

**ARTICLES OF INCORPORATION  
OF  
VILLAGE CENTER ESTATES HOME OWNERS ASSOCIATION, INC**  
a Colorado Non-Profit Corporation

Pursuant to Colorado Revised Statutes § 7-122-1 02, et al, as amended the below named adult natural person, acting as Incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following Articles of Incorporation and causes these Articles of Incorporation to be filed with the Colorado Secretary of State.

ARTICLE I  
Name

The entity name of the nonprofit corporation is: Village Center Estates Home Owners Association, Inc. (the Association).

ARTICLE II  
Initial Office

The address of the initial principal office of the non-profit corporation is 5410 Powers Center Point, Ste. 100, Colorado Springs. Colorado 80920.

ARTICLE III  
Registered Agent and Office

The name and business address of the initial registered agent for service of process on the non-profit corporation in the State of Colorado are Steven J. Barr, 5410 Powers Center Point, Ste. 100, Colorado Springs, CO 80920

ARTICLE IV  
Membership and Voting

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

ARTICLE V  
Distribution of Assets on Dissolution

Upon the dissolution of the Association, the assets of the Association shall be disposed of according to the procedure outlined in the Colorado Revised Nonprofit Corporation Act. After the liabilities of the Association have been discharged or provided for, the Association's remaining assets shall be disposed of exclusively for the purpose of the Association; paid to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes. Any such assets not so disposed of shall be disposed of by the

District Court in and for the county in which the principal office of the Association was last located as the Court shall determine.

#### ARTICLE VI

##### Duration

The Association shall have perpetual existence.

#### ARTICLE VII

##### Purposes

The purposes and objectives for which this Association is formed (none of which shall be for pecuniary profit) are:

(a) To be an owners association for the owners in Village Center Estates Home Owners Association, a residential community in El Paso County, Colorado and to provide a means of self-government for the owners of the property Within said project to advance their common interests with respect to the "Community Area" and the "Association Property", as defined the Declaration of Covenants, Conditions, Restrictions and Easements of Village Center Estates it's Declarations and all amendments thereto, which Declaration will be recorded in the real property records of El Paso County. Colorado.

(b) To provide for the care, management, control, preservation, operation, maintenance, repair, restoration end replacement of the areas required or permitted to be maintained by the Association, In the manner prescribed by the Declaration, and to provide other services with repeat to such areas deemed advantageous by the Owners of Lots In the Community Area or required or authorized under the Declaration.

(c) To promote the safety and well being of the Owners (as such term is defined in the Declaration).

(d) to adopt and enforce rules and regulations as permitted in the Declaration.

(e) To levy and enforce adequate assessments to pay all expenses of the Association.

if) To enforce, in its own name or on behalf of its Members (as defined In the Declaration), the protective covenants, conditions and restrictions sat forth in the Declaration and in rules and regulations of the Association and to seek redress for the violation of any provisions, and any and all remedies available at law or equity or authorized under the Declaration.

(a) To exercise any and all other rights, powers and authority and undertake such actions as may be necessary, convenient or useful in connection with the governing of the Association and the performance of the Association's functions as set forth in the Declaration.

#### ARTICLE VIII

### Additional Powers

In furtherance of the purposes and objectives (but not otherwise) set forth in the Declaration and subject to the restrictions set forth therein, the Association shall have and may exercise all of the powers and do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by the laws of the State of Colorado.

### ARTICLE XI Restrictions Upon the Powers

(a) No part of the net earnings of the Association shall inure to the benefit or be distributable to any member which is not then an exempt organization described in Section 501 (c)(3) of the Code, any director or officer of the Association or any other private individual (except that reasonable payments may be paid for expenses incurred on behalf of the Association affecting one or more of its purposes, including reasonable compensation to a director or officer who is employed by the Association in the capacity of executive director or other staff position), and no member which is not then an exempt organization described in Section 501 (c)(3) of the Code, and no director or officer of the Association, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Association or otherwise. Any and all property, both real and personal, which may be owned by the Association at any time is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Association. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation as defined in Section 501(h) of the Code (or the corresponding provision of any future United States Internal Revenue law). The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) No part of the assets of the Association shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

(c) Notwithstanding any other provisions of the Association's Articles of Incorporation, as amended, the Association shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(a) of the Code.

### ARTICLE IX Board of Directors

The management of the affairs of the Association shall be vested in a Board of Directors. The number of directors, their term of office and manner of their selection and election shall be determined according to the Declaration and the Bylaws of the Association from time to time iii

force. Three (3) directors shall constitute the initial board of directors. Their names and addresses are as follows:

Names: Steven J. Barr, Josh Beggs and Dale Turner  
Address: 5410 Powers Center Point, Ste 100, Colorado Springs, CO 80920

#### ARTICLE XI Bylaws

The initial bylaws of the Association shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to time in force and to adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the Association, which are not inconsistent with the laws of the State of Colorado, the Declaration, or these Articles of incorporation as the same may from time to time be amended.

#### ARTICLE XII Incorporator and Filing Agent

The name and mailing address of the incorporator and individual who caused 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: Steven J Barr, 5410 Powers Center Point, Colorado Springs, CO 80920

#### ARTICLE XIII Indemnification

The Association shall indemnify every director and officer, their respective successors, estate, personal representatives and heirs, against all loss, costs and expenses, including attorneys' fees, reasonably incurred by them concerning any action, suit or proceeding to which they may be made parties because of their being or having been a Director or officer of the Association, except as to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct or otherwise prohibited by the Colorado Revised Nonprofit Corporation Act, as provided from time to time. In case of a settlement (which must be approved by the attorney for the insurers if paid out of insurance funds) indemnification shall be provided only concerning such matters covered by the settlement about which the Association is advised by the Association's attorneys that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duties as such Director or officer in relation to the matter involved. Those rights shall not be exclusive of other rights to which such Director or officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association because of, arising out of, or concerning the foregoing indemnification provisions shall be treated and handled by the Association as common expenses; provided, however, that nothing in this Article XIII shall be deemed to obligate the Association to indemnify any Member(s) or Owner(s) of a Lot, who is or has been a Director or Officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of such person's status as a Member or Owner under the Declaration, Articles and Bylaws.



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ABOVE SPACE FOR OFFICE USE ONLY

**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:

Village Center Estates Home Owners 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, mark the applicable box):*

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

3. Principal office street address:

5410 Powers Center Pt, Ste 100

*(Street name and number)*

Colorado Springs

*(City)*

CO

*(State)*

80920

*(Postal/Zip Code)*

United States

*(Province - if applicable)*

*(Country - if not US)*

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

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

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province - if applicable)*

*(Country - if not US)*

5. Registered agent: (if an individual):

Barr

*(Last)*

Steven

*(First)*

*(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:

5410 Powers Center Pt., Ste 100

*(Street name and number)*

Colorado Springs

*(City)*

CO

*(State)*

80920

*(Postal/Zip Code)*

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

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

**Barr Steven**  
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

**5410 Powers Center Pr., Ste. 100**  
(Street name and number or Post Office Box information)  
**Colorado Springs CO 80920**  
(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:

Barr	Steven		
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
5410 Powers Center Pt., Ste 100			
<i>(Street name and number or Post Office Box information)</i>			
Colorado Springs		CO	80920
<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.