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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

Solterra Home Owners Association, Inc.

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

c/o CARMA Colorado

(Street name and number)

188 Inverness Drive West, Suite 150

Englewood

CO

80112

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

United States

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Berest

Irene

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

c/o CARMA Colorado

(Street name and number)

188 Inverness Drive West, Suite 150

Englewood

CO

80112

(City)

(State)

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Berest **Irene**

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

c/o CARMA Colorado

(Street name and number or Post Office Box information)
188 Inverness Drive West, Suite 150

Englewood **CO** **80112**

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
United States

(Province – if applicable) *(Country – if not US)*

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Hansen	Amy	K.	Esq.
(Last)	(First)	(Middle)	(Suffix)
950 Seventeenth Street			
(Street name and number or Post Office Box information)			
Suite 1600			
Denver	CO	80202	
(City)	(State)	(Postal/Zip Code)	
	United States		
(Province – if applicable)	(Country – if not US)		

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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**ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
SOLTERRA HOME OWNERS ASSOCIATION, INC.**

Pursuant to Section 7-122-103 and Part 3 of Article 90 of Title 7, Colorado Revised Statutes, these Articles of Incorporation (the “Articles”) are delivered to the Colorado Secretary of State for filing for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act (the “Act”) in conformance with the Colorado Common Interest Ownership Act (“CCIOA”).

I. NAME

The name of the corporation is Solterra Home Owners Association, Inc. (the “Association”).

II. DURATION

The period of duration of the Association will be perpetual, unless dissolved in accordance with the Act and CCIOA.

III. PURPOSES

The Association is organized to be and constitutes the Association to which the Declaration of Covenants, Conditions and Restrictions of Solterra, a Planned Community (the “Declaration”) refers. The Declaration is or will be recorded in the real property records of Jefferson County, Colorado. All initially capitalized terms used in these Articles have the same meanings as used in the Declaration, unless otherwise defined in these Articles.

IV. POWERS

Subject to any limitations imposed by the Bylaws of the Association (the “Bylaws”) or the Declaration, the Association has all of the powers which a nonprofit corporation may exercise under the Act, CCIOA and the laws of the State of Colorado in effect from time to time.

V. REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Association is CARMA Colorado, 188 Inverness Drive West, Suite 150, Englewood, Colorado 80112. The initial registered agent of the Association at the registered office is Irene Berest.

The street address of the initial principal office of the Association is CARMA Colorado, 188 Inverness Drive West, Suite 150, Englewood, Colorado 80112.

VI. BOARD OF DIRECTORS

The affairs of the Association will be managed by the Association's Board. The duties, qualifications, number and term of the Directors and the manner of their election, appointment and removal will be as set forth in the Bylaws.

There are five Directors on the Board. The names and addresses of the persons who serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Irene Berest (1 year term)	CARMA Colorado 188 Inverness Drive West Suite 150 Englewood, CO 80112
Miles Stephens (2 year term)	CARMA Colorado 188 Inverness Drive West Suite 150 Englewood, CO 80112
Dan Romero (2 year term)	CARMA Colorado 188 Inverness Drive West Suite 150 Englewood, CO 80112
Mike Partheymuller (3 year term)	CARMA Colorado 188 Inverness Drive West Suite 150 Englewood, CO 80112
Chris Bremner (3 year term)	CARMA Colorado 188 Inverness Drive West Suite 150 Englewood, CO 80112

VII. MEMBERS

The Association shall have voting Members. Each Person, or if more than one, all Persons collectively, constituting the Owner of a Lot is a Member of the Association. Each membership is appurtenant to the fee simple title to a Lot. Membership in the Association automatically terminates when a Person ceases to be an Owner, whether through sale, intestate succession, testamentary disposition, foreclosure or otherwise, and the new Owner automatically succeeds to the membership in the Association. The Association will recognize a new Member upon presentation by a new Owner of satisfactory evidence of the sale, transfer, succession, disposition, foreclosure or other transfer of a Lot. Membership in the Association may not be transferred, pledged or alienated in any way, except to the new Owner upon conveyance of a Lot. Any prohibited transfer is void and will not be recognized by the Association. In matters coming

before the Association for which a vote of the Owners is required, each Member has the number of votes as set forth in Section 3.4(a) of the Declaration, except that the Association itself is not entitled to any votes for any Lot it owns.

VIII. PROXY VOTING

A Member may vote in person, as provided in the Bylaws, and may be authorized in the Bylaws to vote by proxy on any matters on which the Member is entitled to vote.

IX. CUMULATIVE VOTING

Cumulative voting by Members in the election of Directors is not permitted.

X. BYLAWS

The Board has the power to make and alter the Bylaws, not inconsistent with these Articles, the Act, CCIOA, the other laws of the State of Colorado, or the Declaration, for the administration and regulation of the affairs of the Association. The Board may alter, amend or repeal the Bylaws or adopt new Bylaws, subject to the provisions of the Bylaws.

XI. AMENDMENT OF ARTICLES

The Board may amend these Articles in those instances provided for in Section 7-130-102 of the Act. All other amendments of these Articles will be made in accordance with the Act by vote of the Members, but only so long as these Articles as amended contain provisions that are lawful under the Act and are not contrary to or inconsistent with any provision of the Declaration or CCIOA.

XII. DISSOLUTION

In the event of dissolution of the Association, the sale of the Common Elements and the distribution of the proceeds from the sale thereof will conform with the provisions of CCIOA and the Declaration, and the proceeds of the sale of the Association's other assets will, after making the distributions set forth in Sections 7-134-105 of the Act, be divided among the Owners in proportion to the Common Allocation of the Lot or Lots owned by each Owner.

XIII. INDEMNIFICATION AND LIMITATION OF LIABILITY

The Association will indemnify, to the maximum extent permitted by law, any Person who is or was a Director or officer of the Association or a member of the Design Review Board (a "DRB Member"), and may indemnify any other Person, against any claim, liability or expense arising against or incurred by the Person made party to a proceeding because he or she is or was a Director, officer, agent, fiduciary or employee of the Association or a DRB Member or because he or she is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at the Association's request. The Association further may, to the maximum extent permitted by law, purchase and maintain insurance providing such indemnification, advance expenses to Persons indemnified by the Association, and provide indemnification to any person by general or specific action of the Board, the Bylaws, contract or

otherwise. The Association may obtain and maintain Directors' and officers' insurance as deemed appropriate from time to time by the Board.

Subject to any applicable provisions of CCIOA, no Director or officer of the Association or DRB Member shall be liable for actions taken or omissions made in the performance of such Director's, officer's or DRB Member's duties and no Director or officer of the Association or DRB Member shall have any personal liability to the Association or its Members for monetary damages for breach of fiduciary duty, except that the personal liability of any Director or officer shall not be eliminated for: (i) any breach of the Director's or officer's duty of loyalty to the Association or its Members; (ii) acts or omissions by the Director not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) voting for or assenting to any unlawful distributions as defined under Section 7-128-403 of the Act, provided that the extent of liability for such vote or assent shall be determined pursuant to Section 7-128-403 of the Act; (iv) consenting to or participating in the making of any loan by the Association to any Director or officer, provided that the extent of liability for such consent or participation shall be determined pursuant to Section 7-128-501 of the Act; or (v) any transaction from which the Director directly or indirectly derived an improper personal benefit.

No Director or officer of the Association or DRB Member shall be personally liable for any injury to person or property arising out of a tort committed by an employee of the Association unless such Director or officer of the Association or DRB Member was personally involved in the situation giving rise to the injury or unless such Director or officer of the Association or DRB Member committed a criminal offense in connection with such situation. Nothing contained in this paragraph will be construed to deprive any Director or officer of the Association or DRB Member of his or her right to all defenses ordinarily available to a director or officer nor will anything herein be construed to deprive any Director or officer of the Association or DRB Member of any right he or she may have for contribution from any other Director or officer of the Association or DRB Member or other Person.

XIV. INCORPORATOR

The Incorporator's name and address is:

<u>Name</u>	<u>Address</u>
Irene Berest	CARMA Colorado 188 Inverness Drive West Suite 150 Englewood, CO 80112

XV. MISCELLANEOUS

The name and mailing address of the individual who causes this document to be delivered for filing and to whom the Secretary of State may deliver notice if filing of this document is refused, is: Amy Hansen, Esq., Otten, Johnson, Robinson, Neff & Ragonetti, 950 Seventeenth Street, Suite 1600, Denver, Colorado 80202.

Causing a document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgement of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed or the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing, and that the facts stated in the document are true.