

**ARTICLES OF INCORPORATION
OF
WESTGATE COMMERCIAL CENTER ASSOCIATION**

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The undersigned incorporator, being more than twenty-one years of age hereby forms a not-for-profit corporation under and pursuant to the Colorado Nonprofit Corporation Act, and adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is Westgate Commercial Center Association, hereinafter referred to as the "Association".

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Association is located at 320 North College Avenue, Fort Collins, Colorado 80524.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Association's initial registered office is 320 North College Avenue, Fort Collins, CO 80524, and the name of its initial registered agent at that office is Stephen J. Schrader.

ARTICLE IV. DURATION

The Association shall have perpetual duration.

ARTICLE V. PURPOSES AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof. The purpose for which it is formed is to act as the Owners Association pursuant to that Declaration of Easements, Covenants and Conditions (hereinafter the "Declaration") which governs the Westgate Commercial Center located on the real property including Lots 1-5 inclusive, Westgate Commercial Center Subdivision (hereinafter the "Subdivision") in the Town of Windsor, County of Larimer, State of Colorado according to the plat thereof recorded in the office of the Clerk and Recorder of Larimer County, Colorado, and such other property as may subsequently be made subject to the Declaration. As such Owners' Association, it is charged to promote the health, safety and welfare of the Owners of property subject to the Declaration and provide for the maintenance, preservation, replacement and general management and control of said property. For these purposes the Association may:

(a) Exercise all of the powers and privileges and performs all of the duties and obligations of the Association as set forth in the Declaration; and

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(b) To the extent consistent with the Declaration, have and exercise any and all powers, rights and privileges to which a corporation organized under the Colorado Non profit Corporation Act is entitled, as the same may now or, as amended hereafter, provide.

ARTICLE VI. MEMBERSHIP

Every person or entity who is the record owner of a fee, or undivided fee, interest in any Lot in the Subdivision shall be a member of the Association. Persons or entities who hold only a Security Interest in a Lot shall not be members of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of a Lot.

ARTICLE VII. VOTING RIGHTS

Voting rights in the Association shall be allocated among the Owners in the Subdivision based upon the total square footage of all Lots in the Subdivision, as such Lots are defined in the Declaration. Each lot Owner shall have votes proportionate to the square footage that Owner's lot bears to the entire square footage of all Lots in the Subdivision. If additional lots are made subject to the Declaration, then those additional lots shall received voting rights in accordance with such formula. Cumulative voting shall be allowed in the election of directors.

ARTICLE VIII. BOARD OF DIRECTORS

(a) The business and affairs of the Association shall be conducted, managed and controlled by a Board of not less than three Directors. Such Board of Directors shall exercise all of the powers conferred on the Association by these articles, the by-laws, the Declaration and the laws of the State of Colorado.

(b) The initial Board of Directors shall consist of the following three persons, who shall serve until the first annual meeting of the members or until their successors shall be elected and qualified.

NAME	ADDRESS
Wayne K. Schrader	320 North College Avenue Fort Collins, CO 80524
Stephen J. Schrader	320 North College Avenue Fort Collins, CO 80524
Perry W. Schrader	320 North College Avenue Fort Collins, CO 80524

(c) The number of members of subsequent boards and the election and replacement of directors shall be provided for in the by-laws of the Association.

ARTICLE IX. DISTRIBUTION OF ASSETS ON DISSOLUTION

The Association shall not be voluntarily dissolved unless the Declaration terminates. In the event of a voluntary dissolution of the Association upon termination of the Declaration, any property owned by the Association shall be distributed to the Owners of the Lots in the Subdivision in the same percentages as their voting rights.

ARTICLE X. LIMIT OF LIABILITY / INDEMNIFICATION

(a) All directors and officers of the Association shall have the benefit of the limitations on personal liability for injury to person or property arising out of tort as set forth in C.R.S. §7-108-402(2), which said Section is made applicable to non-profit corporations by C.R.S. §7-22-101.5.

(b) Each director, officer and employee, including a property manager, of the Association shall be indemnified by the Association against any expenses or liability, including attorneys' fees, incurred while acting as such director, officer or employee to the fullest extent permitted pursuant to Article 109 of Title 7, Colorado Revised Statutes as such Article is adopted by C.R.S. §7-22-101.5.

ARTICLE XI. AMENDMENTS

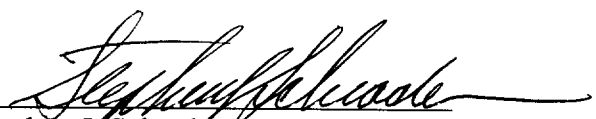
Amendments of these articles shall made in the manner required by the Colorado Non-Profit Corporation Act. An amendment shall require the affirmative vote of at least 75% of the votes entitled to be cast by members of the Association.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator is as follows:

NAME	ADDRESS
Stephen J. Schrader	320 North College Avenue Fort Collins, CO 80524

Dated: 10/13/ 1997


Stephen J. Schrader, Incorporator

