

NONPROFIT

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ARTICLES OF INCORPORATION
OF THE
INDIAN VILLAGE IRRIGATION COMPANY AND
HOMEOWNERS' ASSOCIATION, INC.
(A NONPROFIT CORPORATION)

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

ARTICLE I
NAME

The name of this corporation is THE INDIAN VILLAGE IRRIGATION COMPANY AND HOMEOWNERS' ASSOCIATION, INC. ("Association").

ARTICLE II
DURATION

The duration of the Association shall be perpetual.

ARTICLE III
PURPOSES AND POWERS OF ASSOCIATION

3.1 The Association shall operate the Common Interest Community known as INDIAN VILLAGE IRRIGATION COMPANY AND HOMEOWNERS' ASSOCIATION, INC., located in the municipality of Grand Junction, County of Mesa, Colorado, in accordance with the Colorado Common Interest Ownership Act of the Colorado Revised Statutes, as amended, and the Colorado Nonprofit Corporation Act, as amended.

3.2 The Association shall promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.

3.3 The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights, and privileges which are granted to a Common Interest Community Association under the laws of the State of Colorado and the Declaration, Bylaws, Rules and Regulations, and other governing documents of the Association.

3.4 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.

**ARTICLE IV
NONPROFIT**

The Association shall be a nonprofit corporation, with shares of stock issued in the Indian Village Irrigation Company.

**ARTICLE V
MEMBERSHIP RIGHTS AND QUALIFICATIONS**

5.1 The Classes, rights, and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Lot, hereinafter referred to as a "Unit", in the Common Interest Community shall be a member of the Association. There shall be one membership for each Unit owned within the Common Interest Community. This membership shall be automatically transferred upon the conveyance of that Unit. Voting shall be one vote per unit, and the vote to which each membership is entitled is the vote assigned to its Unit in the Declaration of the Common Interest Community. If a Unit is owned by more than one person, those persons shall agree among themselves how a vote for that Unit's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Unit objects at the time the vote is cast, in which case such membership's vote shall not be counted.

5.2 The members shall be of one class, Unit Owners who own lots in the Subdivision. These Unit Owners shall elect all members of the Board of Directors.

5.3 A share of stock in the corporation represents a pro rata ownership of the irrigation distribution system of the corporation. All of said shares shall thereafter be assessable in accordance with C.R.S. §38-33.3.315.

5.4 The Association shall have a statutory lien on a Unit for any assessment levied against that Unit or fines imposed against its Unit owners. The amount of the lien shall include fees, charges, late charges, attorney's fees, fines and interest charged as set forth in C.R.S. §38-33.3-316. The amount of the lien shall include all those items set forth in this Section from the time such items become due and collection of said lien shall be in accordance with C.R.S. §38-33.3-316.

**ARTICLE VI
REGISTERED AGENT FOR SERVICE AND ADDRESS**

The initial registered agent of the Association shall be Ronald W. Gibbs, Younge & Hockensmith, P.C., at the registered

address of 200 Grand Avenue, Suite 500, Grand Junction, Mesa County, Colorado, 81501.

**ARTICLE VII
EXECUTIVE BOARD**

The initial Executive Board shall consist of six persons, and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of Directors be less than three. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

Leonard Harvey
616 E. Indian Creek Dr.
Grand Junction, CO 81506

J. T. Krizman
606 Arapahoe Way
Grand Junction, CO 81506

Robert Wilson
615 1/2 Arapahoe Way
Grand Junction, CO 81506

John Princell
617 Arapahoe Dr.
Grand Junction, CO 81506

Cindy McDaniel
605 Arapahoe Dr.
Grand Junction, CO 81506

Ken Chase
608 W. Indian Creek Dr.
Grand Junction, CO 81506

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is:

C.P. Hollingsworth
Younge & Hockensmith, P.C.
200 Grand Avenue, Suite 500
Grand Junction, CO 81501

**ARTICLE IX
AMENDMENT**

Amendment of these Articles shall require the assent of at least two-thirds of the members of the Association as provided in the Colorado Nonprofit Corporation Act.

**ARTICLE X
EXECUTION**

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles in duplicate this 29th day of August, 1994.

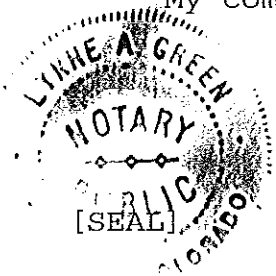
C.P. Hollingsworth

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me this 29 day of August, 1994, by C. P. Hollingsworth.

WITNESS my hand and official seal.

My commission expires: 7-18-95



Linne A. Green
Notary Public