

FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
RIVERWALK AT MILL VILLAGE HOMEOWNERS ASSOCIATION**

I, the undersigned, being a natural person of the age of nineteen (19) years or more, acting as the incorporator of a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I  
NAME**

20001225770 M  
\$ 100.00  
SECRETARY OF STATE  
11-20-2000 12:30:09

The name of the corporation is Riverwalk at Mill Village Homeowners Association (the "Association").

**ARTICLE II  
DURATION**

The Association shall have perpetual existence.

**ARTICLE III  
INITIAL PRINCIPAL OFFICE**

The initial principal office of the Association shall be 655 Fourth Avenue, Longmont, Colorado 80501.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The name of the Association's initial registered agent and the street address of the initial registered office of the Association shall be Kip Farnsworth, 655 Fourth Avenue, Longmont, Colorado 80501, whose written consent to appointment is provided below.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator is:

Kip Farnsworth  
655 Fourth Avenue  
Longmont, Colorado 80501

COMPUTER UPDATE COMPLETE  
MJ

**ARTICLE VI**  
**PURPOSES AND POWERS**

The Association shall have the following powers:

- (a) To operate the Common Interest Community known as Riverwalk at Mill Village, located in the City of Longmont, County of Boulder, State of Colorado (the "Community"), in accordance with the Colorado Common Interest Ownership Act, as amended (the "Act"), and the Common Interest Community Declaration of Riverwalk at Mill Village, a Planned Community recorded in the real estate records in the office of the Clerk and Recorder of Boulder County, Colorado (the "Declaration")
- (b) To promote the health, safety, welfare and common benefit of the members of the Community.
- (c) To retain counsel, auditors, accountants, appraisers, and other persons or services that may be necessary for or incidental to any of the activities described in this document.
- (d) To do and perform, or cause to be performed, all other necessary duties 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 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 Unit Owner's Association under the Act, the Declaration, the Bylaws, Rules and regulations and other governing documents of the Community and the Association and the laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose shall be construed as statements of both purpose 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 purpose of the Association.

**ARTICLE VII**  
**MEMBERS AND VOTING**

The authorized number and qualifications of members of the Association, the different classes of membership, if any, voting and other rights and privileges of members, members' liability for dues and assessments and the method of collection of dues and assessments shall be set forth in the Bylaws and the Declaration. The rights, priorities, obligations and voting limitations of members shall be as prescribed by the Bylaws, but no more restrictive than permitted by the Act. Cumulative voting of members in the election of directors shall not be allowed.

**ARTICLE VIII  
EXECUTIVE BOARD**

The general management of the affairs of the Association shall be exercised by a Board of Directors as provided in the Bylaws. The Board of Directors is otherwise known in the Act and the Declaration as the Executive Board. The initial Executive Board shall consist of three (3) directors designated by the Declarant of the Association ("Declarant"), none of whom need be owners except as provided in Article X of this document. The name and address of the initial directors are:

Kip Farnsworth – 655 4th Avenue, Longmont, CO 80501  
Ben Thomas – 855 Tenacity, Longmont, CO 80501  
Criag Bundy – 1539 Pearl Street Suite 240, Boulder, CO 80302

A change in the number of directors may be made by amendment to the Bylaws of the Association. The liability of a director to the Association or to its members shall be eliminated to the fullest extent permitted by the laws of the State of Colorado.

**ARTICLE IX  
BYLAWS**

The initial Bylaws of the Association shall be adopted by the Executive Board. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with the law or these Articles of Incorporation, as the same may from time to time be amended.

**ARTICLE X  
NOT FOR PROFIT**

The Association shall be a nonprofit corporation, without shares of stock. No portion of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers or other private persons 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 member, director or officer who is employed by the Association in the capacity of director or other staff position; and no member, 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, except as permitted by the Internal Revenue Code (or the corresponding provisions of any future United States Revenue law). 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 charitable and social welfare purposes of this organization. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under

