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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:

Forest Gate Home Owners Association

(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, make the applicable selection):*

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

3. Principal office street address:

8610 Explorer Drive Suite 115

(Street name and number)

Colorado Springs

(City)

CO

(State)

80920

(Postal/Zip Code)

(Province – if applicable)

(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):

Hinton

(Last)

Mark

(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:

8610 Explorer Drive Suite 115

(Street name and number)

Colorado Springs

CO

80920

(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):

Fredman Jane B
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

111 South Tejon Street Suite 202
(Street name and number or Post Office Box information)

Colorado Springs CO 80903
(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:

Fredman Jane B
(Last) (First) (Middle) (Suffix)
111 South Tejon Street Suite 202
(Street name and number or Post Office Box information)

Colorado Springs CO 80903
(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.)

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ARTICLES OF INCORPORATION OF
FOREST GATE HOME OWNERS ASSOCIATION

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following Articles of Incorporation:

Article I.

Name

The name of the corporation is Forest Gate Home Owners Association (the "Association").

Article II.

Duration

The Association shall have perpetual existence.

Article III.

Purposes

The purposes and objectives for which this Association is formed (none of which shall be for pecuniary profit) are:

- (a) To provide a means of self-government for the owners of residential properties within the area of El Paso County, Colorado commonly known as Forest Gate Subdivision (the "Owners") and to advance their common interests with respect to the covenants, conditions and restrictions set forth in the Restrictions and Covenants for Forest Gate Subdivision, as may be amended, recorded or to be recorded in the records of El Paso County, Colorado (the "Covenants").
- (b) To provide services to the Owners in accordance with the Covenants;
- (c) To levy and collect adequate assessments to meet the expenses of providing adequate liability and other insurance for the Association and its directors, officers, and operations, and to fund any other expenses of the Association, as may be provided in the Covenants;
- (d) To enforce, in its own name or on behalf of its members, the covenants, conditions and restrictions set forth in the Covenants, and to seek redress for the violation of any provisions of the Declaration by any and all remedies available at law or equity; and
- (e) To perform all other duties and exercise all other powers and rights of the Association as set forth in the Covenants.

Article IV.**Additional Powers**

In furtherance of the purposes and objectives set forth in Article III and in the Covenants and subject to the restrictions set forth in Article V, the Association shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by the laws of the State of Colorado.

Article V.**Restrictions Upon Powers**

No part of the net earnings of the Association (other than by providing services benefiting all members of the Association, and other than a rebate of excess assessments) shall inure to the benefit of any member, director or officer of the Association or any other individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes).

Article VI.**Dissolution**

Upon final dissolution of the Association, any corporate assets remaining after the payment of all debts will be distributed to its members according to their pro rata interest and obligations.

Article VII.**Offices**

7.1 Initial Registered Office and Agent. The address of the initial registered office of the Association is 8610 Explorer Drive, Suite 115, Colorado Springs, Colorado 80920. The name of its initial registered agent at such address is Mark Hinton. _____.

7.2 Principal Office. The initial principal office of the Association shall be 8610 Explorer Drive, Suite 115, Colorado Springs, Colorado 80920.

Article VIII.**Members**

The Association shall have members as provided in the Covenants and in the bylaws of the Association. The qualifications for and terms of membership and the rights, powers and privileges, including voting rights, of the members shall be as provided in the Covenants and the Association's

bylaws from time to time. Cumulative voting shall not be allowed in the election of directors or otherwise.

Article IX.

Board of Directors

9.1 Board of Directors. The management of the affairs of the Association shall be vested in a Board of Directors. The number of directors, their term of office and the manner of their selection and election shall be determined according to the Covenants and the bylaws of the Association from time to time in force.

9.2 Liability of Directors. No director shall be personally liable to the Association or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Association or to its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Association or to its members, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in Section 7-128-403 and Section 7-128-501, Colorado Revised Statutes, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Association to any director or officer of the corporation), or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Nonprofit Corporation Act. Any repeal or modification of this Section 9.2 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.

9.3 Initial Director. One director shall constitute the initial board of directors. The name and address of the Initial Director is as follows:

<u>Name</u>	<u>Address</u>
Grant Langdon	6040 N. 22 nd Place Phoenix, AZ 85016

Article X.

Bylaws

The initial bylaws of the Association shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and to adopt new bylaws. The bylaws of the Association may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with the laws of the State of Colorado, the Covenants or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these

Articles, shall have the effect of giving any director or officer of the Association any proprietary interest in the Association's property or assets, whether during the term of the Association's existence or as an incident to its dissolution.

Article XI.

Incorporator

The name and address of the incorporator are:

Jane B. Fredman
Flynn Wright & Fredman, LLC
111 South Tejon Street, Suite 202
Colorado Springs, Colorado 80903

Article XII

Person Causing to be Filed

The name and address of the person causing these Articles to be delivered for filing and to whom the Secretary of State may deliver notice if filing of this document is refused is Jane B. Fredman, Flynn Wright & Fredman, LLC, 111 South Tejon Street, Suite 202, Colorado Springs, Colorado 80903.

Article XIII

Indemnification

The Association shall indemnify every director and officer, their respective successors, personal representatives and heirs, against all loss, costs and expenses, including attorneys' fees, reasonably incurred by them concerning any action, suit or proceeding to which they may be made parties because of their position as an officer or director of the Association, except as to matters to which they shall be finally adjudged in an action, suit or proceeding to be liable for gross negligence or willful misconduct or as otherwise prohibited by the Colorado Revised Nonprofit Corporation Act, as may be amended.

Dated: October 26, 2004.