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**Articles of Incorporation for a Nonprofit Corporation**

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Hickory Commons Association.  
*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 700 N. College Avenue  
*(Street number and name)*

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Fort Collins CO 80524  
*(City) (State) (ZIP/Postal Code)*

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United States  
*(Province – if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)*

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*(Street number and name or Post Office Box information)*

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*(City) (State) (ZIP/Postal Code)*

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*(Province – if applicable) (Country)*

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name  
 (if an individual) Meserlian Charles L.  
*(Last) (First) (Middle) (Suffix)*

**OR**  
 (if an entity)  
*(Caution: Do not provide both an individual and an entity name.)*

---

Street address 700 N. College Avenue  
*(Street number and name)*

---

Fort Collins CO 80524  
*(City) (State) (ZIP Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_  
(City) CO \_\_\_\_\_  
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Meserlian Charles L.  
(Last) (First) (Middle) (Suffix)

**OR**

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

700 N. College Avenue  
(Street number and name or Post Office Box information)

Fort Collins CO 80524  
(City) (State) (ZIP/Postal Code)  
United States  
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See Attachment

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Martell James A.  
(Last) (First) (Middle) (Suffix)  
145 N. College Avenue  
(Street number and name or Post Office Box information)  
Unit E  
Fort Collins CO 80524  
(City) (State) (ZIP/Postal Code)  
United States  
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**ATTACHMENT TO  
ARTICLES OF INCORPORATION  
OF  
HICKORY COMMONS ASSOCIATION**

**ARTICLE I. INDEMNIFICATION OF DIRECTORS**

The Association shall indemnify its Directors to the full extent permitted by Colorado law.

**ARTICLE II. LIMITATION OF LIABILITY**

No Director shall be liable to the Association or to its members for monetary damages for breach of fiduciary duty as a Director; except that this provision shall not limit the liability of a Director to the Association for monetary damages for any breach of the Director's duty of loyalty to the Association or to its members, acts or omissions not in good faith, or that involve intentional misconduct or a knowing violation of law or any transaction in which the Director directly or indirectly derived an improper personal benefit.

No Director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee of the Association unless such Director or officer was personally involved in the situation giving rise to the litigation or unless such Director or officer committed a criminal offense in connection with such situation.

The protection afforded in this Article shall not restrict other common law protections and rights that a Director or officer may have.

**ARTICLE III. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Association, the Board of Directors shall provide for the distribution of all assets and liabilities of the Association in the following manner:

- (a) All liabilities and obligations of the Association shall be paid and discharged or adequate provisions shall be made for payment.
- (b) All assets held by the Association requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.
- (c) Any remaining assets may be distributed to such Persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Nonprofit Corporation Act and which is not inconsistent with these Articles of Incorporation.