



Colorado Secretary of State  
 Date and Time: 12/16/2014 03:36 PM  
 ID Number: 20141760294  
 Document number: 20141760294  
 Amount Paid: \$50.00

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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 Mountain Shadows Firestone 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 7251 W 20 St  
(Street number and name)  
L200  
Greeley CO 80634  
(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) Larry S. Buckendorf  
(Last) (First) (Middle) (Suffix)

OR  
 (if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 7251 W 20 St  
(Street number and name)  
L200  
Greeley CO 80634  
(City) (State) (ZIP Code)

**Mailing address**

(leave blank if same as street address)

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

\_\_\_\_\_

\_\_\_\_\_ CO \_\_\_\_\_

(City) (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)

Buckendorf      Larry      S

(Last) (First) (Middle) (Suffix)

**OR**

(if an entity)

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

Mailing address

7251 W 20 St

(Street number and name or Post Office Box information)

L200

Greeley      CO      80634

(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.)

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:**

See Attachment



ELECTRONICALLY FILED:  
Colorado Secretary of State  
Corporations Office  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 894-2200

**ARTICLES OF INCORPORATION**  
**of**  
**MOUNTAIN SHADOWS FIRESTONE HOMEOWNERS ASSOCIATION, INC.**  
**(a Nonprofit Corporation)**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, C.R.S. §7-121-101 *et seq.*, the undersigned corporation submits and adopts the following Articles of Incorporation:

**ARTICLE 1—Name**

The name of this corporation is MOUNTAIN SHADOWS FIRESTONE HOMEOWNERS ASSOCIATION, INC. (“Association”).

**ARTICLE 2—Terms**

All capitalized terms shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for Mountain Shadows, Filing No. 2, with the Weld County, Colorado Clerk and Recorder’s Office, as may be amended from time to time, (the “Declaration”), and, to the extent applicable, the Colorado Common Interest Ownership Act, C.R.S. §38-33.3-101 *et seq.*, as amended (the “Act”). The Common Interest Community operated by the Association is a limited expense planned community pursuant to C.R.S. §38-33.3-116.

**ARTICLE 3—Duration**

The duration of the Association shall be perpetual.

**ARTICLE 4—Nonprofit**

The Association shall be a nonprofit corporation, without shares of stock. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

**ARTICLE 5—Purposes and Powers of the Association**

(A) To operate the Common Interest Community known as “Mountain Shadows Firestone Homeowners Association” located in the Town of Firestone, County of Weld, State of Colorado, in accordance with the requirements for an association of Lot Owners charged with the administration of certain real and personal property, including, without limiting the generality of the foregoing statement, the performance of the acts and services as a nonprofit corporation organized pursuant to the Colorado Revised Nonprofit Corporation Act:

13

(i) The acquisition, construction, management, supervision, care, operation, maintenance, renewal and protection of all real and personal property and facilities, installations and appurtenances thereto within the Common Interest Community and, insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors ("Executive Board"), will promote the common benefit and enjoyment of the residents of the Common Interest Community, and to preserve and enhance the value of such properties of the members.

(ii) The enforcement of any and all covenants, restrictions and agreements applicable to the Common Interest Community, including but not limited to those set forth in the Declaration.

(iii) The preparation of estimates and budgets of the costs and expenses of rendering these services and the performance, or contracting or entering into agreements for the performance, as provided for in or contemplated by this subparagraph (iii); the apportionment of these estimated costs and expenses among the Owners; and the collection of these costs and expenses from the Owners obligated to assume or bear the same; and the borrowing of money for the Association's purposes, pledging as security the income due from Owners and from others, the property of the Association and the Common Elements of the Common Interest Community.

(iv) The promulgation and enforcement of any and all covenants, restrictions, rules and regulations and agreements applicable to the Common Interest Community.

(B) To perform or cause to be performed all other and additional services and acts as are usually performed by managers or managing agents of real estate developments, including, without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.

(C) To engage or retain a manager or managing agent, legal counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities described in these Articles of Incorporation.

(D) To do and perform, or cause to be performed, all other necessary acts and services suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and to acquire, sell, mortgage, lease or encumber any real or personal property for these purposes.

(E) To promote the health, safety, welfare and common benefit of the residents of the Common Interest Community and to act as attorney-in-fact for all Owners as more particularly provided in the Declaration and Colorado law.

(F) To do any and all permitted acts, and to have and to exercise any and all powers, rights and privileges which are granted to a Common Interest Community under the applicable provisions of the Act, the Declaration, the Bylaws of the Association, and the State of Colorado.

(G) To suspend voting and membership rights for violation of provisions of the Declaration or other Governing Documents upon written notice to the Owner which notice and procedure is acknowledged by all Owners to be fair and reasonable. The suspension of voting rights allowed herein for a violation of the Association's Rules and Regulations shall not exceed sixty (60) days for any one occurrence.

13

(H) To eliminate or limit liability of members of the Executive Board, committees and officers to the greatest extent allowed by applicable Colorado law, and as more particularly provided in the Bylaws of the Association.

(I) To do any and all permitted acts, and to have and to exercise any and all powers, rights and privileges which are granted to a nonprofit corporation organized pursuant to the Colorado Revised Nonprofit Corporation Act, as the same may be amended from time to time.

The foregoing statements of purpose shall be construed as statements of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

#### **ARTICLE 6—Membership Rights and Qualifications**

Any person who holds title to a Lot in the Common Interest Community shall be a member of the Association. There shall be one membership for each Lot owned within the Common Interest Community, which membership shall be automatically transferred upon the conveyance of that Lot. The Association shall have voting members. The vote to which each membership is entitled is the number of votes assigned to the Lot in the Declaration and shall be cast in accordance with the Bylaws of the Association.

#### **ARTICLE 7—Principal Place of Business**

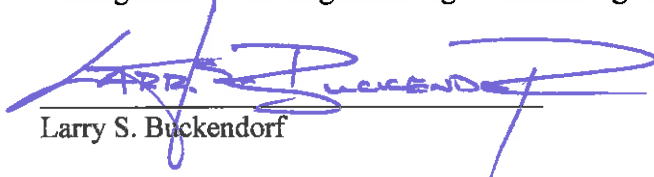
The Executive Board shall designate the principal place of business of the Association from time to time. The initial principal place of business shall be 7251 West 20<sup>th</sup> Street #L-200, Greeley, Colorado 80634.

#### **ARTICLE 8—Agent for Service**

The registered agent of the Association shall be Larry S. Buckendorf at the registered address of 7251 West 20<sup>th</sup> Street #L-200, Greeley, Colorado 80634.

#### **ARTICLE 9—Signature of Registered Agent**

The signature of the Registered Agent consenting to such appointment is as follows:

  
Larry S. Buckendorf

**ARTICLE 10—Executive Board**

The initial Executive Board shall consist of three (3) persons. This number may be changed by a duly adopted amendment to the Bylaws to any odd number, except that in no event may the number of members of the Executive Board be less than three (3). The names and addresses of the persons who shall serve as members of the Executive Board until their successors shall be elected and qualified are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Morgan Kidder	7251 W. 20 <sup>th</sup> Street #L-200, Greeley, CO 80634
Larry S. Buckendorf	7251 W. 20 <sup>th</sup> Street #L-200, Greeley, CO 80634
Laira Ziegler	7251 W. 20 <sup>th</sup> Street #L-200, Greeley, CO 80634

The Declarant of the Common Interest Community shall have additional rights and qualifications as provided under the Declaration, including the right to appoint members of the Executive Board during the Period of Declarant control.

**ARTICLE 11—Amendment**

Amendment of these Articles shall require the assent of the Executive Board and sixty-seven percent (67%) of the voting interests in attendance in person or by proxy, or by written ballot, cast at a meeting of the members at which a quorum is present.

**ARTICLE 12—Dissolution**

In the event of dissolution of this Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, other than incident to a merger or consolidation, the assets of 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 acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE 13—Incorporator**

The name and address of the incorporator is as follows:

Larry S. Buckendorf	7251 W. 20 <sup>th</sup> Street #L-200, Greeley, CO 80634
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*LB*

