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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:

Riverwalk at Winter Park Homeowners 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:

7302 Rozena Drive

(Street name and number)

Longmont

(City)

CO

(State)

80503

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

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

P. O. Box 453

(Street name and number or Post Office Box information)

Winter Park

(City)

CO

(State)

80482

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Bailey

(Last)

Charles

(First)

A.

(Middle)

Jr.

(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:

7302 Rozena Drive

(Street name and number)

Longmont

(City)

CO

(State)

80503

(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)

Bailey **Charles** **A.** **JR.**

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

OR (if a business organization)

7302 Rozena Drive

(Street name and number or Post Office Box information)

Longmont **CO** **80503**

(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:

Kinsman	J.	Christopher	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
1700 Lincoln Street			
<i>(Street name and number or Post Office Box information)</i>			
Suite 2400			
Denver	CO	80203	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
	United States		
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>		

(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.)

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Pursuant to C.R.S. § 7-122-102
ADDITIONAL INFORMATION ATTACHMENT TO THE
ARTICLES OF INCORPORATION OF
RIVERWALK AT WINTER PARK HOMEOWNERS ASSOCIATION, INC.
(A NONPROFIT CORPORATION)

-- Management

The affairs of the Association shall be managed by the Board of Directors of the Association as provided in, and in accordance with, the Bylaws of the Association.

-- Personal Liability of Directors

The members of the Board of Directors shall not be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director; except that the foregoing shall not eliminate or limit the liability of a Director for: any breach of the Director's duty of loyalty to the Association or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Colorado Revised Statutes Sections 7-128-403 and 7-128-501; and any transaction from which the Director derived an improper personal benefit.

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 Association existing at the time of such repeal or modification.

-- Indemnification of Directors

Except for personal liability of a director as described above, and unless otherwise limited by the Colorado Common Interest Ownership Act, the Declaration of Condominium for Riverwalk Tract C Condominiums, or the Bylaws of the Association, the Directors shall be indemnified by the Association for any loss, damage, cost or expense incurred in the performance of their duties to the Association, including attorneys fees and costs, to the maximum extent permitted by law.

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 Association existing at the time of such repeal or modification.

-- Distribution on Dissolution

The assets of the Association, if any, in the process of dissolution shall be applied and distributed as provided in the Colorado Revised Nonprofit Corporation Act, C.R.S. Title 7, Article 134, as amended.