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**Articles of Incorporation for a Nonprofit Corporation**

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is 8th Street Homeowners Association, Inc.  
*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 15710 W. Colfax Ave.  
(Street number and name)  
Ste. 202  
Golden CO 80401  
(City) (State) (ZIP/Postal Code)  
United States  
(Province – if applicable) (Country)

Mailing address  
*(leave blank if same as street address)*  
(Street number and name or Post Office Box information)  
  
(City) (State) (ZIP/Postal Code)  
(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name  
 (if an individual) \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)

**OR**  
 (if an entity) Orten Cavanagh & Holmes, LLC  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 1445 Market Street  
(Street number and name)  
Ste 350  
Denver CO 80202  
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
*(Street number and name or Post Office Box information)*

\_\_\_\_\_  
*(City)*      CO      \_\_\_\_\_  
*(State)*      *(ZIP Code)*

*(The following statement is adopted by marking the box.)*

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

\_\_\_\_\_  
*(Last)*      \_\_\_\_\_  
*(First)*      \_\_\_\_\_  
*(Middle)*      \_\_\_\_\_  
*(Suffix)*

**OR**

(if an entity)

Orten Cavanagh & Holmes, LLC

*(Caution: Do not provide both an individual and an entity name.)*

Mailing address

1445 Market Street

*(Street number and name or Post Office Box information)*

Ste 350

Denver

*(City)*

CO

*(State)*

80202

*(ZIP/Postal Code)*

United States

*(Country)*

*(Province – if applicable)*

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. *(If the following statement applies, adopt the statement by marking the box.)*

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as part of their Lots as provided by the Declaration.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

**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.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Orten	Jerry		
(Last)	(First)	(Middle)	(Suffix)
1445 Market Street			
(Street number and name or Post Office Box information)			
Ste 350			
(City)			
Denver	CO	80202	
(City)	(State)	(ZIP/Postal Code)	
	United States		
(Province – if applicable)	(Country)		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet 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/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**Articles of Incorporation  
For  
8th Street Homeowners Association, Inc.  
(A Colorado Nonprofit Corporation)**

The undersigned signs and acknowledges, for delivery to the Secretary of State of Colorado, these Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

**ARTICLE 1 -- NAME**

The name of the corporation is 8th Street Homeowners Association, Inc. (the "Association").

**ARTICLE 2 -- DURATION**

The duration of the Association is perpetual.

**ARTICLE 3 -- DEFINITIONS**

The definitions set forth in the Declaration of 8th Street Homes (the "Declaration") apply to all capitalized terms set forth in the Declaration, unless otherwise defined in these Articles of Incorporation.

**ARTICLE 4 -- PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Association is 15710 W. Colfax Ave., Ste. 202, Golden, Colorado 80401. The association's initial registered office shall be at the office of its registered agent at 1445 Market Street, Suite 350, Denver, Colorado 80202, and its registered agent at such address is Jerry Orten. The principal office and the registered agent and office of the Association may change from time to time.

**ARTICLE 5 -- NONPROFIT**

The Association is a nonprofit corporation, without shares of stock, and does not contemplate pecuniary gain or profit for the Members of the Association.

**ARTICLE 6 -- MEMBERSHIP RIGHTS AND QUALIFICATIONS**

The Association will have voting Members for each Lot (also known or sometimes known as a Unit) subject to the Declaration.

There is one membership for each Lot owned, which shall be automatically transferred upon the conveyance of the Lot.

The qualifications of Members of the Association, the voting rights, classes of Members and other rights and obligations of Members are contained in the Declaration and Bylaws of the Association.

Membership is automatically transferred upon the conveyance of a Lot.

The Members may be of such classes of membership as established by the Declaration, or in the Declaration as the Declaration, or may be amended or supplemented.

**ARTICLE 7 -- PURPOSES AND POWERS OF THE ASSOCIATION**

The purposes for which this Association is formed are as follows:

- (a) To operate and manage the Planned Community known as "8th Street Homes" for the purposes of enhancing and preserving the value of the Lots and the Common Elements in the Community for the benefit of the Members;
- (b) To be and constitute the Association to which reference is made in the Declaration recorded or to be recorded in the real property records for the Jefferson County, State of Colorado, subject to:
  - 1. The Declaration (as defined and referred to above); and
  - 2. The Bylaws of the Association,
  - 3. Governance policies of the Association,
  - 4. Rules and Regulations and policies and procedures as the Board of Directors of the Association may from time to time adopt
- (c) To provide an entity for the furtherance of the interests of the Owners of property subject to the Declaration;
- (d) To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements of the Community as more specifically provided for in the Declaration;
- (e) To eliminate or limit the personal liability of a Director to the Association or to the Members for monetary damages for breach of fiduciary duty as a Director, as allowed by law;
- (f) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an Association of Owners charged with the administration of the Community and Common Elements under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act"), and as set forth in the Declaration;
- (g) To promote, foster and advance the health, safety and welfare of the Owners and occupants; and
- (h) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that in the opinion of the Board, will promote the common benefit and enjoyment of the members and occupants of the Planned Community, and to have and to exercise any and all powers, rights and privileges which are granted under Colorado law, the Declaration, and Bylaws.

The foregoing statements of purpose are to be construed as a statement of both purposes and powers.

The purposes and powers stated in each clause do not limit or restrict by reference or inference any other clause or as allowed under the Colorado Nonprofit Corporation Act.

Each clause and authority under that act are to be broadly construed as independent purposes and powers.

#### **ARTICLE 8 -- LIABILITY OF DIRECTORS**

No director is to be personally liable to the Association or its Members for monetary damages for any breach of fiduciary duty as a director, except for any of the following:

- (a) Any breach of the director's duty of loyalty to the Association or its Members;

(b) Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; or

(c) Any transaction in which the director received improper personal benefit.

Nothing in these Articles of Incorporation is to be construed to deprive any director of the right to all defenses available under the governing documents for the Community or state law. Nothing is to be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

#### **ARTICLE 9 -- BOARD OF DIRECTORS/EXECUTIVE BOARD**

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors (Executive Board). The initial Executive Board shall consist of three persons. The number of Executive Board Members may be changed, and the qualifications of directors, method of election, term of office, and removal and filling of vacancies shall be as set forth in the Bylaws.

The Declarant of the Community shall have additional rights and qualifications as provided under the Act and the Declaration, including the right to appoint Members of the Executive Board during the period of Declarant control.

#### **ARTICLE 10 -- AMENDMENT**

Amendment of these Articles shall require the assent of at least 51% of the votes in the Association. No amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration or apply to or treat any one owner differently than all owners.

#### **ARTICLE 11 -- DISSOLUTION**

In the event of the dissolution of the Association as a corporation, either voluntary or involuntarily by the Members, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as part of their Lots as provided by the Declaration.

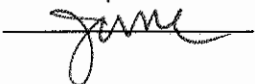
#### **ARTICLE 12 -- INTERPRETATION**

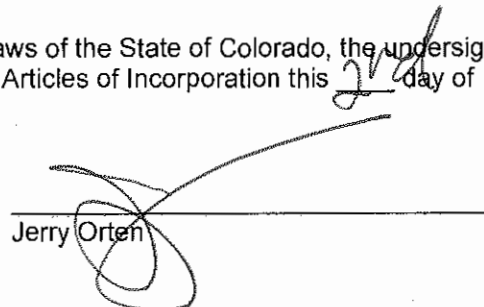
The terms and provisions of the Declaration are incorporated by reference when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation and the Bylaws. In the case of conflict between the provisions of these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

#### **ARTICLE 13 -- INCORPORATOR**

The name and address of the Incorporator of the Association is Jerry Orten of Orten Cavanagh & Holmes, LLC, and its registered agent at such address is Jerry Orten, 1445 Market Street, Suite 350, Denver, Colorado 80202.

For the purposes of forming this corporation under the laws of the State of Colorado, the undersigned, as the incorporator of this Association, has executed these Articles of Incorporation this 2nd day of June, 2015.

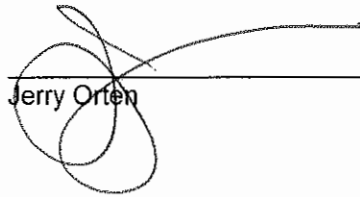


  
\_\_\_\_\_  
Jerry Orten

The name and mailing address of 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 is: Jerry Orten, Orten Cavanagh & Holmes, LLC, 1445 Market Street, Suite 350, Denver, CO 80202.

CONSENT OF REGISTERED AGENT

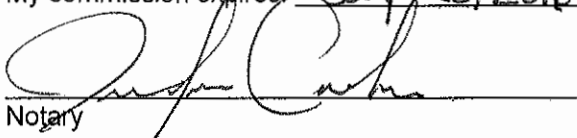
The undersigned hereby consents to the appointment as registered agent for the Association.

  
\_\_\_\_\_  
Jerry Orten

STATE OF COLORADO                    )  
  ) ss.  
CITY AND COUNTY OF DENVER        )

The foregoing was acknowledged before me on this 2nd day of June, 2015.

Witness my hand and official seal.  
My commission expires: July 25, 2016

  
\_\_\_\_\_  
Notary

