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NOT FOR RECORD

ARTICLES OF INCORPORATION
OF

HERITAGE MEADOWS HOMEOWNERS ASSOCIATION, INC.

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The undersigned hereby establish a non-profit corporation pursuant to the provisions of Articles 20 through 29, Title 17, Colorado Revised Statutes (1973), as amended, and adopt the following:

ARTICLE I
NAME

The name of the corporation shall be HERITAGE MEADOWS HOMEOWNERS 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 Heritage Meadows Subdivision, a subdivision in Mesa County, Colorado as appears from the recorded plat thereof, with the objective of establishing and maintaining the Heritage Meadows Subdivision 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 Heritage Meadows Subdivision in Mesa County, Colorado.

3. To install and maintain a walkway and park upon certain land dedicated to the City of Fruita at the time of subdivision of Heritage Meadows Subdivision, provided the City of Fruita consents and approves thereof.

ARTICLE IV
POWERS

In furtherance of its purposes, but not otherwise, the

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corporation shall have all 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 purpose 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 the covenants, conditions and restrictions under the Declaration of Restrictive Covenants, as the same have been amended from time to time, with respect to Heritage Meadows Subdivision, Filing No. One and Filing No. Two, as such restrictive covenants appear in the records of the Mesa County Clerk and Recorder's records (hereinafter referred to as the "Declaration")

3. To engage in activities which will actively foster, promote and advance the interests of the owners of the property within the Heritage Meadows Subdivision.

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 Heritage Meadows Subdivision, including all subsequent filings annexed thereto.

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 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 owners 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 five 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 three 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. Cumulative voting shall be required.

3. Directors may be removed and vacancies of 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>
Kenneth Tompkins	219 East Aspen Fruita, Colorado 81521

