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Articles of Incorporation for a Nonprofit Corporation
filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S.)

1. Entity name:

Prairie Vista Meadows Homeowners Association, Inc.

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "Ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):

- "bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

16550 Prairie Vista View

(Street name and number)

Peyton

(City)

CO 80831

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

4. Principal office mailing address:
(if different from above)

P.O. Box 267

(Street name and number or Post Office Box information)

Peyton

(City)

CO 80831

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

5. Registered agent: (if an individual):

McCónnell

(Last)

Craig

(First)

A.

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

16550 Prairie Vista View

(Street name and number)

Peyton

CO

80831

8. Registered agent mailing address:
(if different from above)

(City) (State) (Postal/Zip Code)
P.O. Box 267
(Street name and number or Post Office Box information)
Peyton CO 80831
(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:

Perpetual
(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual):

McConnell Craig A.
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

16550 Prairie Vista View
(Street name and number or Post Office Box information)

Peyton CO 80831
(City) (State) (Postal/Zip Code)
(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)
(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)

(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: See attached Articles of Incorporation

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:

McConnell Craig A
(Last) (First) (Middle) (Suffix)
16559 Prairie Vista View
(Street name and number or Post Office Box information)
P.O. Box 267
Peyton CO 80831
(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

(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
PRAIRIE VISTA MEADOWS HOMEOWNERS ASSOCIATION, INC.**

The undersigned person acting as Filer, Incorporator and Registered Agent under the Colorado Revised Nonprofit Act, hereby signs and acknowledges the following Articles of Incorporation for the following Corporation:

ARTICLE I

Name

The name of this Corporation shall be PRAIRIE VISTA MEADOWS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

Duration

The term of existence of this Corporation is perpetual.

ARTICLE III

Purposes

The business, objectives and purposes for which the Corporation is formed are as follows:

1. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for Prairie Vista Meadows and any amendment or supplement thereto (hereinafter called the "Declaration" and the definitions and provisions thereof are incorporated herein by this reference as if set forth at length) which has been or will be recorded in the records of the Clerk and Recorder of the County of El Paso, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.
2. To provide an entity for the furtherance of the interests of the Owners, including the Declarant named in the Declaration, of Lots with the objectives of establishing and maintaining Prairie Vista Meadows Subdivision (the "Subdivision") as a project of quality and value; enhancing and protecting its value, desirability and attractiveness; promoting the health, safety and welfare of the residents of said project

and providing for the maintenance, preservation and architectural control of the Lots and any common property of the Corporation.

ARTICLE IV

Powers

In furtherance of its purposes, this Corporation shall have all of the powers conferred upon nonprofit corporations by the statutes and common law of the State of Colorado in effect from time to time, shall have all rights and powers conferred upon owners' associations by the Colorado statutes, as now or hereafter enacted, and shall have 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 which shall include, but shall not be limited to, the following, which shall be subject to the limitations, requirements, restrictions and provisions of the Declaration and the Association's Bylaws:

(a) To fix, levy, collect and enforce payment by any lawful means, all charges, fines, sums and assessments pursuant to the terms of the Declaration, law and statute; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Association or its property;

(b) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

(c) To borrow money and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, convey, sell or transfer all or any part of any common property of the Corporation;

(e) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, and to annex additional residential property and common property as provided in the Declaration;

(f) To manage, control, operate, maintain, repair and improve any common property of the Corporation;

(g) To enforce the covenants, restrictions and conditions contained in the Declaration as provided therein and to have all rights, powers, duties, and interests of the Association under the Declaration;

(h) To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots, including the interest of the Declarant during its marketing of the Subdivision;

(i) 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 purposes of this Corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private, subject to the requirements of the Declaration; and

(j) To adopt, alter and amend or repeal such Bylaws and rules and regulations as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such Bylaws and/or Rules may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration.

ARTICLE V

Membership

1. This Corporation shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration and Bylaws, every person or entity, who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment under the Declaration, including contract sellers, shall be a voting member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. A membership in this Corporation and the share of a Member in the assets of this Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Lot 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 Lot as further security for a loan secured by a lien on such Lot.

3. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains; provided however, that the Bylaws of this Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this Corporation.

4. Members shall have the right to purchase other Lots and to exercise the membership rights appurtenant thereto as provided in the Declaration.

5. This Corporation may suspend the voting rights of a Member for failure to comply with the Declaration, Bylaws or the rules and regulations of the Corporation or with any other obligations of the Owners of a Lot under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Corporation, which default shall also subject them to the remedies set forth in the Declaration or as provided by law or statute. Cumulative voting is prohibited.

6. The Bylaws may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members; provided however, the provisions of these Articles of Incorporation and the Bylaws shall be subject to the covenants, terms and provisions of the Declaration which shall control in the event of any conflict, and the provisions of these Articles of Incorporation shall control over any conflicting provisions in the Bylaws.

ARTICLE VI

Voting Rights

Subject to the Declaration and Bylaws, each Lot shall have one vote as set forth therein, and the affirmative vote (51%) of a majority of Members, present at any meeting in person or by proxy, shall be required for decisions and action by the Corporation, unless otherwise provided herein or in the Association's Declaration or Bylaws. If only one of the multiple Owners of a Lot is present at a meeting of the Corporation, such Owner is entitled to cast the vote allocated to that Lot. Alternatively, if more than one person holds an interest in a Lot, they may appoint one of their co-owners as proxy to cast the vote for that Lot. The vote for such Lot shall be cast as the Owners holding a majority interest in thereof agree, but in no event shall they cast more than one vote for that Lot on any one question. If such Owners of such Lot cannot agree as to the manner in which their vote shall be cast when called upon to vote, then they will be treated as having abstained; during any such period, each Owner shall retain all other rights and obligations of membership in the Corporation.

ARTICLE VII

Board of Directors

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall be appointed by the Declarant and consist of three (3) Directors, and thereafter the specific number shall be set forth as provided in the Bylaws of the Corporation, but shall not exceed seven (7) Directors. Except for Directors appointed by the Declarant, Directors shall be Owners as defined in the Declaration.

2. Directors shall be elected, replaced and removed and vacancies of the Board of Directors shall be filled in the manner and for the terms as provided in the Declaration and Bylaws.

ARTICLE VIII

Officers

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

ARTICLE IX

Dissolution, Merger or Consolidation

The Corporation may be dissolved, merged or consolidated as provided in the Colorado Nonprofit Corporation Act but subject to the Declaration. Upon dissolution of the Corporation other than incident to a merger or consolidation, the assets of the Corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration and Bylaws. In such event, the assets may be granted, conveyed and assigned to any public agency, nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Corporation was created.

ARTICLE X

Initial Registered Office and Agent and Address of Initial Principal Office

The street address of the initial registered office of the Corporation shall be 16550 Prairie Vista View, Peyton, El Paso County, Colorado 80831 and P.O. Box 267, Peyton, Colorado 80831. The initial registered agent shall be Craig A. McConnell whose street address is the same as the initial registered office. The address of the Corporation's initial principal office is the same as the initial registered office.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE XII

Nonprofit Purposes

The Corporation is formed under the Colorado Revised Nonprofit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property within the Subdivision as provided in the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE XIII

Incorporator and Filer

The Incorporator of the Corporation and Filer is Craig A. McConnell, whose street address is 16550 Prairie Vista View, Peyton, El Paso County, Colorado, 80831 and P.O. Box 267, Peyton, Colorado 80831.

ARTICLE XIV

NON-LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation, now or hereinafter serving in any such capacity, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in any such capacity, to the fullest extent set forth in the Bylaws and as allowable by law and statute, including without limitation, the Colorado Revised Nonprofit Corporation Act. The right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage. No Director or Officer shall be personally liable to the Corporation or its members except as otherwise provided by the Colorado Revised Nonprofit Corporation Act.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the laws of the State of Colorado, the undersigned, constituting the Incorporator and Registered Agent of this Corporation and the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, has executed these Articles of Incorporation this 21 day of September, 2004.


Craig A. McConnell