

**ARTICLES OF INCORPORATION  
THE RAINBOW RIDGE ESTATES HOMEOWNERS' ASSOCIATION, INC.  
(A NONPROFIT CORPORATION)**

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act.

**Article I. Name and Principal Office**

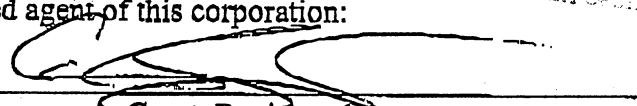
The name of this corporation is **THE RAINBOW RIDGE ESTATES HOMEOWNERS' ASSOCIATION, INC.** (referred to hereinafter as the "Association") and the principal office of the Association is 10276 Pike Road, Longmont, Boulder County, Colorado 80501.

**Article II. Registered Agent for Service and Address**

The initial registered agent of the Association shall be Cameron A. Grant at the registered address of 436 Coffman Street, Suite 200, P.O. Box 908, Longmont, Boulder County, Colorado 80502-0908.

I consent to the appointment as registered agent of this corporation:

FILED - CUSTOMER COPY  
DONETTA DAVENPORT  
COLORADO SECRETARY OF STATE

  
Cameron A. Grant, Registered Agent

**Article III. Duration**

The duration of the Association shall be perpetual.

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**Article IV. Purposes and Powers of Association**

4.01 The Association shall operate the common interest community known as Rainbow Ridge Estates, located in Boulder County, Colorado, in accordance with the Colorado Common Interest Ownership Act of the Colorado Revised Statutes, as amended, and Colorado Revised Nonprofit Corporation Act, as amended and the Declaration of Covenants, Conditions and Restrictions for Rainbow Ridge Estates, as amended (the "Declaration"). For the purposes of these Articles, capitalized terms contained herein shall have the same meaning as such terms defined in the Declaration.

4.02 The Association shall promote the health, safety, welfare, and common benefit of the residents of Rainbow Ridge Estates.

4.03 The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights, and privileges which are granted to a Common Interest

Community Association under the laws of the State of Colorado and the Declaration, Bylaws, Rules and Regulations, and other governing documents of the Association.

**4.04** 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 V. Dissolution**

In the event of dissolution of this Corporation, either voluntarily by the members hereof, by operation of law, or otherwise, then the assets of this Corporation shall be deemed to be owned by the members at the date of dissolution.

#### **Article VI. Nonprofit**

The Association shall be a nonprofit corporation, without shares of stock.

#### **Article VII. Membership Rights and Qualifications**

**7.01** The classes, rights, and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a lot in Rainbow Ridge Estates (hereinafter "Lot") shall be a member of the Association. There shall be one membership for each Lot owned within Rainbow Ridge Estates. This membership shall be automatically transferred upon the conveyance of that Lot. Voting shall be one vote per Lot, and the vote to which each membership is entitled is the vote assigned to its Lot in the Declaration of Rainbow Ridge Estates. If a Lot is owned by more than one person, those persons shall agree among themselves how a vote for that Lot's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co owner for the entire Lot's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Lot objects at the time the vote is cast, in which case such membership's vote shall not be counted.

**7.02** The members shall be of one class, Lot Owners who own Lots as defined in the Declaration. These Lot Owners shall elect all members of the Executive Board, following the period of Declarant control defined below.

**7.03** Notwithstanding the foregoing, the Declarant of Rainbow Ridge Estates shall have additional rights and qualifications as may be provided under the Colorado Common Interest Ownership Act and the Declaration, including the right to appoint members of the Executive Board as follows: During the Period of Declarant Control, the Declarant, or persons designated by him or her, subject to certain limitations, may appoint and remove the officers and members of the Executive Board. The period of Declarant control terminates no later than the earlier of: (1) Sixty days after conveyance of 75 percent of the Lots that may be created to Lot Owners other than the Declarant; (2) Two years after the Declarant has last conveyed a Lot in the ordinary course of business; or (3) Two years after any right to add new Lots was last exercised. The Declarant may voluntarily surrender the right to appoint and remove officers and Directors of the

Executive Board before termination of the period of Declarant control, but in that event, the Declarant may require, for the duration of the period of Declarant control, that specified actions of the Association or Executive Board, as described in a recorded instrument executed by the Declarant, be approved by the Declarant before they become effective.

7.04 Not later than 60 days after conveyance of 25 percent of the Lots that may be created to Lot Owners other than the Declarant at least one member, and not less than 25 percent of the members of the Executive Board shall be elected by Lot Owners other than the Declarant. Not later than 60 days after conveyance of 50 percent of the Lots that may be created to Lot Owners other than the Declarant, not less than one-third of the members of the Executive Board must be elected by Lot Owners other than the Declarant.

**Article VIII. Executive Board**

The initial Executive Board shall consist of three persons ("Directors"), and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of Directors be less than three. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified shall be listed in the Bylaws of the Association.

**Article IX. Incorporator**

The name and address of the incorporator is:


Cameron A. Grant  
436 Coffman Street, Suite 200  
P.O. Box 908  
Longmont, Colorado 80502-0908

**Article X. Amendment**

Amendment of these Articles shall require the assent of at least two-thirds of the members of the Association as provided in the Colorado Nonprofit Corporation Act.

**Article XI. Execution**

In Witness Whereof, the undersigned incorporator has signed these Articles in duplicate this 19<sup>th</sup> day of July, 2002.

  
Cameron A. Grant, Incorporator

The name [or names] and mailing address [or addresses] of the individual[s] who causes [cause] this document to be delivered for filing is [are] Cameron A Grant 436 Coffman St Ste 200 PO Box 908 Longmont Co 80502-0908