

REC'D
BENNETTA DAVIDSON
CLERK OF STATE

ARTICLES OF INCORPORATION

OF

DAKOTA WEST HOMEOWNERS ASSOCIATION, INC-50.00
(a Colorado nonprofit corporation)

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SECRETARY OF STATE
03-24-2003 14:45:38

The undersigned incorporator, a natural person at least 18 years of age or older, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act, as amended, and adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is DAKOTA WEST HOMEOWNERS ASSOCIATION, INC.

ARTICLE II
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The initial principal office for the transaction of the business of the Corporation shall be located at 2650 El Corona Drive, Grand Junction, CO 81501. The address of the initial registered office of the Corporation is 2650 El Corona Drive, Grand Junction CO 81501, and the name of the registered agent at such address is Robert Cantrell.

ARTICLE III
PERIOD OF DURATION

This Corporation shall exist in perpetually, from the date of filing of these Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

ARTICLE IV
MEMBERSHIP

The Corporation shall have voting members whose rights and privileges are set forth in the Bylaws.

ARTICLE V
DIRECTORS

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of such numbers of members as the Board of Directors shall, from time to time, determine. The Board of Directors may make, alter, and amend the Bylaws.

ARTICLE VI
OFFICERS

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

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ARTICLE VII
LIABILITY OF DIRECTORS

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) Any acts or omissions of the director not in good faith or that involved intentional misconduct or a knowing violation of law; (b) the director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; (c) Any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

The Corporation may indemnify its directors, officers, employees and agents.

ARTICLE IX
OBJECTS AND PURPOSES

The Corporation is organized as a homeowners association to promote the health, safety, welfare, and common good of the owners of tracts in Dakota West Subdivision, Mesa County, Colorado. More particularly, the Corporation shall exercise all the rights, powers, and privileges and to perform all of the duties and obligations of the homeowners association as is set forth in the Residential, Covenants, Conditions & Restrictions.

ARTICLE X
POWERS AND LIMITATIONS

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado and by the Declaration, Bylaws, and other governing documents of the Corporation.

No part of the income or principal of the Corporation shall insure to the benefit of or be distributed to any member, director, or officer of the Corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be distribution of income or principal.

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

(a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) by an organization exempt from federal income taxation under

Section 501(c)(3) of the Internal Revenue Code or (2) by an organization the contributions to which are deductible under Section 170, 642, 2055, or 2522 of the Internal Revenue Code.

(b) No solicitations of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

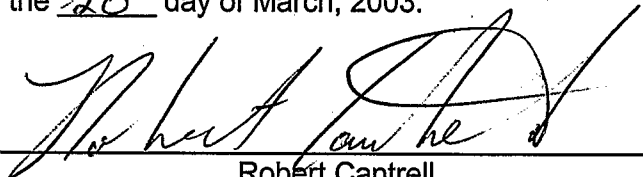
ARTICLE XI
DISSOLUTION

Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, as determined by the Board of Directors and in compliance with federal and state law. Any assets that should be transferred to a creditor, claimant, or member who cannot be found or who is not legally competent to receive them, shall be reduced to cash and deposited with the state treasurer as property presumed to be abandoned under the provisions of Article 13 of Title 38, C.R.S.

ARTICLE XII
INCORPORATOR

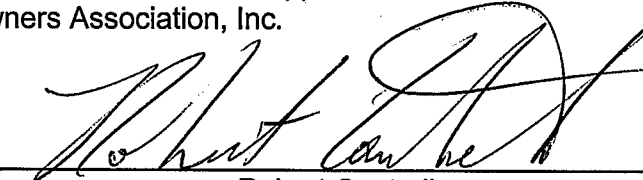
The name and address of the incorporator is Robert Cantrell, 2650 El Corona Drive, Grand Junction CO 81501.

IN WITNESS WHEREOF, the above-named incorporator signed these ARTICLES OF INCORPORATION on the 20 day of March, 2003.



Robert Cantrell
Incorporator

The undersigned consents to his appointment as the Initial Registered Agent for the Dakota West Homeowners Association, Inc.



Robert Cantrell
Registered Agent

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

I, the undersigned, a notary public, hereby certify that on the 20th day of March, 2003, the above-named incorporator personally appeared before me and being by me first duly sworn declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

WITNESS my hand and official seal.

My commission expires: 4-30-06



Nancy R. Wilson
Notary Public