

NONPROFIT

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
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BALDRIDGE SUBDIVISION HOMEOWNERS ASSOCIATION OF WELD COUNTY

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a nonprofit corporation (hereinafter sometimes referred to as the "Corporation") under the Colorado Nonprofit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Baldrige Subdivision Homeowners Association of Weld County.

ARTICLE II

Period of Duration

The Corporation shall exist in perpetuity.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The purpose of the Corporation is to manage the Baldrige Subdivision located in Weld County, Colorado and to perform all functions necessary to further the interests of the owners of lots in the common interest community and the members of the Baldrige Subdivision Homeowners Association of Weld County.

Section 2. Powers. Corporation shall have all powers necessary and desirable to effectuate such purposes. The Corporation shall have every power and may exercise every right and privilege allowed under the Colorado Nonprofit Corporation Act.

Section 3. Dissolution. The Corporation may be dissolved in any manner allowed under the Colorado Nonprofit Corporation Act. Upon dissolution, the assets of the Corporation shall be distributed pursuant to the provisions of the Declaration of Covenants, Conditions and Restrictions for Baldrige Subdivision Homeowners Association of Weld County.

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ARTICLE IV

Board of Directors

Section 1. **General.** The business and the affairs of the Corporation shall be managed by a Board of not less than one (1) nor more than ten (10) directors, as such may be determined from time to time by the bylaws of the Corporation. No decrease in the number shall have the effect of shortening the term of any incumbent director.

Section 2. **Initial Board of Directors.** The initial directors of the Corporation who shall serve until successors have been elected and qualified are as follows:

Name	Address
Dennis Egge	c/o IBC Company, Inc. P.O. Box 309 Windsor, CO 80550

ARTICLE V

Members

The Corporation shall have members comprised of any person, firm, corporation, partnership, association, limited liability company, or other legal entity, or combination thereof, who owns one or more units in the Baldrige Subdivision. The Corporation shall have two classes of voting members. Class A members shall be all owners, with the exception of the Declarant identified under the Declaration of Covenants, Conditions and Restrictions for Baldrige Subdivision Second Filing ("Declarant") for so long as Declarant holds Class B voting rights. Class A members shall be entitled to one vote for each lot owned in the Baldrige Subdivision. Class B members shall be the Declarant who shall be entitled to three votes for each lot owned by it. Class B membership may be converted into Class A membership at the option of the Declarant pursuant to the terms of the Declaration. Cumulative voting shall not be allowed.

ARTICLE VI

Indemnification and Liability

Section 1. **Indemnification.** The directors, officers, employees, and agents of the Corporation shall be entitled to the indemnification rights set forth in the Colorado Nonprofit Corporation Act pursuant to the provisions of C.R.S. 7-22-101.5. The directors and officers of the Corporation shall have the benefit of the same limitations on personal liability, for any injury to personal property arising out of a tort as set forth in C.R.S. 7-108-402, as said statute exists or may hereafter be amended, and as incorporated into the Colorado Nonprofit Corporation Act pursuant to the provisions of C.R.S. 7-22-101.5. Any reference in said statutory section to "shareholders" shall be construed to refer to voting members, if any, for the purposes of this Article.

Section 2. **Liability of Directors.** Pursuant to the Colorado Revised Statutes, § 7-22-102(1.5) and 7-22-101(1)(r), the personal liability of a director to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director is hereby eliminated. However, this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages for: any breach of the director's duty of loyalty to the Corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; illegal loans made by the Corporation to its directors or officers; or any transaction from which the director derived an improper personal benefit.

ARTICLE VII

Amendments

These Articles of Incorporation may be amended, altered, or repealed in the manner prescribed by the Colorado Nonprofit Corporation Act.

ARTICLE VIII

Initial Office and Agent

Section 1. **Generally.** The street address of the initial registered office of the Corporation is 650 Innovation Circle, Windsor, Colorado 80550.

Section 2. **Registered Agent.** The name of the initial registered agent at the address above is Dennis Egge.

Section 3. **Principal Place of Business.** The street address of the principal place of business is 650 Innovation Circle, Windsor, Colorado 80550.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Name	Address
Dennis Egge	c/o IBC Company, Inc. P.O. Box 309 Windsor, CO 80550

WITNESS my hand this 24th day of October, 2000.

[Signature]
Dennis Egge

STATE OF COLORADO
COUNTY OF Larimer) ss.

I, Kricia S. Romero, a notary public, hereby certify that on the 24th day of October, 2000, personally appeared before me Dennis Egge, who being first duly sworn, severally declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of October, 2000.

My commission expires: 5/15/2001

Kricia S. Romero
Notary Public



Dennis Egge hereby consents to appointment as the initial registered agent for Baldrige Subdivision Homeowners Association of Weld County.

[Signature]
Dennis Egge,
Initial Registered Agent