

Corporations Section
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9981040333 M

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SECRETARY OF STATE
03-02-98 16:23:35

ARTICLES OF INCORPORATION
OF A COLORADO NONPROFIT
CORPORATION

Please include a typed
self-addressed envelope

The undersigned person(s) acting as incorporator(s) of a nonprofit corporation under the Colorado Nonprofit Corporation Act execute(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the nonprofit corporation is: The Water Place Homeowners Association

SECOND: The address of the initial registered office of the nonprofit corporation in Colorado is: 130 S. Galena St., Aspen, CO 81611

(Address must include building number and suite number, street [or rural route number], town or city and zip code. Include a P.O. Box if mailing address is different from street address)

and the name of its initial registered agent at such address is John P. Worcester

THIRD: The nonprofit corporation (will/~~will not~~) (circle one) have members.

FOURTH: Provisions regarding the distribution of assets on dissolution are: The assets of the Association
shall be allocated to the members in the same proportions as the number
of lots owned by each member.

FIFTH: The nonprofit corporation shall have 3 directors who shall serve as the initial board of directors.

The name and address of each director is: (This information is not required)

NAME OF DIRECTOR

ADDRESS (Include zip code)

Amy L. Margerum

130 S. Galena St., Aspen, CO 81611

Randy Ready

130 S. Galena St., Aspen, CO 81611

SIXTH: The name(s) and address(es) of each incorporator(s) is:

NAME OF INCORPORATOR(S)

ADDRESS (include zip code)

Stephen Barwick

130 S. Galena St., Aspen, CO 81611

The signature of each incorporator:

Stephen Barwick

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Revised 7/95

ARTICLES OF INCORPORATION

THE WATER PLACE HOMEOWNERS ASSOCIATION

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation under the Colorado Nonprofit Corporation Act.

ARTICLE 1

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\$ 50.00
SECRETARY OF STATE
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NAME

The name of this corporation is THE WATER PLACE HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE 2

DURATION

The duration of the Association shall be perpetual.

ARTICLE 3

PURPOSE AND POWERS OF ASSOCIATION


3.1 The Association shall operate the Common Interest Community known as the City of Aspen Water Treatment Plant and Affordable Housing Project SPA and Subdivision ("Water Place"), located in the City of Aspen, County of Pitkin, Colorado, in accordance with the powers set forth in the Colorado Common Interest Ownership Act, as amended, and the Colorado Nonprofit Corporation Act, as amended.

3.2 The Association shall promote the health, safety, welfare, and common benefit of the residents of the Common Interest Community.

3.3 The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights, and privileges which are granted to a Common Interest Community Association under the laws of the State of Colorado and the Declaration, Bylaws, Rules and Regulations, and other governing documents of the Association.

3.4 The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or interference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

3.5 The Association is vested with the obligation of operation and maintenance of the common areas of Water Place Subdivision, pursuant to the Declaration of Covenants, Conditions and Restrictions filed for record in the office of the Clerk and Recorder of Pitkin County, Colorado.


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3.6 The Board of Directors and the officers of the Corporation shall have no personal liability to the Corporation or its members for monetary damages arising from breach of fiduciary duty as a Director or officer except as expressly limited by the provisions of Colorado Revised Statutes 7-22-101(r). The Corporation shall indemnify the Directors and the officers as contemplated in Colorado Revised Statutes 7-22-101.5.

ARTICLE 4

NONPROFIT

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE 5

MEMBERSHIP RIGHTS AND QUALIFICATIONS

5.1 The classes, rights, and qualifications and the manner of election or appointment of members are as follows:

- (a) the members shall be of one (1) class, Owners who own Lots are defined in the Declaration;
- (b) any person who holds title to a Lot in Water Place shall be a member of the Association, provided that there shall be only one (1) membership for each Lot owned;
- (c) membership shall be automatically transferred upon the conveyance of that Lot;
- (d) voting shall be one (1) vote per Lot, and the vote to which each membership is entitled is the vote assigned to its Lot in the Declaration;
- (e) if a Lot is owned by more than one (1) person, those persons shall agree among themselves how a vote for that Lot's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Lots membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Lot objects at the time the vote is cast, in which case such membership's vote shall not be counted.

ARTICLE 6

DECLARANT RESERVED RIGHTS

The Declaration of Water Place shall have additional rights and qualifications as may be provided under the Colorado Common Interest Ownership Act and the Declaration. During the period of Declarant control, the Declarant, or persons designated by Declarant, subject to certain limitations, may appoint and remove the officers and members of the Board of Directors. The period of Declarant control terminates sixty (60) days after the conveyance of seventy-five percent (75%) of the Lots that



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may be created to Owners other than Declarant. The Declarant may voluntarily surrender the right to appoint and remove officers and Directors before termination of the periods of Declarant control, but in that event the Declarant may require, for the duration of the period of Declarant control, that specified actions of the Association or Board of Directors, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective. Not later than sixty (60) days after conveyance of twenty-five percent (25%) of the Lots that may be created to Owners other than Declarant, at least one (1) member, and not less than twenty-five percent (25% of the members of the members of the Board of Directors, shall be elected by Owners other than the Declarant. Not later than sixty (60) days after conveyance of fifty percent (50%) of the Lots that may be created to Owners other than Declarant not less than one-third (1/3) of the members of the Board of Directors must be elected by Owners other than Declarant.

ARTICLE 7

REGISTERED AGENT FOR SERVICE AND ADDRESS

The initial registered agent of the Association shall be John P. Worcester at the registered address of 130 S. Galena Street, Aspen, Colorado 81611.

ARTICLE 8

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:

Amy L. Margerum
130 S. Galena Street
Aspen, Colorado 81611

Randy Ready
130 S. Galena Street
Aspen, Colorado 81611

Stephen Barwick
130 S. Galena Street
Aspen, Colorado 81611

ARTICLE 9

INCORPORATOR

The name and address of the incorporator is:

Stephen Barwick
130 S. Galena Street
Aspen, Colorado 81611

