

ARTICLES OF INCORPORATION
OF
HARMONY MARKET OWNERS ASSOCIATION

I, the undersigned natural person, being of the age of eighteen years or more, a citizen of the United States and a resident of the State of Colorado hereby desire to incorporate a nonprofit corporation under the provisions of Article 20, Title 7, Colorado Revised Statutes (1973), as amended (the "Act"), and hereby adopt these Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation shall be "Harmony Market Owners Association," hereafter called the "Association."

ARTICLE II
Duration

The Association shall exist perpetually.

ARTICLE III
Definitions

The defined terms used but not defined in these Articles of Incorporation shall have the meanings ascribed to them in the Amended and restated Declaration of Establishment of Protective Covenants, Conditions, and Restrictions and Grants of Easements dated November 30, 1992, and recorded in the real property records of Larimer County, Colorado, at Reception No. 92078372, as amended and restated from time to time (the "Declaration").

ARTICLE IV
Purposes and Powers of the Association

1. Purposes. The purposes for which the Association is formed are:

(i) to administer and enforce the Declaration;

(ii) to own certain portions of the Common Areas (those portions of the Common Areas owned by the Association are sometimes referred to as the "Association Common Areas");

(iii) to provide for the use, improvement, maintenance, operation, and repair of the Common Areas including any improvements and amenities located thereon (provided, however, such purpose does not include capital improvements or maintenance for parking lot areas);

(iv) to provide for the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon;

(v) to provide for the distribution among the Owners the costs of the use, improvement, maintenance, and repair of the Common Areas including any improvements and amenities located thereon;

(vi) to provide for the health, safety, pleasure, recreation, and welfare of the Owners with respect to the Harmony Market Parcel and all or any portion of the Retained Parcel made subject to the Declaration;

(vii) to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by the Colorado Corporation Code, by any other law, or by these Articles of Incorporation; and

(viii) to engage in the transaction of all lawful business for which a corporation may be incorporated pursuant to the Colorado Corporation Code.

2. Powers. In furtherance of these purposes, the Association shall have full power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;

(d) borrow money and, with the assent of three-fourths (3/4) of the votes of the Members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Association Common Area to any public agency, authority, or utility as provided in the Declaration;

(f) annex additional property and open space, provided that, except as otherwise provided in the Declaration for Oak Farm's ability to unilaterally annex any portion of the Retained Parcel, any such annexation shall require the assent of three-fourths (3/4) of the votes of the Members; and

(g) have and to exercise any and all powers, rights, and privileges which an association incorporated under the laws of the State of Colorado by law may now or hereafter have or exercise.

ARTICLE V Members

Every Owner of a Site shall be a Member of the Association unless such membership is assigned to the Occupant of the Site as provided below. Each Member shall be entitled to one (1) vote for each twenty thousand (20,000) gross square foot increment of land owned in each Site. No votes shall be allowed for the ownership of a fraction of a twenty thousand (20,000) square foot increment of such property. Mortgagees or other Persons holding an interest in any Site as security for the performance of an obligation shall not be entitled to vote or to be a Member.

If all of the conditions in the following sentence are satisfied, the Owner of a Site may transfer to the Occupant of that Site all of the Owner's rights, duties, and obligations as a Member attributable to such Site. The conditions precedent for any such transfer by an Owner to an Occupant are as follows: (i) the Owner and the Occupant shall execute and deliver to the Association a written notice (the "Transfer Notice") reasonably satisfactory to the Association (which Transfer Notice may be in such form as the Association may require) stating that the Owner has transferred all of its rights, duties, and obligations as a Member attributable to a specified Site to the Occupant of that Site as provided herein and (ii) the Owner is not in default of any provision of these Articles, the Bylaws, or the Declaration. Any such transfer shall be effective for the period specified in the Notice of

