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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 Sail Lofts Owners 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 348 Lake Dillon Drive
(Street number and name)

Dillon CO 80435
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address P O Box 6539
(leave blank if same as street address) (Street number and name or Post Office Box information)

Dillon CO 80435-6539
(City) (State) (ZIP/Postal Code)

United States
(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) Shutler Blake
(Last) (First) (Middle) (Suffix)

OR

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

Street address 348 Lake Dillon Drive
(Street number and name)

Dillon CO 80435
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

P O Box 6539

(Street number and name or Post Office Box information)

Dillon

(City)

CO

(State)

80435-6539

(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)

RICHMOND

(Last)

MARK

(First)

(Middle)

(Suffix)

OR

(if an entity)

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

Mailing address

620 MAIN STREET, SUITE 7

(Street number and name or Post Office Box information)

P O BOX 280

FRISCO

(City)

CO

(State)

80443-0280

(ZIP/Postal Code)

United States

(Province – if applicable)

(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. Provisions regarding the distribution of assets on dissolution:

See 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

Winston	Mary		
(Last)	(First)	(Middle)	(Suffix)
620 MAIN STREET, SUITE 7			
(Street number and name or Post Office Box information)			
P O BOX 280			
FRISCO		CO	80443-0280
(City)	(State)	(ZIP/Postal Code)	
	United States		
(Province – if applicable)	(Country)		

(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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ARTICLES OF INCORPORATION OF SAIL LOFTS OWNERS ASSOCIATION

The undersigned hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act, as amended (the “CRNCA”) and adopts the following Articles of Incorporation of Sail Lofts Owners Association (the “Articles”). The Association will operate under the Colorado Common Interest Ownership Act, as amended (the “Act”).

ARTICLE I NAME

The name of this corporation will be Sail Lofts Owners Association (the “Association”).

ARTICLE II INITIAL REGISTERED OFFICE AND AGENT

The Association’s initial registered office is 348 Lake Dillon Drive, Dillon, Colorado 80435, with a mailing address of P.O. Box 6539, Dillon, Colorado 80435. The initial registered agent is Blake Shutler.

ARTICLE III PURPOSES OF THE ASSOCIATION

3.1 Purposes. The purposes and objectives for which the Association is formed are as follows:

A. To promote, undertake and advance any and all lawful activities and objectives for the general benefit, well-being, advancement, improvement and enjoyment of the Association and the Members;

B. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Sail Lofts Owners Association (“Declaration”), to be recorded in the records of the Summit County, Colorado Clerk and Recorder, and to perform all of the Association’s obligations and duties and to exercise all rights and powers of the Association. In the event of any conflict between the Declaration and these Articles, the Declaration will control.

C. To provide an entity for the furtherance of the interests of the Owners of the Property.

3.2 Powers. Subject to any specific limitation imposed by these Articles, the Association will have the following powers:

A. All powers conferred upon nonprofit corporations by the laws of the State of Colorado in effect from time to time, including without limitation C.R.S. §7-123-101 et seq.

B. All powers conferred upon owners' associations pursuant to the Act C.R.S. §38-33.3-302.

C. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration (terms which are defined in the Declaration will have the same meanings herein unless otherwise defined herein), including, without limitation, the following powers:

1. To make and collect assessments against Members for the purpose of paying the costs, expenses and any losses of the Association, or of exercising its powers or of performing its functions;

2. To manage, control, operate, maintain, repair and improve the Common Elements, if any;

3. To enforce covenants, restrictions and conditions affecting the Property to the extent the Association may be authorized under any such covenants, restrictions or conditions and to make and enforce rules and regulations for use of the Property;

4. To engage in activities which actively foster, promote or advance the interests of the Members;

5. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of the Association, subject to the Declaration and Bylaws;

6. To borrow money and secure the repayment of monies borrowed for any purpose of the Association, limited in amount or in other respects as may be provided in the Bylaws or in the Declaration;

7. To enter into, make, perform or enforce contracts of every kind and description, including, without limitation, a contract for management services, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

8. To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles or the Declaration. In the event of any conflict between the Declaration and the Bylaws, the Declaration will control.

The foregoing enumeration of powers will not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article III are independent

powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article III, except for those limitations set forth in paragraph 3.3 below.

3.3 Restrictions Upon Purposes and Powers. The foregoing purposes and powers of the Association are subject to the following limitations:

A. The Association will be organized and operated exclusively for nonprofit purposes as set forth in the Internal Revenue Code of 1986, as it is now or may hereafter be amended, or in any corresponding provision of any future law of the United States of America providing for exemption of similar organizations from income taxation.

B. No part of the net earnings of the Association will inure to the benefit of any Member (except that reasonable compensation may be paid for services rendered to or for the Association and affecting one or more of its purposes and objectives, and reimbursement may be made for any expenses incurred for the Association by any officer, Director, Member, agent, or employee, or any person or corporation, pursuant to and upon authorization of the Executive Board).

ARTICLE IV **MEMBERSHIP**

4.1. Qualifications. The Association will be a membership corporation without certificates or shares of stock and will consist of one class of membership as described in the Bylaws. The rights and obligations of membership are set forth in the Declaration and Bylaws. A membership will terminate automatically without any Association action whenever such entity or individual ceases to own a Unit. Termination of membership will not relieve or release any former Member from any liability or obligation incurred by virtue of, or in any way connected with, ownership of a Unit, or impair any rights or remedies which the Association or others may have against such former Member arising out of, or in any way connected with, such membership.

4.2 Suspension of Voting Rights. The Association may suspend a Member's voting rights for failure to pay any Assessments or for failure to otherwise comply with the rules and regulations, or the Bylaws, of the Association, or with any other obligations of the Members under the Declaration, or agreement created pursuant thereto.

ARTICLE V **EXECUTIVE BOARD**

The business and affairs of the Association will be conducted, managed and controlled by an Executive Board.

5.1 Initial Executive Board. The initial Executive Board will consist of two Directors, Blake Shutler and Court Snyder, who will serve on the Executive Board during the Declarant Control Period or until their successors are duly appointed or elected.

The Declarant shall be entitled to appoint and remove Directors and officers of the Association as provided in the Declaration to the fullest extent permitted by C.R.S §38-33.3-303. The Declarant's right to appoint and remove Directors will terminate on the earlier of those two events set forth in C.R.S. §38-33.3-303(5) as terminating the Declarant Control Period or the date on which the Declarant voluntarily relinquishes its rights, evidenced by a notice recorded in the office of the Clerk and Recorder for Summit County, Colorado.

After termination of the Declarant's rights as set forth above, the Declarant and any designated Successor Declarant will be entitled to vote as a Member for each Unit owned.

5.2 Number: Manner of Election. After termination of the Declarant Control Period the Executive Board will consist of not less than three (3) nor more than five (5) Directors, the specified number to be set forth from time to time in the Bylaws. In the absence of any provision in the Bylaws and after the Declarant Control Period, the Executive Board will consist of three members. The terms of office of Executive Board Members and the manner of their selection or election will be determined according to the Bylaws from time to time in effect. Executive Board Members may be removed and vacancies on the Executive Board will be filled in the manner provided in the Bylaws.

ARTICLE VI **OFFICERS**

The Executive Board may appoint a President, Vice-President, Secretary, Treasurer and such other officers as the Executive Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the Association. The officers will have such duties as may be prescribed in the Bylaws.

ARTICLE VII **LIMITATION OF LIABILITY AND INDEMNITY**

To the fullest extent permitted by the CRNCA, a Director shall not be liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director. This provision shall not eliminate or limit a Director's personal liability to the Association or its Members for monetary damages for: (i) any breach of the Director's duty of loyalty to the Association or its Members; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or (iii) any transaction from which the Director directly or indirectly derives an improper personal benefit. The Association shall have the right to indemnify any person acting in an official capacity for the Association to the fullest extent allowed by Colorado law, except as limited by the Bylaws from time to time in effect.

ARTICLE VIII **AMENDMENTS**

The Association reserves the right to amend, alter, or change any provision contained in these Articles by a vote of at least sixty-seven percent (67%) of the Owners as defined in the Declaration and the Bylaws at any regular or special Owner meeting, provided, however, that no

amendment to these Articles will be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE IX **DISSOLUTION**

The Association may be dissolved by the affirmative vote of at least sixty-seven percent (67%) of the Members. Upon such dissolution of the Association, other than merger or consolidation, the assets remaining after payment of all debts will be distributed among the Members as provided in Colorado Common Interest Ownership Act.

ARTICLE X **INCORPORATOR**

The name and address of the incorporator of the Association is:

Mark Richmond, P.O. Box 280, Frisco, Colorado 80443.

ARTICLE XI **INDIVIDUAL FILING ARTICLES**

The name of the individual and mailing address of the individual causing this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is:

Mark Richmond, P.O. Box 280, Frisco, Colorado 80443.