

**NORTHERN EL PASO COUNTY COALITION OF
COMMUNITY ASSOCIATIONS, INC.**

NONPROFIT

ARTICLES OF INCORPORATION

The undersigned incorporators hereby create a nonprofit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act with the following constituting its Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: Northern El Paso County Coalition of Community Associations, Inc. The term, "community" in this corporate name shall be as defined in the Colorado Common Interest Ownership Act. (CRS 38-33.3-101-et. seq.)

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

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ARTICLE III - PURPOSES AND POWERS

Section 1. General Purpose.

The purpose of the Corporation shall be to promote a community economic, ecological and sociological environment in which a high quality of life can be sustained for constituent associations, their members and families in northern El Paso County, Colorado, and to carry this out by:

1. taking necessary steps, on a nonpartisan basis, to protect the property rights, however manifested, of the members of the constituent associations,
2. encouraging the beautification and planned development and maintenance of northern El Paso County, Colorado, by various governmental agencies as may affect the constituent associations,
3. providing a forum for the free exchange of ideas among and educational opportunities for representatives of the constituent associations, and
4. serving as an area-wide point of contact for interaction with various levels of government and others regarding land use matters which impact the quality of life within the constituent associations and of their members.

Section 2. Ancillary Purposes.

The Corporation shall also strive to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth, and to do all other things incidental thereto or connected therewith which further these purposes not in violation of the laws of the State of Colorado or these Articles of Incorporation.

Section 3. Statutory Powers.

Subject to any specific limitations or restrictions imposed by these Articles of Incorporation, the Corporation shall have and exercise all of the powers provided by the Colorado Revised Nonprofit Corporation Act and any other statutes and common law applicable to this Corporation, and shall have all the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Corporation under these Articles which shall include, but shall not be limited to, the following:

- (a) To fix, levy, collect and enforce payment by any lawful means all dues and charges pursuant to the terms of the Articles, law and statute; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including without limitation, all licenses, taxes or governmental charges levied or imposed against the Corporation or its property.
- (b) To 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 and personal property in connection with the affairs of the Corporation:
- (c) To engage in activities which will actively foster, promote and advance the common ownership interests of constituent associations and their members.
- (d) To enter into, make, perform or enforce contracts of every kind and description and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this Corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private; and
- (e) To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such Bylaws may not be inconsistent with any provisions of these Articles of Incorporation.

ARTICLE IV -- MEMBERSHIP

The membership of the Corporation shall be limited to: Community Associations within northern El Paso County, Colorado, as defined by the Colorado Common Interest Ownership Act, voluntary or informal groups of property owners who have common ownership interests, and other individuals, groups, or commercial entities as may from time to time be determined by the Board of Directors of this Corporation. Membership classifications shall be set forth in the Bylaws of the Corporation.

ARTICLE V -- DUES AND FEES

Corporate requirements for any fees or annual dues will be as promulgated in the Bylaws of the Corporation and will be determined from time to time by the Board of Directors and ratified by the membership.

ARTICLE VI -- BOARD OF DIRECTORS AND INCORPORATORS

The affairs of the Corporation shall be under the control and management of a Board of Directors of no less than five (5) representatives of constituent associations, each representing a different association. The number of directors and their method of election shall be set forth in the Bylaws of the Corporation, but in no event shall exceed seven (7) in number; and cumulative voting shall not be permitted.

The following five (5) persons are designated to act as members of the Board of Directors until the first annual meeting of the membership:

Russ Broshous
1320 Old Antlers Way
Monument, CO 80132

Ken Judd
210 Holbrook
Colorado Springs, CO 80921

Peggy Rauch
20275 True Vista Circle
Monument, CO 80132

Robert L. Swedenburg
14135 Candlewood Court
Colorado Springs, CO 80921

Mike Torreano
13965 Nichlas Ct
Colorado Springs, CO 80921

ARTICLE VII -- BYLAWS

The Board of Directors shall have the power to enact, alter, amend and repeal such Bylaws not inconsistent with the Laws of the State of Colorado and these Articles of

Incorporation as it may deem best for the management of the Corporation, provided such action is duly ratified by the membership in accordance with procedures to be prescribed in the Bylaws.

ARTICLE VIII -- REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation in the State of Colorado shall be 14135 Candlewood Court, Colorado Springs, Colorado 80921. The initial Registered Agent at this address shall be Robert L. Swedenburg. The street address of the Corporation's initial principal office is the same as the initial registered office.

ARTICLE IX -- COMMITTEES

It shall be within the powers of the Board of Directors to delegate its authority over certain matters within its jurisdiction to one or more committees, which may include one or more members of the Board of Directors.

ARTICLE X -- RESTRICTIONS UPON THE POWERS OF MEMBERS AND OTHERS

Section 1 -- Nonprofit Purposes

The Corporation is formed under the Colorado Revised Nonprofit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the furtherance of the interests of its constituent member community associations and is, thus, intended to qualify as a "Homeowners Association" as defined in subsection (c) of Section 528 of the Internal Revenue Code of 1978. Unless the Board of Directors determines otherwise, the Corporation shall receive only such income and make only such expenditures as will enable it to maintain that status under I.R.C. Section 528 or any comparable provision of the Code.

Section 2 -- No Personal or Organizational Gain.

No part of the net earnings of the Corporation shall inure to the benefit of any constituent association or its representative(s), director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no representative of a constituent association, director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

Section 3 -- No Participation in Political Campaigns for Public Office.

The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. No part of the assets of the Corporation shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence the election of a candidate.

Section 4 -- Dissolution.

On dissolution of the Corporation, all its assets after payment of all just debts shall be divided pro-rata among its constituent associations in good standing on the basis of the membership of each association then enrolled.

**ARTICLE XI -- NON-LIABILITY AND INDEMNITY
OF OFFICERS AND DIRECTORS**

Each Officer and Director of the Corporation, now or hereinafter serving in any such capacity, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in any such capacity, to the fullest extent allowable by law and statute, including without limitation, the Colorado Revised Nonprofit Corporation Act. The right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage. No Director or Officer shall be personally liable to the Corporation or its Members except as otherwise provided by the Colorado Revised Nonprofit Corporation Act.

FILE: //signed//
Russ Broshous

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Ken Judd

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Peggy Rauch

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Robert L. Swedenburg

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Mike Torreano

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Colorado Springs, Colorado, on this 17th Day of May, 2000.

STATE OF COLORADO)
: ss
COUNTY OF EL PASO)

I, Angela S. Kuntz, a Notary Public in and for the County of El Paso, State of Colorado, do hereby certify that Russ Broshous, Ken Judd, Peggy Rauch, Bob Swedenburg and Mike Torreano known to me personally to be to be the same persons whose names are subscribed to, and who executed the foregoing Articles of Incorporation, appeared before me this day in person, and each for himself, and not for another, acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal this 17th Day of May, the Year 2000. My commission expires: May 16, 2001.

FILE: //signed Angela S. Kuntz//
Notary Public

Seal of Angela S. Kuntz
Notary Public
State of Colorado