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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

MAPLE MASTER 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

375 E. Horsetooth Road

*(Street number and name)*

Suite 3-100

Fort Collins

*(City)*

CO

*(State)*

80525

*(ZIP/Postal Code)*

United States

*(Country)*

*(Province – if applicable)*

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)*

Morrison

*(Last)*

Justin

*(First)*

M.

*(Middle)*

*(Suffix)*

**OR**

*(if an entity)*

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

Street address

375 E. Horsetooth Road

*(Street number and name)*

Suite 3-100

Fort Collins

*(City)*

CO

*(State)*

80525

*(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) Morrison Justin M.  
*(Last)* *(First)* *(Middle)* *(Suffix)*

OR

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

Mailing address 375 E. Horsetooth Road  
*(Street number and name or Post Office Box information)*

Suite 3-100  
Fort Collins CO 80525  
*(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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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Johnson	Jeffrey	J.	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
Myatt Brandes & Gast PC			
<small>(Street number and name or Post Office Box information)</small>			
323 S. College Ave., Suite 1			
Fort Collins		CO	80524
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
United States			
<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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**ATTACHMENT  
TO  
ARTICLES OF INCORPORATION  
FOR  
MAPLE MASTER ASSOCIATION  
(A Colorado Nonprofit Corporation)**

**ARTICLE 15.1 PURPOSES AND POWERS.**

15.1.1 The Association shall manage the business and affairs of the Lot Owners within Penny Flats Subdivision First Replat, a replat of Lot 1, Penny Flats Subdivision, City of Fort Collins, County of Larimer, State of Colorado, as recorded with the Larimer County Clerk and Recorder on November 2, 2010, at Reception Number 20100067556 ("Properties"). The Lots are as follows:

Lot 1A, Penny Flats Subdivision, First Replat, County of Larimer, State of Colorado ("Lot 1A")

Lot 1B, Penny Flats Subdivision, First Replat, County of Larimer, State of Colorado ("Lot 1B")

Lot 1, Penny Flats Subdivision, First Replat, County of Larimer, State of Colorado ("Lot 1")

15.1.2 The specific purpose for which the Association is formed is to assist the Lot 1A Owner, Lot 1B Owner, and the Penny Flats Condominium Association, a Colorado nonprofit corporation, on behalf of Lot 1 ("Penny Flats Condominium Association") in the administration of their respective rights and responsibilities under the First Amended and Restated Reciprocal Easement and Maintenance Agreement dated November 15, 2010, as recorded with the Larimer County Clerk and Recorder on November 18, 2010, at Reception No. 20100071717, and the Trash Disposal Addendum to First Amended and Restated Reciprocal Easement and Maintenance Agreement dated January 14, 2011, as recorded with the Larimer County Clerk and Recorder on January 14, 2011, at 20110003693 (collectively the "REMA").

15.1.3 The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights, and privileges under these Articles of Incorporation, Bylaws, Rules and Regulations, and other governing documents of the Association, and such other Colorado laws as may apply to the Association.

15.1.4 The foregoing statements of purposes shall be construed as statements 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 15.2 DEFINITIONS.**

Terms appearing in this attachment are as defined in the REMA, or if not defined in the REMA, then as defined in the Colorado Revised Nonprofit Corporation Act ("Act").

**ARTICLE 15.3 MEMBERSHIP AND VOTING.**

15.3.1 There are three (3) Members in the Association. The Owner of Lot 1A is a Member, the Owner of Lot 1B is a Member and the Penny Flats Condominium Association, on behalf of Lot 1 is a Member. The Penny Flats Condominium Association is the Member in the Association on behalf of the individual owners of condominium units within Lot 1. This Membership shall be automatically transferred upon the conveyance of Lot 1A or Lot 1B, or to any successor in interest to the Penny Flats Condominium Association on behalf of Lot 1.

15.3.2 The Members shall be of one class. The Members shall elect all directors on the Board of Directors.

15.3.3 The Members shall have the voting rights described in this Article 15.3. Each Lot shall be allocated one (1) vote. The votes shall be cast by the Member and, if the Lot is owned by multiple Owners, those Owners shall designate among themselves a single Owner who is entitled to cast the Membership vote. The Penny Flats Condominium Association is allocated the one (1) Membership vote for Lot 1.

**ARTICLE 15.4 BOARD OF DIRECTORS.**

15.4.1 The business and affairs of the Association shall be conducted, managed and controlled by the Board of Directors, shall exercise all powers conferred on the Association by these Articles of Incorporation, the Bylaws, and the Act.

15.4.2 The Board of Directors shall consist of not less than one (1), and not more than three (3) individuals, the specific number to be set forth from time to time by Resolution of the Board of Directors.

15.4.3 The initial Board of Directors shall consist of three (3) persons.

**ARTICLE 15.5 LOT OWNER CONTINUING RESPONSIBILITIES.**

The Lot 1A Owner, Lot 1B Owner, and the Penny Flats Condominium Association on behalf of Lot 1 remain subject to the terms and conditions of the REMA, including all rights and responsibilities as parties thereunder, notwithstanding the filing of these Articles of Incorporation for the Association. By way of example and not limitation, the parties retain their respective rights and responsibilities under the REMA including Section 11, Maintenance of Easement Area, Section 16, Indemnification, and Section 17, Insurance and Waiver of Subrogation as set forth the REMA.

**ARTICLE 15.6 LIABILITY OF BOARD OF DIRECTOR MEMBERS.**

Any Director on the Board of Directors, and any officer of the Association, shall not be liable to the fullest extent permitted by law for any monetary damages, for breach of the fiduciary duty as a director, or for any other actions or omissions in the performance of such director's duties, except for wanton and willful acts or omissions.

**ARTICLE 15.7 DISSOLUTION.**

The Association may be dissolved only by written agreement of Members to which at least two-thirds (2/3) of the votes in the Association are allocated. In connection with the 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:

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

15.7.2 All assets held by the Association that require a return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

15.7.3 Assets received and held by the Association not subject to liabilities, conditions or use limitations as specified above shall be distributed to the Members in equal one-third (1/3) interests.

15.7.4 Any remaining assets may be distributed to such persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Act, and which is not inconsistent with these Articles of Incorporation.

**ARTICLE 15.8 AMENDMENT.**

These Articles may be amended (by either modifying or deleting any existing provisions or adding new provisions by the affirmative vote of the Members to which at least two-thirds (2/3) of the votes in the Association are allocated.