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**ARTICLES OF INCORPORATION OF
FORESIGHT PROFESSIONAL PLAZA CONDOMINIUMS ASSOCIATION, INC.**

In compliance with the requirements of The Colorado Non-Profit Corporation Act, C.R.S. 7-20-101 et. seq., the undersigned, who is a resident of the State of Colorado and who is of full age, has this day voluntarily formed a corporation not-for-profit and does hereby certify:

FIRST: The name of the corporation is Foresight Professional Plaza Condominiums Association, Inc., hereinafter called "Association".

SECOND: The initial registered office of the Association is in Colorado and is located at 798 Jordanna Road, Grand Junction, CO 81506, and the name of the original registered agent at such address is Wylie R. Miller.

THIRD: The Association will have members. Every person or entity who is a record owner of a fee or undivided fee interest in any Condominium Unit in Foresight Professional Plaza Condominiums which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessments by the Association.

FOURTH: The Association does not contemplate pecuniary gain or profit to the members, and the specific purposes for which it is formed are to provide for maintenance, repair, improvement and preservation of the Condominium Units and common elements within the property known as Foresight Professional Plaza Condominiums as described in the Condominium Declaration for Foresight Professional Plaza Condominiums ("Declaration"), and to otherwise promote the health, safety, welfare, and enjoyment of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The Association shall exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the property and recorded or to be recorded in the office of the Clerk and Recorder, Mesa County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

FIFTH: The affairs of this Association shall be managed by a Board of three Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws 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:

Wylie R. Miller

**798 Jordanna Road
Grand Junction, CO 81506**

Paul E. Miller

**688 County Meadow Drive
Grand Junction, CO 81503**

Jess A. Miller

**2717 Eden Court
Grand Junction, CO 81506**

At the first annual meeting, the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter, the members shall elect one director for a term of three years.

SIXTH: Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident of a merger of consolidation, the assets to the Association 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, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

SEVENTH: Amendments. Amendments of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

EIGHTH: Limitation of Liability for Directors: The directors and members of the Association shall have no personal liability for monetary damages for breach of a duty owed to the association, the Board, or the Members to the fullest extent permitted under C.R.S. 7-22-101.

NINTH: The name and address of the incorporator is:

**Wylie R. Miller
798 Jordanna Road
Grand Junction, CO 81506**

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation, this 18th day of July, 2000.

Wylie R. Miller
Wylie R. Miller, Incorporator

STATE OF COLORADO)
)ss:
COUNTY OF MESA)

I hereby certify that on the 17th day of July, 2000, personally appeared before me Wylie R. Miller who, being first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

My Commission expires: 7-15-01

Witness my hand and official seal.

Betsy Harris
Notary Public

