

ARTICLES OF INCORPORATION
FOR
WAPITI COMMONS HOMEOWNERS ASSOCIATION, INC.
(A 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 1.

NAME

The name of this corporation is Wapiti Commons Homeowners Association, Inc. (the "**Association**").

ARTICLE 2.

DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.

DEFINITIONS

The definitions set forth in the Declaration for Wapiti Commons, a Planned Community created by Habitat RFV, shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

ARTICLE 4.

NONPROFIT

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

ARTICLE 5.

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 “Wapiti Commons” and to operate and manage the Property and Common Elements included within the Community, situated in 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 Units and the Common Elements in the Community for the benefit of the Members;
- (b) 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 Property and Common Elements under the terms of the Colorado Common Interest Ownership Act, as amended (the “Act”), and as set forth in the Declaration;
- (c) 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 this Association and to act for and on behalf of the Property and Common Elements, including, without limitation, representing the Association before any city council or other governmental body having jurisdiction over the Association or services proved to the Association; and
- (d) 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 Owners and residents of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Declaration, 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 6.

ELIMINATION OF CERTAIN LIABILITIES OF DIRECTORS

There shall be no liability, either direct or indirect, of any Director acting within the scope of his or her duties as a Director, or any other person serving the Association at the direction of the Board of Directors, without compensation, to the Association or to its Members for monetary damages for breaches of fiduciary duties arising out of such services.

Notwithstanding the foregoing, this provision shall not eliminate the liability of a Director to the Association or its Members for any breach, act, omission, or transaction for which the Act or the Colorado Revised Nonprofit Corporation Act expressly prohibits elimination of liability.

ARTICLE 7.

MEMBERSHIP RIGHTS AND QUALIFICATIONS

The Association will have voting Members as Units are created and made subject to the Declaration. Any person who holds title to a Unit in the Community shall be a “Member” of the Association. There shall be one membership for each Unit owned within the Community. This membership shall be automatically transferred upon the conveyance of that 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 Bylaws of the Association.

The Members may be of such classes of membership as established by the Declaration or in the Declaration, as the Declaration may be amended or supplemented.

ARTICLE 8.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 53 Calaway Court, Glenwood Springs, CO 81601. The current registered agent of the Association is David J. Myler of The Myler Law Firm, P.C., at the registered address of 211 Midland Avenue, Suite 201, Basalt, CO 81621. 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 9.

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

The Declarant 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 10.

AMENDMENT

Amendment of these Articles shall require the assent of at least 2/3 of the votes which Members of the Association present, in person or by proxy, at a meeting of the Members at which a quorum is obtained, are entitled to cast; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the

Declaration. Further, an amendment may also be made pursuant to the assent of at least two-thirds of a quorum of the Members voting by mail.

ARTICLE 11.

DISSOLUTION

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

ARTICLE 12.

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 13.

INCORPORATOR

The name and address of the incorporator is as follows: David J. Myler, The Myler Law Firm, P.C., 211 Midland Avenue, Suite 201, Basalt, CO 81621.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this _____ day of _____, 2023.

David J. Myler

The name and mailing 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: David J. Myler, The Myler Law Firm, P.C., 211 Midland Avenue, Suite 201 Basalt, CO 81621.

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to the appointment as registered agent for the Association.

THE MYLER LAW FIRM, P.C.

David J. Myler, Authorized Agent

STATE OF COLORADO)

)ss:

COUNTY OF _____)

The foregoing was acknowledged before me this _____ day of _____, 2023.

Witness my hand and official seal.

My commission expires: _____

Notary Public