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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: Top of Mill Affordable Housing Residences 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, 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 Four Peaks Development, LLC  
*(Street name and number)*  
214 ABC  
Aspen CO 81611  
*(City) (State) (Postal/Zip Code)*  
United States  
*(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): LaCroix Chris  
*(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 Garfield & Hecht, P.C.  
*(Street name and number)*  
601 E. Hyman Avenue  
Aspen CO 81611  
*(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)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

OR (if a business organization)

**Garfield & Hecht, P.C.**

**601 E. Hyman Avenue**  
*(Street name and number or Post Office Box information)*

**Aspen** **CO** **81611**  
*(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:

LaCroix	Chris		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
c/o Garfield & Hecht, P.C.			
<small>(Street name and number or Post Office Box information)</small>			
601 E. Hyman Avenue			
Aspen	CO	81611	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
	United States		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>		

*(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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## **NOTICE:**

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*Questions? Contact the Business Division. For contact information, please visit the Secretary of State's web site.*

## Click the following links to view attachments

Attachment 1

Articles of Incorporation for Top of Mill

**ARTICLES OF INCORPORATION  
TOP OF MILL AFFORDABLE HOUSING RESIDENCES ASSOCIATION**

The undersigned, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act, hereby certifies the following Articles:

**ARTICLE 1  
NAME**

The name of the corporation is Top of Mill Affordable Housing Residences Association (the "Association").

**ARTICLE 2  
PERIOD OF DURATION**

The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to Colorado law.

**ARTICLE 3  
PURPOSES OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit of the members thereof. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use, and maintenance of a residential project, including the administration, use, and maintenance of certain common areas and other property more fully described under the Declaration for Top of Mill Affordable Housing Residences recorded or to be recorded in the Office of the Clerk and Recorder of Pitkin County, Colorado, as amended from time to time (the "Declaration"); (ii) to serve the legitimate interests of the owners of the units within the property; and (iii) to promote the general health, safety, and welfare of the owners, residents, and occupants of the property.

**ARTICLE 4  
POWERS**

In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

**ARTICLE 5  
LIMITATION OF LIABILITY**

No director of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification.

**ARTICLE 6  
INDEMNIFICATION**

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a director, officer, employee, or agent of the Association, or who serves at the request of the Association as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against liabilities and expenses such individual incurs in connection with holding such position.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending, or completed proceeding in which the individual is a party because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Revised Nonprofit Corporation Act, whether indemnification is permissible in the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Colorado Revised Nonprofit Corporation Act.

This article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Revised Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment which is legally valid.

**ARTICLE 7  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association is c/o Garfield & Hecht, P.C., 601 East Hyman Avenue, Aspen, Colorado 81611. The initial registered agent at such office is Chris LaCroix. The principal office is located at c/o Four Peaks Development, LLC, 214 ABC, Aspen, Colorado 81611. The principal office mailing address is c/o Four Peaks Development, LLC, P.O. Box S, Aspen, Colorado 81612.

**ARTICLE 8  
MEMBERS**

The Association shall have one (1) category of members as set forth in the Bylaws of the Association. All members of the Association shall be voting members.

**ARTICLE 9  
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by members representing not less than sixty-seven percent (67%) of the total votes entitled to be cast on Association matters. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by

the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

**ARTICLE 10  
AMENDMENT**

The provisions of these Articles may be amended or terminated, in whole or in part, from time to time, upon the written consent of members of the Association representing not less than sixty-seven percent (67%) of the total votes entitled to be cast on Association matters.

**ARTICLE 11  
INCORPORATOR**

The name of the incorporator and the person 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 Garfield & Hecht, P.C., whose address is 601 East Hyman Avenue, Aspen, Colorado 81611, Attention: Chris LaCroix.

Dated this 16<sup>th</sup> day of May 2006.

GARFIELD & HECHT, P.C.

By: 

Chris LaCroix

With the execution of this document, the undersigned hereby assents to the undersigned's appointment as initial registered agent of Top of Mill Affordable Housing Residences Association, as set forth in the Articles of Incorporation of Top of Mill Affordable Housing Residences Association.

Signed this 16<sup>th</sup> day of May 2006.

GARFIELD & HECHT, P.C.

By: 

Chris LaCroix

