

**ARTICLES OF INCORPORATION**  
**OF**  
**CASTLE RIDGE HOMEOWNERS ASSOCIATION**  
**(a Colorado Nonprofit Corporation)**

The undersigned hereby signs and acknowledges, for delivery to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act.

ARTICLE I  
NAME

The name of the corporation is **CASTLE RIDGE HOMEOWNERS ASSOCIATION**.

ARTICLE II  
DURATION

The period of its duration shall be perpetual.

ARTICLE III  
DEFINITIONS

The definitions set forth in the Declaration of Protective Covenants, Conditions and Restrictions for Castle Ridge PUD shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

ARTICLE IV  
NONPROFIT

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE V  
PURPOSES AND POWERS OF ASSOCIATION

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

- a. To operate and manage the Common Interest Community known as "Castle Ridge PUD" situated in the Town of New Castle, Garfield County, State of Colorado, subject to the Declaration, Bylaws and such Rules and Regulations as the Board of Directors may from time to time adopt, for the purposes of enhancing and preserving the value of the PUD and the Common Interest Community for the benefit of the Members;

b. 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;

c. 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 Common Interest Community under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act"), and as set forth in 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 owned by the Members and the Association and to act for and on behalf of the Common Interest Community including, without limitation, representing the Association before any city council or other governmental body having jurisdiction over the Association or services provided to the Association; and

e. 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 occupants, residents and Owners of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Declaration, the Bylaws and the laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose shall be construed as a statement 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 VI MEMBERSHIP RIGHTS AND QUALIFICATIONS

The Association will have voting Members. Any person who holds title to a Lot or Unit in the Common Interest Community shall be a "Member" of the Association. There shall be one (1) membership for each Lot or Unit owned within the Common Interest Community. This membership shall be automatically transferred upon the conveyance of that Lot or Unit. The authorized number and qualifications of Members of the Association, the 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 as set forth in the Declaration and in the Bylaws of the Association.

ARTICLE VII  
PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 734 Main Street, Carbondale, Colorado 81623. The current registered agent of the Association is Richard Teague at the registered address of 734 Main Street, Carbondale, Colorado 81623. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Directors.

ARTICLE VIII  
EXECUTIVE BOARD/BOARD OF DIRECTORS

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 (3) persons, and this number may be changed by a duly adopted amendment to the Bylaws.

The Declaration 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 IX  
AMENDMENT

Except as otherwise provided in the Declaration, amendment of these Articles shall require the assent of sixty-seven percent (67%) of the total number of votes of the Members of the Association entitled to be cast voting in person or by proxy at a meeting at which a quorum of the Members is present, or voting by mail.

ARTICLE X  
DISSOLUTION

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members hereof, 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, in proportion to their allocated interests, unless otherwise agreed or provided by law.

ARTICLE XI  
INTERPRETATION

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to 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.

ARTICLE XII  
INCORPORATOR

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Lawrence R. Green	818 Colorado Avenue Glenwood Springs, CO 81601

ARTICLE XVI  
FILER OF ARTICLES

The name and 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:

Lawrence R. Green  
Balcomb & Green, P.C.  
P.O. Drawer 790  
Glenwood Springs, CO 81602.

Dated this 6<sup>th</sup> day of July, 2006.

O:\WP-DOCS\Larry Green\Leonard, Rock\Articles of Incorporation of Castle Ridge Homeowners Association 7-5-06.wpd