

ARTICLES OF INCORPORATION
OF
CHATFIELD CORNERS OWNERS' ASSOCIATION

NONPROFIT

The undersigned, acting as incorporator of a corporation under the Colorado Nonprofit Corporation Act hereby certifies the following Articles:

FILED - CORPORATE COPY
EXHIBIT A (ARTICLE I)
COLORADO SECRETARY OF STATE

ARTICLE I
NAME

20021171843 #
\$ 50.00

The name of the corporation is Chatfield Corners Owners' Association (the "Association").

SECRETARY OF STATE
20021171843
11-24-02

ARTICLE II
PERIOD OF DURATION

The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to Colorado law.

ARTICLE III
PURPOSES OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit of the members thereof. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use, and maintenance of a planned residential community, including the administration, use and maintenance of certain common areas and other property more fully described under the Declaration for Chatfield Corners recorded in the office of the Clerk and Recorder of Eagle County, Colorado, as amended from time to time (the "Declaration"); (ii) to serve the legitimate interests of the owners of the residential lots within the property; and (iii) to promote the general health, safety, and welfare of the owners, residents and occupants of the property.

ARTICLE IV
POWERS

In furtherance of the purposes stated above, the Association 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.

**ARTICLE V
LIMITATION OF LIABILITY**

No director of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the Colorado Nonprofit Corporation Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification.

**ARTICLE VI
INDEMNIFICATION**

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a director, officer, employee or agent of the Association, or who serves at the request of the Association as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against liabilities and expenses such individual incurs in connection with holding such position.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending or completed proceeding in which the individual is a party because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Nonprofit Corporation Act, whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonably by an evaluation conducted in a manner permitted by the Colorado Nonprofit Corporation Act.

This article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment which is legally valid.

**ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association is 1401 17th Street, Suite 800, Denver, Colorado 80202. The initial registered agent at such office is Robert L. Preeo. The principal office is located at 300 1st Street, Gypsum, Colorado 81637.

**ARTICLE VIII
INITIAL EXECUTIVE BOARD**

The number of directors constituting the initial Executive Board shall be three. The names and addresses of these persons are listed as follows:

<u>Name</u>	<u>Address</u>
Gerald Gallegos	P.O. Box 821 Vail, CO 81658
Robert Gallegos	P.O. Box 821 Vail, CO 81658
Ross Graves	P.O. Box 920 Gypsum, CO 81637

**ARTICLE IX
MEMBERS**

The Association shall be a membership corporation without certificates or shares of stock. Each person or entity who is a record owner of a fee interest in a lot which is now or hereafter subject to the Declaration, including contract sellers, shall be entitled to vote as set forth in the Declaration and the Bylaws. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

**ARTICLE X
MERGER, CONSOLIDATION AND DISSOLUTION**

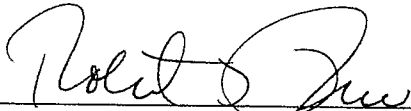
The Association may merge or consolidate only in accordance with the procedures set forth in the Colorado Nonprofit Corporation Act, as it may be amended from time to time. The Association may be dissolved only in accordance with the Colorado Nonprofit Corporation Act, as it may be amended from time to time. In the event of dissolution, the assets, both real and personal, of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended only in accordance with the procedures set forth in the Colorado Nonprofit Corporation Act, as it may be amended from time to time. Unless otherwise required by the Colorado Nonprofit Corporation Act, amendments to these Articles of Incorporation for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual lots, may be adopted by resolution of the Executive Board of Directors and no Members shall be entitled to vote on any amendment to these Articles of Incorporation for such purpose.

**ARTICLE XII
INCORPORATOR**

The name of the incorporator is ROBERT L. PREEO, whose address is 1401 17th Street, Suite 800, Denver, CO 80202. The incorporator is a natural person of the age of 18 years of more.



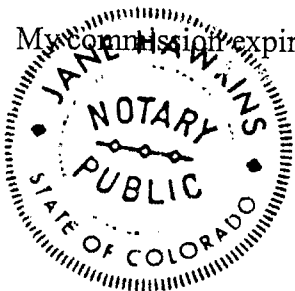
ROBERT L. PREEO, Incorporator

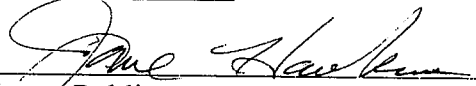
STATE OF COLORADO)
) SS.
COUNTY OF DENVER)

The above foregoing instrument was acknowledged before me this 20th day of June, 2002, by Robert L. Preeo.

WITNESS my hand and official seal.

My commission expires: 7-21-04





Notary Public
1401 17th Street, Suite 800
Denver, CO 80202

The undersigned hereby consents to the appointment as the initial registered agent.



Robert L. Preeo, Registered Agent