

NONPROFIT

**ARTICLES OF INCORPORATION
OF
BOOTH FARMS
COMMUNITY ASSOCIATION, INC.
(A Nonprofit Corporation)**

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

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SECRETARY OF STATE
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The undersigned incorporator, being a natural person over the age of eighteen (18) years or more, and desiring to form a nonprofit corporation under the laws of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado these Articles of Incorporation.

**ARTICLE I
Name**

The name of the corporation shall be **Booth Farms Community Association, Inc.** ✓

**ARTICLE II
Registered Office and Agent**

The street address of the initial registered office of the corporation is 1812 56th Avenue, Greeley, Colorado 80634. The name of the initial registered agent of the corporation at such address is Michael D. Stewart. Either the registered office or the registered agent may be changed in the manner provided by law. ✓

**ARTICLE III
Principal Office**

The address of the initial principal office of the corporation is 3026 4th Avenue, Greeley, Colorado 80632. ✓

**ARTICLE IV
Voting Members**

The corporation shall have voting members. The qualifications and rights of the members shall be as set forth in the Declaration and Bylaws. ✓

ARTICLE V
Purpose, Activities and Definitions

The corporation is organized exclusively for the purpose of constituting the Association to which reference is made in the **Declaration of Covenants, Conditions and Restrictions for West View at Booth Farms**, and any modifications thereto ("Declaration"), to be recorded in the records of the Clerk and Recorder of Weld County, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association. The corporation will not engage in any regular business ordinarily carried on for profit.

Activities of the corporation shall be to provide an entity for the furtherance of the interests of all the owners, including the Declarant named in the Declaration for **West View at Booth Farms**, with the objective of establishing and maintaining it as a prime project of the highest possible quality and value, and enhancing and protecting its value, desirability and attractiveness.

Terms used in these articles are defined by the Declaration for **West View at Booth Farms**, and any modifications thereto, to be recorded in the records of the Clerk and Recorder of Weld County, Colorado.

In furtherance of the purpose and activity set forth in this Article V, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under and pursuant to the Colorado Revised Nonprofit Corporation Act.

ARTICLE VI
No Private Benefit

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the directors, members, managers, or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VII
Powers

In furtherance of its purposes, the corporation shall have all of the powers conferred upon Colorado corporations not for profit in effect from time to time, including all of the powers necessary or desirable to perform the obligations and duties, and to exercise the rights and powers of the corporation under the Declaration which will include, but shall not be limited to, the following:

1. To make and to collect assessments against members of the Association for the purposes of payment of the common expenses (including the expenses incurred in exercising its powers or performing its functions);
2. To manage, control, operate, maintain, repair, improve and enlarge the common elements;
3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth under the Declaration and Bylaws, and to make and enforce rules as provided therein;
4. To engage in activities which will actively foster, promote and advance the interests of all the owners of Units, including the interests of the Declarant during development of the project and his ownership of any Unit(s);
5. To hire a Project Manager, if one is needed, who shall exercise those duties and powers granted to him by the Executive Board, but not those powers which the Board by law may not delegate.

ARTICLE VIII
Distribution of Assets Upon Dissolution

Upon dissolution of the corporation, the Executive Board shall provide for the distribution of all assets and liabilities of the corporation in the following manner:

1. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor.
2. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
3. Assets received and held by the corporation, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of this corporation, in accordance with a plan of distribution adopted pursuant to the Colorado Revised Nonprofit Corporation Act which is not inconsistent with these Articles of Incorporation.

4. Assets received and held by the corporation not subject to liabilities, conditions or use limitations, as specified in paragraphs 1, 2 and 3 above, shall be distributed to the Owners of Units pro rata according to their ownership interests.
5. Any remaining assets may be distributed to such persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Colorado Revised Nonprofit Corporation Act and which is not inconsistent with these Articles of Incorporation.

ARTICLE IX Executive Board

The number of directors of the corporation shall be fixed by the Bylaws; or, if the Bylaws fail to fix such number, then by resolution adopted by the Executive Board. The initial Executive Board of the corporation shall consist of one director, and the name and address of the persons who shall serve as the Executive Board until the first annual meeting of the members, or until a successor is elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Bret Hall	3026 4 th Avenue, Greeley, CO 80631
Ed Orr	826 9 th Street, Greeley, CO 80631

Thereafter, directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

ARTICLE X Conveyances and Encumbrances

Conveyances or encumbrances of corporate property shall be by an instrument executed by the President or the Vice President and by the Secretary/Treasurer, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE XI Amendments

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Declaration and the Bylaws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XII
Project Manager

The Association may obtain and pay for the services of a person, persons or entity as Project Manager to administer and manage its affairs and be responsible for the operation, maintenance, repair and improvement of the common elements and all of the exterior portions of the improvements and to keep the same in good, attractive and sanitary condition, order and repair.

ARTICLE XIII
Indemnification

1. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, manager, officer, project manager, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, manager, project manager, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

2. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, manager, officer, project manager, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, manager, project manager, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the

performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

3. To the extent that a director, manager, officer, project manager, employee, fiduciary or agent of a corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.
4. Any indemnification under paragraphs 1 or 2 of this Article (unless ordered by a court) and as distinguished from paragraph 3 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, manager, officer, project manager, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 above. Such determination shall be made pursuant to C.R.S. § 7-129-106 as currently enacted or subsequently amended.
5. Expenses, including attorneys fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation to the director, manager, officer, project manager, employee, fiduciary or agent in advance of the final disposition of such action, suit, or proceeding as authorized in paragraphs 3 or 4 of this Article pursuant to C.R.S. § 7-129-104 as currently enacted or subsequently amended.
6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested managers, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, manager, officer, project manager, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.
7. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, manager, officer, project manager, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, manager, officer, project manager, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article.

ARTICLE XIV
Personal Liability of Executive Board

The personal liability of a director to the corporation or its members for monetary damages for breach of fiduciary duty is eliminated; except that this shall not eliminate or limit the liability of a director to the corporation or its members for monetary damages for (a) any breach of the director's duty of loyalty to the corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (c) acts specified in C.R.S. § 7-128-403 or C.R.S. § 7-128-501; or (d) any transaction from which the director derived an improper personal benefit.

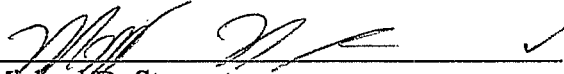
ARTICLE XV
Nonprofit

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

ARTICLE XVI
Incorporator


The name and address of the incorporator is Michael D. Stewart, 1812 56th Avenue, Greeley Colorado 80634.

IN WITNESS WHEREOF, the above named incorporator signed these Articles of Incorporation on January 15, 2002.



Michael D. Stewart

THE UNDERSIGNED consents to the appointment as the initial registered agent of this corporation.



Michael D. Stewart

