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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 Arrowhead Centre Condominium 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 3003 E. Harmony Road, Ste. 400
(Street number and name)

Fort Collins CO 80528
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

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

(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)

(Last) (First) (Middle) (Suffix)

OR

(if an entity) Everitt Enterprises, Inc.
(Caution: Do not provide both an individual and an entity name.)

Street address 3003 E. Harmony Road, Ste. 400
(Street number and name)

Fort Collins CO 80528
(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) Fonfara Joseph H.

(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____

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

Mailing address Hasler, Fonfara and Goddard LLP

(Street number and name or Post Office Box information)

125 S. Howes, 6th Floor

Fort Collins CO 80521

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

(Province – if applicable) United States

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

Provisions regarding the distribution of assets on dissolution are included in an 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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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.

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

<u>Fonfara</u>	<u>Joseph</u>	<u>H.</u>	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>Hasler, Fonfara and Goddard LLP</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>P.O. Box 2267</u>			
<u>Fort Collins</u>	<u>CO</u>	<u>80522</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>	<u></u>	
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(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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**ARTICLES OF INCORPORATION
OF
ARROWHEAD CENTRE CONDOMINIUM ASSOCIATION**

These Articles of Incorporation are filed for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act, pursuant to § 7-122-102, Colorado Revised Statutes.

ARTICLE I

NAME

The name of this corporation shall be Arrowhead Centre Condominium Association. For purposes of these Articles, this corporation is hereinafter referred to as the “Association.”

ARTICLE II

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

Section 3.01. General Purposes. The Association is organized to be and constitute the Association to which reference is made in the Declaration for Arrowhead Condominiums (“Declaration”). The Declaration is executed or to be executed by Centre Avenue Residences, LLC, a Colorado limited liability company. The Declaration is recorded or to be recorded in the office of the Clerk and Recorder of Larimer County, Colorado. The Declaration relates to real property in the City of Fort Collins, County of Larimer, State of Colorado, which is subject to the Declaration as provided therein (the “Project”). The Association is not organized in contemplation of pecuniary gain or profit to its members (the “Members”).

Section 3.02. Specific Purposes. The specific purposes for which the Association is organized are:

(a) to provide for the operation, administration, use and maintenance of the Common Elements in the condominium community known as Arrowhead Condominiums in the City of Fort Collins, County of Larimer, State of Colorado, and to carry out the other duties delegated to the Association under the Declaration and the Colorado Common Interest Ownership Act, C.R.S. §§ 38-33.3-101 through 319 (as amended from time to time, "CIOA");

(b) to preserve, protect and enhance the values and amenities of the Project;
and

(c) to promote the health, safety and welfare of the Owners.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

Section 3.03. Powers. The Association shall have all of the powers which a nonprofit corporation may exercise under the Colorado Revised Nonprofit Corporation Act and which are granted to it pursuant to CIOA, as amended from time to time.

ARTICLE IV

OFFICES

Section 4.01. Registered Office and Agent. The initial registered office of the Association shall be at 3003 East Harmony Road, Suite 400, Fort Collins, Colorado 80528. The initial registered agent of the Association, whose business office is identical with such registered office, is Everitt Enterprises, Inc.

Section 4.02. Principal Office. The initial principal office of the Association shall be at 3003 East Harmony Road, Suite 400, Fort Collins, Colorado 80528.

ARTICLE V

EXECUTIVE BOARD

Section 5.01. Executive Board. The affairs of the Association shall be managed by an Executive Board. The duties, qualifications, number and term of directors and the manner of their election, appointment and removal shall be as set forth in the Bylaws and the Declaration.

Section 5.02. Initial Executive Board. The number of members of the first Executive Board shall be three (3). The names and addresses of the persons who are to serve as the initial directors are as follows:

Name	Address
Stanley K. Everitt	3003 E. Harmony Road, Ste. 400 Fort Collins, Colorado 80528
David G. Everitt	3003 E. Harmony Road, Ste. 400 Fort Collins, Colorado 80528
Alan C. Line	3003 E. Harmony Road, Ste. 400 Fort Collins, Colorado 80528

The number of members of the Executive Board may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of members of the Executive Board be less than three (3).

ARTICLE VI

INCORPORATOR

The name and address of the incorporator are as follows:

Name	Address
Joseph H. Fonfara	Hasler, Fonfara and Goddard LLP 125 S. Howes, 6 th Floor Fort Collins, Colorado 80521

ARTICLE VII

MEMBERS AND VOTING RIGHTS

Section 7.01. Members. The Association shall have one (1) class of Members. Each owner of a Unit within the Project shall be a Member of the Association.

Section 7.02. Voting Rights of Members. There shall be one (1) membership appurtenant to each Unit within the Project. Each membership shall be allocated one (1) vote for each Unit owned by such membership. The total number of votes which may be cast in connection with any matter shall be equal to the total number of Units then existing within the Project.

Section 7.03. Proxy Voting. A Member entitled to vote may vote in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact.

Section 7.04. Cumulative Voting. Cumulative voting by Members in elections for Directors shall be permitted.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved only upon termination of the Declaration and Project with the assent given in writing and signed by not less than sixty-seven percent (67%) of the voting power allocated to the memberships. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets, as set forth below, shall be mailed to every Member at least ninety (90) days in advance of any action taken. Upon dissolution of the Association either voluntarily as set forth above, by operation of law or otherwise, all assets of the Association shall be deemed to be owned in common by the Members at the date of dissolution with each Member's interest in such assets to be equal to such Member's interest in the General Common Elements of the Project.

ARTICLE IX

MISCELLANEOUS

Section 9.01. Bylaws. The Association shall have the power to make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Colorado or with the Declaration, for the administration and regulation of the affairs of the Association. The initial Bylaws of the Association shall be adopted by the Executive Board. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Members, except as may be provided in the Bylaws.

Section 9.02. Amendment of Articles. The Association may amend these Articles of Incorporation from time to time in accordance with the Colorado Revised Nonprofit Corporation Act in any and as many respects as may be desired so long as the Articles of Incorporation as amended contain only such provisions as are lawful under that Act and so long as the Articles of Incorporation as amended shall not be contrary to or inconsistent with any provision of the Declaration.

Section 9.03. Definitions. The capitalized terms in these Articles of Incorporation shall have the same meaning as any similarly capitalized terms defined in the Declaration.