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ARTICLES OF INCORPORATION OF  
THE BLUFFS WEST ESTATES PROPERTY OWNERS ASSOCIATION, INC.

STATE OF COLORADO  
DEPT. OF STATE  
321052

The undersigned hereby establish a non-profit corporation pursuant to the provisions of Articles 20 through 29, Title 7, inclusive, Colorado Revised Statutes, (1973) as amended, and adopt the following:

ARTICLE I  
NAME

The name of the corporation shall be The Bluffs West Estates Property Owners Association, Inc.

ARTICLE II  
DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III  
PURPOSES

The business, objects and purposes for which the corporation is formed are as follows:

1. To be and constitute an entity for the furtherance of the interests of the owners of property in The Bluffs West Estates, a subdivision in Mesa County, Colorado as appears from the recorded plat thereof, with the objective of establishing and maintaining The Bluffs West Estates as a prime residential area of high quality and value and enhancing and protecting such area's value, desirability and attractiveness.

2. To acquire and supply its members with water for irrigation purposes; to purchase or construct, operate and maintain ditches, reservoirs, pipelines, pumping systems and other distribution systems for irrigation water for the benefit and use of members owning lots in The Bluffs West Estates subdivision in Mesa County, Colorado.

3. To own, improve and maintain the Common Area as the same is described in the Declaration of Covenants, Conditions and Restrictions for The Bluffs West Estates (hereinafter "Declaration") to be recorded in the official records of the Clerk and Recorder of Mesa County, Colorado, as the same may be amended from time to time, for the common use, enjoyment and recreation of all owners of lots in The Bluffs West Estates.

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**ARTICLE IV**  
**POWERS**

In furtherance of its purposes, but not otherwise, the corporation shall have all of the powers conferred upon non-profit corporations by the statutes and common law of the State of Colorado in effect from time to time including but not limited to the following:

1. To make and collect assessments against members of the association for the purposes of defraying the costs, expenses (including the expenses incurred in exercising its powers or of performing its functions) and any losses of the corporation.
2. To enforce covenants, conditions or restrictions under the Declaration.
3. To engage in activities which will actively foster, promote and advance the interests of the owners of the property within The Bluffs West Estates.

**ARTICLE V**  
**MEMBERSHIPS**

1. This corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each subdivision lot owner within The Bluffs West Estates.
2. Each membership shall have one vote on all matters in which members are entitled to vote.
3. A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of title to property within the subdivision; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on property of an owner as further security for a loan secured by a lien on such property.
4. A transfer of membership shall occur automatically upon the transfer of title to the property to which the membership pertains; provided, however, that the By-Laws of the

corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

5. The corporation may suspend the voting rights of a member for failure to comply with the rules or regulations of the corporation or with any other obligations of the owner of any property under the Declaration.

6. The By-Laws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

1. The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of not less than three nor more than seven members, the specific number to be set forth from time to time in the By-Laws of the corporation. In the absence of any provision in the By-Laws, the Board shall consist of four members. Members of the Board of Directors need not be members of the corporation or residents of the State of Colorado.

2. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Thereafter, until January 1, 1987, or such time as The Bluffs West, Inc. owns less than ten (10) per cent of the property plotted into lots for residential purposes in The Bluffs West Estates, The Bluffs West, Inc. shall be entitled to elect a majority of the members of the Board of Directors, unless The Bluffs West, Inc., prior to such time, records a declaration waiving its rights hereunder. Thereafter, cumulative voting shall be required.

3. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner to be provided by the By-Laws.

4. The Board of Directors may, by resolution, create an Executive Committee of the Board. The number of members of the Executive Committee and the persons who shall be members

thereof shall be determined by the Board of Directors, consistent with applicable law. Unless limited by resolution of the Board or by applicable law, the Executive Committee shall have all of the powers of the Board to arrange and direct all of the business affairs of the corporation and, whenever action is required to be taken or may be taken by the Board, such action may be taken by the Executive Committee and shall be deemed to have been taken by the Board of Directors.

5. The names and addresses of the members of the first Board of Directors who shall serve until the first election of directors and until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Joe Willoughby	503 Riverview Drive Grand Junction, Colorado 81501
Peter H. Peters	512 Riverview Drive Grand Junction, Colorado 81501
Robert O. Engelke	106 Columbine Court Grand Junction, Colorado 81501

Any vacancies in the Board of Directors accruing before the first election of directors shall be filled by the remaining directors.

#### ARTICLE VII OFFICERS

The Board of Directors may appoint a president, one or more vice presidents, a secretary, a treasurer and such other officers as the Board believes will be in the best interest of the corporation. The officers shall have such duties as may be prescribed in the bylaws of the corporation and shall serve at the pleasure of the Board of Directors.

#### ARTICLE VIII CONVEYANCES AND ENCUMBRANCES

Corporate property may be conveyed or encumbered by authority of the Board of Directors or the Executive Committee

of the Board of such other person or persons to whom such authority may be delegated by resolution of the Board or the Executive Committee of the Board. Conveyances or encumbrances shall be by an instrument executed by a president or a vice president and by a secretary or an assistant secretary, or executed by such other person or persons to whom such authority may be delegated by the Board or Executive Committee of the Board.

ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 650 Main Street, Grand Junction, Colorado 81501. The initial registered agent at such office shall be Robert O. Engelke.

ARTICLE X  
INCORPORATION

The incorporator of this corporation and his address is as follows:

Robert O. Engelke

650 Main Street  
Grand Junction, Colorado 81501

ARTICLE XI  
AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth by Colorado statute; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

EXECUTED this 10<sup>th</sup> day of June, 1977.

  
Robert O. Engelke

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STATE OF COLORADO )  
                          ) ss.  
COUNTY OF MESA     )

The foregoing instrument was acknowledged before me  
this ~~10<sup>th</sup>~~ day of ~~June~~, 1977 by Robert O. Engelke.

Witness my hand and official seal.

My commission expires: *August 28, 1977*

*Marilyn C. Mitchell*  
Notary Public

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