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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:

2534 Professional Plaza, Inc.

*(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:

7257 West 4th Street

*(Street name and number)*

Greeley

*(City)*

CO

*(State)*

80634

*(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):

Droegemueller

*(Last)*

Glen

*(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:

1035 37th Avenue Court

*(Street name and number)*

Greeley

*(City)*

CO

*(State)*

80634

*(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)

**White** **Steven** **M.**  
\_\_\_\_\_  
*(Last)* *(First)* *(Middle)* *(Suffix)*

**OR** (if a business organization)

**7257 West 4th Street**  
\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

**Greeley** **CO** **80634**  
\_\_\_\_\_  
*(City)* *(State)* *(Postal/Zip Code)*  
**United States**  
\_\_\_\_\_  
*(Province – if applicable)* *(Country – if not US)*

(if an individual)

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

**OR** (if a business organization)

**7257 West 4th Street**  
\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

**Greeley** **CO** **80634**  
\_\_\_\_\_  
*(City)* *(State)* *(Postal/Zip Code)*  
**United States**  
\_\_\_\_\_  
*(Province – if applicable)* *(Country – if not US)*

(if an individual)

**Traynor** **Robert** **M.**  
\_\_\_\_\_  
*(Last)* *(First)* *(Middle)* *(Suffix)*

**OR** (if a business organization)

**2528 West 16th Street**  
\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

**Greeley** **CO** **80634**  
\_\_\_\_\_  
*(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:

Droegemueller	Glen		
(Last)	(First)	(Middle)	(Suffix)
1035 37th Avenue Court			
(Street name and number or Post Office Box information)			
Greeley			
(City)	CO	80634	
	(State)	(Postal/Zip Code)	
United States			
(Province – if applicable)		(Country – if not US)	

*(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.)*

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ATTACHMENT TO ARTICLES OF INCORPORATION  
OF  
2534 PROFESSIONAL PLAZA, INC.

The following is hereby attached to and shall be a part of the Articles of Incorporation of 2534 Professional Plaza, Inc., as duly filed with the Office of the Secretary of State of the State of Colorado.

ARTICLE I PURPOSES AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are as follows:

1.1 The Association is organized exclusively for the purpose of constituting an Association pursuant to the Declaration of Covenants, Conditions and Restrictions, for 2534 Professional Plaza, recorded or to be recorded in the Larimer County, Colorado records (the "Declaration"). The terms used in these Articles shall be defined by the Declaration or any amendments to the Declaration. The purpose of the Association shall be to provide for an entity for the furtherance of the interests of all Members, including the Declarant named in the Declaration.

1.2 The Association shall perform all functions, duties and obligations created or established by the Declaration.

1.3 The Association shall preserve, protect and enhance the values and amenities of the 2534 Professional Plaza, and shall promote the health, safety, welfare and common benefit of the Members of the Association.

1.4 The Association shall have and exercise any and all powers, rights and privileges which are granted to an Association, as amended, the Colorado Revised Non-Profit Corporation Act, as amended, and the Declaration, Bylaws, Rules and Regulations, and any other governing documents of the Association.

1.5 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 inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

## ARTICLE II NON-PROFIT

The Association shall be a non-profit corporation, without shares of stock. No part of the earnings of the Association shall inure to the benefit of or be distributed to the Members, Directors or Officers of the Association, or other private Persons, except (1) as provided by these Articles and applicable law, and (2) that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in these Articles and the Declaration.

## ARTICLE III MEMBERSHIP

3.1 Every Owner of a Building Envelope within the Property that is or becomes subject to the Declaration by virtue of being an Owner, and for so long as the Person is an Owner, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of such Building Envelope. No Owner, whether one (1) or more Persons, shall have more than one (1) membership per Building Envelope owned, but all of the Persons owning each Building Envelope shall be entitled to the rights of membership and of use and enjoyment appurtenant to such ownership. An Owner shall not transfer, pledge or alienate membership in the Association in any way except upon the sale or encumbrance of a Building Envelope and then only to the purchaser or Mortgagee of the Building Envelope.

3.2 The Association shall have at least one (1) class of voting membership comprising of all Owners, including Declarant. The Bylaws may set forth additional classifications of membership from time to time. All Members shall be entitled to vote on Association matters. The number of votes shall be determined by reference to the recorded Declaration and any Supplements before a vote of the members occurs. When

more than one (1) Person is the Owner of any Building Envelope, all such Persons shall be Members. A vote for such Building Envelope may be exercised by one (1) Person or in the alternative, such Persons as the Owners themselves determine. If more than one (1) of the multiple Owners are present at a meeting in person or by proxy, the vote allocated to their Building Envelope may be cast only by agreement of the majority interest of the Owners. There shall be deemed to be a majority agreement if anyone (1) of the multiple Owners casts the vote allocated to that Building Envelope without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Building Envelope.

3.3 Notwithstanding the foregoing, until the expiration of the Period of Declarant Control, the Declarant shall have the rights provided to Declarant under the Declaration recorded in the real estate records of the Clerk and Recorder of Larimer County, Colorado, including the exclusive powers to appoint and remove the Board of Directors and the Officer or Officers of the Association.

3.4 The membership qualifications, rights and obligations shall be defined by and comply with the Declaration or any amendments to the Declaration.

#### ARTICLE IV DISSOLUTION

The Association may be dissolved only with the assent given in writing and signed by the Members entitled to cast sixty-six percent (66%) of the votes in the Association. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be disposed of in accordance with the provisions of the Declaration and, to the extent not so provided, may be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created.

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:

4.1 All liabilities and obligations of the Association shall be paid and discharged or adequate provisions shall be made for payment.

4.2 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.

4.3 Assets received and held by the Association not subject to liabilities, conditions or use limitations as specified above shall be distributed to the Owners of Building Envelopes pro rata according to ownership interest as provided by the Declaration.

4.4 Any remaining assets may be distributed to such Persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or non-profit, as may be specified in a plan of distribution adopted pursuant to the Colorado Revised Non-Profit Corporation Act and which is not inconsistent with these Articles of Incorporation.

## ARTICLE V BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Association. The Board of Directors may alter, amend and repeal the Bylaws.

## ARTICLE VI - BOARD OF DIRECTORS

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

Steven M. White    Richard Miner  
7257 West 4th Street    7257 West 4th Street  
Greeley, CO 80634    Greeley, CO 80634

Dr. Robert M. Traynor  
2528 West 16th Street  
Greeley, CO 80634

6.2 The Directors of the Association may be increased or decreased at any time by adoption of an amendment to the Bylaws, but in no event shall the number of Directors be less than three (3). In the absence of any provision in the Bylaws fixing the number of Directors, the number shall be the same as provided in these Articles of Incorporation.

## ARTICLE VII INDEMNIFICATION OF DIRECTORS

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

## ARTICLE VIII LIMITATION OF LIABILITY

8.1 The personal liability of a Director to the Association or its Members for monetary damages for breach of fiduciary duty as a Director is limited to the full extent provided by Colorado law.

8.2 The Directors, officers, employees and Members of the Association shall not, as such, be liable on its obligations.

8.3 Directors shall not be liable for actions taken or omissions to act in the performance of corporate duties except for wanton and willful acts or omissions.

[END OF ATTACHMENT TO ARTICLES OF INCORPORATION]

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