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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

SILVER MOUNTAIN HOMEOWNERS' ASSOCIATION, INC.

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

1950 Highway 6 & 50

(Street name and number)

Fruita

(City)

CO

(State)

81521

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Wilmarth

(Last)

Rebekah

(First)

A.

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

1950 Highway 6 & 50

(Street name and number)

Fruita

(City)

CO

(State)

81521

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Wilmarth **Rebekah** **A.**

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

OR (if a business organization)

1950 Highway 6 & 50

(Street name and number or Post Office Box information)

Fruita **CO** **81521**

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

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

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

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

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Palo	Bryce	Esq.
(Last)	(First)	(Middle) (Suffix)
P.O. Box 1902		
(Street name and number or Post Office Box information)		
Grand Junction	CO	81502
(City)	(State)	(Postal/Zip Code)
	United States	
(Province – if applicable)	(Country – if not US)	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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SILVER MOUNTAIN HOMEOWNERS' ASSOCIATION, INC.

ATTACHMENT TO ARTICLES OF INCORPORATION

A. PURPOSE:

The purpose or purposes for which the corporation is organized shall be to provide for the social welfare of its members and guests; to control the architecture of the members' lots; to manage, maintain, repair and preserve any and all common areas and improvements within the certain tract of property described as Silver Mountain Subdivision, Mesa County, Colorado, all as required or permitted by the Declaration of Covenants, Conditions and Restrictions for Silver Mountain Subdivision, and the Bylaws of the corporation; and to promote a quality standard of living for the members residing within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the corporation.

B. POWERS:

In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon non profit corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes and as otherwise set forth in the Declaration of Covenants, Conditions and Restrictions applicable to the property and recorded or to be recorded in the records of Mesa County, Colorado, as the same may be amended from time to time as therein provided, and as permitted by the Colorado Common Interest Ownership Act including, without limitation, those powers set forth at C.R.S. 38-33.3-302.

C. MEMBERSHIP:

The corporation will have voting members. The conditions of membership in the corporation, voting rights of members, and the rights and obligations of its members shall be as provided in the Declaration of Covenants, Conditions and Restrictions for Silver Mountain Subdivision, the Bylaws of the corporation, and the Colorado Common Interest Ownership Act.

D. INITIAL DIRECTORS:

The numbers of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
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Mansel L. Zeck	1950 Highway 6 & 50 Fruita, CO 81521
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Rebekah A. Wilmarth	1950 Highway 6 & 50 Fruita, CO 81521
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Billie Nix	1950 Highway 6 & 50 Fruita, CO 81521
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E. DESCRIPTION OF DISTRIBUTION OF ASSETS UPON DISSOLUTION:

In the event of dissolution of the corporation, other than incident to merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event such dedication is not accepted in whole or in part, the assets that are not accepted shall be granted, conveyed and assigned to one or more domestic or foreign corporations, societies or organizations engaged in activities similar to those of the corporation or shall otherwise be distributed pursuant to a plan of distribution adopted as provided by the laws of Colorado and as allowed by Section 401(c) of the Internal Revenue Code.

F. ADDITIONAL INFORMATION:

Directors of the corporation shall not be liable to the corporation or its members for

monetary damages for breach of fiduciary duty as a director; except that the liability of a director to the corporation or its members for monetary damages shall not be eliminated or limited for: any breach of the director's duty of loyalty to the nonprofit corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in C.R.S. 7-128-403 or 7-128-501(2); or any transaction from which the director directly or indirectly derived an improper personal benefit.