

NOT FOR PROFIT
ARTICLES OF INCORPORATION
OF
GUNBARREL GREEN HOMEOWNERS ASSOCIATION, INC.

The undersigned person, a resident of Colorado over the age of eighteen years of age, under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. Name

The name of the corporation is GUNBARREL GREEN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as “the association.”

ARTICLE II. Registered Office and Registered Agent

The address of the association’s initial registered office and the name of the initial registered agent at the address is as follows:

Registered Agent: Carroll, Bradley & Froede, P.C.,

Registered Office: 5130 West 80th Avenue
Suite 102
Westminster, Colorado 80030

ARTICLE III. Purpose and Powers of the Association

This association does not contemplate pecuniary gain or profit to the members thereof. The purposes for which the association is formed are: to promote the health, safety, and welfare of the residents and owners of property within Gun Barrel Green, a subdivision of the County of Boulder, State of Colorado, hereinafter referred to as “the properties” and legally described as:

The following lots in Gun Barrel Green as shown on the plat thereof recorded in the office of the County Clerk and Recorder of the County of Boulder and State of Colorado in plat Book 9 at Pages 46, 47, and 48,

All of the Lots in Blocks 5, 6, 24, 30, 31, 32, 35, 36, 37, 38, 39, 40, 41 and 42.

Lot 1 and Lots 6 through 19 inclusive in Block 20.

Lots 1 through 14 inclusive in Block 10.

Lots 7 through 28 inclusive in Block 19.

Lots 1 through 23 inclusive in Block 29.

Lots 2 through 5 inclusive in Block 33.

Lots 2 through 13 inclusive in Block 34.

Lots 15 through 22 inclusive in Block 34.

Lots 24 through 35 inclusive in Block 34.

Lots 31 through 37 inclusive in Block 2.

Lots 1 through 4 inclusive in Block 19.

Lots 1, 2, 8 and 9 in Block 21.

Lots 1 through 4 inclusive in Block 22.

Lots 7 through 10 inclusive in Block 22.

Lots 1 through 6 inclusive in Block 23, in said Gun Barrel Green.

Lot 6 in Block 21 in said Gun Barrel Green.

Lot 6 in Block 19 and Lots 2 and 3 in Block 20 in said Gun Barrel Green.

Lot 4 in Block 20 in said Gun Barrel Green.

Lot 29 in Block 19; Lot 5 in Block 20.

Lots 4 and 5 in Block 21, in said Gun Barrel Green.

Lots 3 and 7 in Block 21; Lots 5 and 6 in Block 22 in said Gun Barrel Green.

and to represent the residential community which is known as Gunbarrel Green, and, subject to the restrictions contained in Article XI hereof, to:

- A. Exercise all of the powers and privileges and perform all of the duties and obligations of the association set forth in that certain declaration of restrictions, covenants, and conditions covering certain lots in Gun Barrel Green, hereinafter referred to as the "declaration," Applicable to the properties and recorded against the properties on July 26, 1963 at 2:20 p.m., reception no. 732360, book 1292, page 312 in the records of the Boulder County Clerk and Recorder, Boulder, Colorado as modified by amendments recorded against the properties on March 16, 1967, film no. 579, reception no. 841740 and on April 2, 1970, film no. 695, reception no. 939708, and as the same may be further amended from time to time as therein provided, said declaration and its amendments being incorporated herein as if set forth in full; and
- B. plan and develop goals and objectives to maintain and enhance the quality of life of the Gunbarrel Green community, and interface with all elements of government of Boulder County and the City of Boulder and any and all other entities to achieve the objectives; and
- C. fix, levy, collect and enforce payment by any lawful means dues and assessments as approved by the majority of the members; pay all expenses incident to the conduct of the business of the association, including all licenses, taxes or governmental charges levied or imposed against the association; and
- D. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association;
- E. borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

- F. participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and common areas;
- G. sue and be sued to enforce any and all covenants, restrictions and agreements legally applicable to the properties.
- H. have and to exercise any and all other powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Colorado by law may now or hereafter have or exercise, and do any and all other lawful thing that will, in the opinion of the board of directors, promote the common benefit and enjoyment of the residents of the properties

ARTICLE IV Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any land, lot or living unit which is or may be subject to the terms of the declaration of restrictions, covenants and conditions covering certain lots in Gun Barrel Green, recorded July 26, 1963 at 2:20 p.m., reception no. 732360, in book 1292, page 312, and any amendments thereto of record in the records of the Clerk and Recorder of the County of Boulder, State of Colorado, shall be a member of the association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by the association.

ARTICLE V. Voting Rights

Each member in good standing as defined in the bylaws shall be entitled to one vote for each lot owned.

In no event shall more than one vote be cast with respect to any such lot or living unit.

The vote for each such lot where ownership is held by more than one owner may be exercised by any person or entity holding record title unless an objection or protest by any other holder of an interest in the same property is made prior to the completion of the vote. In such case, the vote for such lot will be exercised in any manner the person holding such record interest shall determine between themselves within a reasonable time. Should the joint owners of any lot be unable, within a reasonable time, to agree upon how they will vote on any issue, they shall be passed over and their right to vote on such issue shall be lost. Such determination shall be made by the person or officer of this corporation chairing the meeting at the time of such vote and such determination shall be final and not subject to appeal or litigation.

ARTICLE VI. Board of Directors

The affairs of this association shall be managed by a board of five (5) directors. The number of directors may be changed by amendment of the bylaws of this association. The names and addresses of the person who are to act in the capacity of directors until the selection of their successors are:

Gary W. Collins	5259 Idylwild Trail Boulder, Colorado 80301
Donald Duft	5078 Cottonwood Drive Boulder, Colorado 80301
Gina Hyatt	5098 Cottonwood Drive Boulder, Colorado 80301
Douglas Jensen	6889 Roaring Fork Trail Boulder, Colorado 80301
Merle Sachnoff	5171 Idylwild Trail Boulder, Colorado 80301

At the first annual meeting of the association, the members shall elect two (2) directors for a one-year term, two (2) directors for a two-year term, and one (1) director for a three-year term, and at each annual meeting thereafter the members shall elect the same number of directors as there are directors whose terms are expiring at the time of each election, for terms of three (3) years. At the first annual meeting of the association, the candidates for the board of directors who receive the largest number of votes shall be elected for the three-year term, the candidates who receive the next largest number of votes shall be elected for two-year terms, and the candidates who receive the next largest number of votes shall be elected for the one-year terms. Cumulative voting shall not be allowed.

Section 1. Powers. The board of directors shall have the powers:

- (a) To establish the goals and objectives to improve the quality of life for the entire community of Gunbarrel Green and the surrounding environs; and to develop plans, both short and long range, to achieve these goals; and to maintain continuous liaison with the Boulder County Planning Commission, Boulder County Commissioners, City of Boulder Planning Board, the Boulder City Council, and any and all other organizations as may be appropriate;
- (b) to administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations and all other provisions set forth in the declaration, and all amendments thereto;

- (c) to exercise for the association all powers, duties and authority vested in or delegated to the association and not reserved to the membership by other provisions of the bylaws, the articles of incorporation, or the declaration, and all amendments thereto;
- (d) to declare the office of a member of the board of directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of directors; and to maintain all policies of insurance and provide for such other expenses together with the establishment of necessary reserves, as are required by the declaration or as deemed appropriate by the board;
- (e) to procure and maintain such insurance policies as the board deems necessary or advisable;
- (f) to institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of the association or any member or to enjoin or seek damages from a member for violation of the provisions of the declaration;
- (g) to cause all officers to be bonded;
- (h) to make contracts and incur liabilities;
- (i) to borrow money, providing such security as is necessary;
- (j) to employ such independent contractors as they may deem necessary and to prescribe the duties of such independent contractors;
- (k) to exercise any other powers conferred by the declaration, articles or bylaws,

Section 2. Duties. It shall be the duty of the board of directors:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one-tenth of the voting membership as provided herein;
- (b) to supervise the officers of the association, and to see that their duties are properly performed;

- (c) to fix the amount of dues or assessments against each member or each property for each assessment period at least thirty (30) days in advance of such due date or period and to send written notice of each such dues or assessments to every member subject thereto.

Section 3. Removal. Any director may be removed from the board, by a majority vote of the members of the association, with or without cause, and a successor elected to serve the remainder of the term of the director so removed.

ARTICLE VII. Architectural Committee

The board of directors shall designate an architectural committee, consisting of three (3) persons, which shall perform the duties defined in that certain declaration of restrictions, covenants and conditions covering certain lots in Gun Barrel Green, recorded July 26, 1963 at 2:20 p.m., reception no. 732360, in book 1292, page 312, and any amendments thereto of record, in the records of the Clerk and Recorder of the County of Boulder, State of Colorado.

The names and addresses of the persons who shall act in the capacity of members of the architectural committee until their successors are selected are:

Gary W. Collins	5259 Idylwild Trail Boulder, Colorado 80301
Donald Duft	5078 Cottonwood Drive Boulder, Colorado 80301
Merle Sachnoff	5171 Idylwild Trail Boulder, Colorado 80301

ARTICLE VIII. Amendments

Amendment of these articles will require a sixty percent (60%) vote of the entire membership.

ARTICLE IX Dissolution

The association may be dissolved with the assent given in writing and signed by not less than sixty percent (60%) of the members

Upon dissolution of the association, other than as incident to a merger or consolidation, the assets of the association shall be granted, conveyed and assigned to any nonprofit corporation association trust, or other organization as may be determined by the board of directors.

This association is not organized for profit. No member, member of the board of directors, or officer shall receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the association be distributed to, or inure to the benefit of

any director, officer or member, except upon a dissolution of the association, provided, however, that a reasonable remuneration may be paid to any member who is in the employ of the association for his services as such employee or independent contractor and that any member, manager, director or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in conjunction with the administration of the affairs of the association.

ARTICLE X Prior Approvals

The following actions will require the prior written approval of sixty percent (60%) of members:

- A. purchase or acquire real property.
- B. participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional residential property and common areas.
- C. dissolution of the association.
- D. borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property s security for money borrowed or debts incurred.
- E. approve of increased dues or levy assessment.

ARTICLE XI. Quorum

Unless otherwise provided in these articles or in the bylaws of this association any business to be conducted by the membership may be conducted by a majority vote at any meeting where a quorum is present. Quorum is as defined in the bylaws.

ARTICLE XII. Duration

The corporation shall exist perpetually.

ARTICLE XIII. Incorporators

The name and address of the incorporators are:

Don Babcock	6898 Harvest Road Boulder, Colorado 80301
J.R. Christopher	6915 Cordwood Boulder, Colorado 80301
Gary W. Collins	5259 Idylwild Trail Boulder, Colorado 80301
Betty Cox	6919 Hunter Place Boulder, Colorado 80301

Donald Duft	5078 Cottonwood Drive Boulder, Colorado 80301
Gina Hyatt	5098 Cottonwood Drive Boulder, Colorado 80301
Douglas Jensen	6889 Roaring Fork Trail Boulder, Colorado 80301
Sandi Misura	7061 Indian Peaks Boulder, Colorado 80301
Betty Stanley	7050 Roaring Fork Trail Boulder, Colorado 80301
Allen Sunset	4812 Tanglewood Trail Boulder, Colorado 80301

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, we, the undersigned, constituting the incorporators of this association, have executed these articles of incorporation this 10th day of June, 1985.

Don Babcock

J.R. Christopher

Gary W. Collins

Betty Cox

Donald Duft

Gina Hyatt

Douglas Jensen

Sandi Misura

Betty Stanley

Allen Sunset