporation shall be adopted by the board of directors. Such Bylaws shall be consistent with the Declaration and with the CCIOA. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be as provided for in the Bylaws.

ARTICLE 6
MEMBERSHIP

The corporation shall have one class of members, all with voting rights. The qualifications and rights of the members shall be set forth in the Bylaws, the CCIOA and the Declaration.

ARTICLE 7
RESTRICTION ON TRANSFER OF MEMBERSHIP

The board of directors may adopt provisions in the Bylaws which will impose reasonable restrictions on the transfer of membership.

ARTICLE 8
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The address of the initial registered office of the corporation and the name of the initial registered agent at that address is Jay Kee Jacobson, 2070 E 3/4 Road, Grand Junction, CO 81503. The principal office of the corporation is 2070 E 3/4 Road, Grand Junction, CO 81503.

ARTICLE 9
INDEMNIFICATION OF BOARD MEMBERS

The corporation shall indemnify its directors to the full extent permitted by Colorado law.

ARTICLE 10
LIMITATION OF LIABILITY

10.1. Breach of Fiduciary Duty. Officers and directors are required to exercise the care required of fiduciaries of members, if such officers and board members are appointed by the incorporator.

10.2. Wanton and Willful Acts. No director and no officer of the corporation shall be liable for actions taken or omissions made in the performance of such duties except for wanton and willful acts or omissions, if such director or officer is not appointed by the incorporator.

10.3. Obligations of Corporation. The directors, officers, employees and members of the corporation shall not, as such, be liable on its obligations.

ARTICLE 11
INCORPORATOR

The name and address of the incorporator is

Kirk Rider
Younge & Hockensmith, P.C.
743 Horizon Court, Suite 200
Grand Junction, CO 81506

ARTICLE 12
INDIVIDUAL CAUSING DOCUMENT TO BE DELIVERED

The name and address of the individual(s) who cause 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:

Kirk Rider
Younge & Hockensmith, P.C.
743 Horizon Court, Suite 200
Grand Junction, CO 81506

Dated: December 17, 2003.