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NONPROFIT

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ARTICLES OF INCORPORATION

OF

NORTHRIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

10-15-73 08:00
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The undersigned hereby establishes a nonprofit corporation pursuant to the provisions of Articles 20 through 29, Title 7, inclusive, Colorado Revised Statutes, 1973, as amended, and adopts the following:

**ARTICLE I
NAME**

The name of the corporation shall be **NORTHRIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE II
DURATION**

The period of duration of this corporation shall be perpetual.

**ARTICLE III
PURPOSES**

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific 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 the property in Northridge Estates Filings 1, 2, and 3, a subdivision of Mesa County, Colorado (hereinafter "Subdivision"), with the object of establishing and maintaining the 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 the members owning lots in the Subdivision.

**ARTICLE IV
POWERS**

In furtherance of its purposes, but not otherwise, the corporation shall have all of the powers conferred upon

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nonprofit corporations by the statutes and common law of the State of Colorado in effect from time to time including all the powers necessary and desirable to perform the obligation and duties and exercise the rights and powers of the corporation under covenants, conditions, and building restrictions of record, which include, but are not limited to, the following:

1. To make and collect assessments against members of the corporation for the purpose of defraying costs, expenses (including the expenses incurred in exercising its powers or of performing its function), and any losses of the corporation.

2. To enforce any covenants, conditions or building restrictions of record.

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

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 any member for a violation of or a failure to comply with the

Articles of Incorporation, By-Laws or rules or regulations of the corporation or with any other obligation of such member under any recorded covenants, conditions or building restrictions.

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 seven members. Members of the Board of Directors shall be members of the corporation or owners of lots within the Subdivision.

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 not 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 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>
Marilyn Rabideau	3360 Star Court Grand Junction, CO 81506
Debbie Brink	3140 Cloverdale Court Grand Junction, CO 81506
Rick Hoffman	311 Music Lane Grand Junction, CO 81506
Jane Fine	3343 Norwalk Street Grand Junction, CO 81506

Terry Newton

3321 Northridge Drive
Grand Junction, CO 81506

Danny Baldwin

3010 Northridge Drive
Grand Junction, CO 81506

Julie Jussel

3037 Northridge Drive
Grand Junction, CO 81506

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

5. To the fullest extent permitted by the Colorado Non-profit Corporation Act, as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director.

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 By-Laws 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 such other person or persons to whom such authority may be delegated by resolution 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.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be 3360 Star Court, Grand Junction, Colorado 81506. The initial registered agent at such office shall be Marilyn Rabideau.

**ARTICLE X
INCORPORATION**

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

Mark A. Hermundstad
P.O. Box 338
Grand Junction, CO 81502

**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 provision of any recorded covenants, conditions or building restrictions.

EXECUTED this 24th day of October, 1988.

Mark A. Hermundstad
Mark A. Hermundstad

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing instrument was acknowledged before me this 27th day of October, 1988, by Mark A. Hermundstad.

WITNESS my hand and official seal.

My commission expires: 9-30-92

James A. [Signature]
Notary Public