

NONPROFIT

The undersigned, a natural person of the age of twenty-one (21) years or more, for the purpose of forming a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act hereby certifies:

1. **NAME:** The Name of the Corporation is **TALL PINES RANCH HOMEOWNER'S ASSOCIATION.**

2. **PERIOD OF DURATION:** The period of duration of the Corporation shall be perpetual.

3. **PURPOSES:** The purposes for which the Corporation is

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formed are  
\$ 50.00

SECRETARY OF STATE

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- a. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(C)(3) of the Internal Revenue Code as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any Corporation or corporations,

domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Colorado law for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

- b. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall be to provide an entity for the furtherance of the interest of all of the owners of residences and property in the Tall Pines development, with the objectives of establishing and maintaining said community as a community of quality and value; enhancing and protecting the value of the community and its desirability and attractiveness; promoting the health, safety and welfare of the residents therein; protecting and preserving the wildlife therein; and, generally to do all things done to accomplish such objectives as well as the allowed purposes of nonprofit corporations engaged in scientific, educational and charitable purposes within the meaning of Section 501{C}(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
- c. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501{C}(3) of the Internal Revenue Code, or any corresponding provision of any future United States Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170{C}(2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.
- d. The Association shall fulfill all obligations under the Declaration of Covenants, Conditions and Restrictions, the Private Detention Basin Maintenance Agreement, and the decreed plan for augmentation issued by the District Court in Consolidated Case Nos. 97CW51 (Water Division No. 2) and 97CW190 (Water Division No. 1). Under the plan for augmentation, recorded at Reception No. 099019927 of the records of the Clerk and Recorder of El

Paso County, Colorado, the Association's obligations include compliance with all rights and responsibilities under the Decree including, but are not limited to, operating the plan for augmentation, replacing pumping and post-pumping depletions from the individual on-lot wells as may be required, providing for costs of operating the plan for augmentation which may include construction and pumping of Arapahoe or Laramie-Fox Hills Aquifer well(s) to replace pumping and post-pumping depletions, and metering and collecting data regarding water withdrawals from wells. Under the Private Detention Basin Maintenance Agreement, recorded at Reception No. \_\_\_\_\_ of the records of the Clerk and Recorder of El Paso County, Colorado, the Association is responsible for performing all of its obligations under the Agreement including, but not limited to, cleaning, maintaining, and repairing the detention basins associated with the Tall Pines Ranch Subdivision, and all costs for the same.

4. **DISTRIBUTION ON DISSOLUTION.** Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any proceeds thereof shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to discharge of applicable provisions of the Colorado Nonprofit Corporation Act, shall be distributed among one or more corporations, trusts, funds or foundations organized and operated exclusively for religious, charitable, scientific or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of the carrying on of propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

In the event the Corporation for any reason fails or refuses to follow the provisions of this paragraph upon dissolution or other termination, any District Court in the State of Colorado shall have jurisdiction to carry out the provisions of this Paragraph.

5. **MEMBERSHIP.** Every person or entity who is the owner of a residence or property in the Tall Pines Ranch Development, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. All members are required to pay annual dues as determined by the Corporation officers in order to remain in good standing. Failure to pay dues shall not excuse membership and the past due obligation of nonpayment of dues shall constitute a lien upon the property. Dues will be collected at the time of obtaining an ownership interest in the property and shall be payable annually thereafter as prescribed in the Bylaws. Dues shall not be prorated.

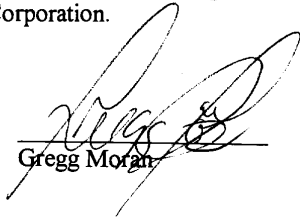
*Will have voting members*

*Registered office is the same as principle office*

6. **INITIAL REGISTERED OFFICE.** The initial registered office of the Corporation shall be 401 S. Wilcox, Castle Rock, CO 80104

7. **INITIAL REGISTERED AGENT.** The initial registered agent of the Corporation shall be Gregg Moran whose address is 401 S. Wilcox, Castle Rock, CO 80104.

I, Gregg Moran, the initial registered agent of Tall Pines Ranch Homeowner's Association, hereby consent and agree to serve as the registered agent of the Corporation.

  
Gregg Moran

8. **NO CAPITAL STOCK.** The Corporation is not organized for profit. It shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

9. **INITIAL DIRECTORS.** The number of directors of the Corporation shall be not less than one (1) nor more than five (5), which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names and addresses of the persons who are to serve as directors of the Corporation or until their successors are elected and qualified are:

Harold T. Moran  
401 S. Wilcox  
Castle Rock, CO  
80104

Gregg Moran  
401 S. Wilcox  
Castle Rock, CO  
80104

10. **BYLAWS.** The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Colorado or of the United States.

11. **DEFINITIONS.** In these Articles of Incorporation:

- a. References to “charitable organizations” or “charitable organization” mean corporations, trusts, funds, foundations, or community organizations created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article shall be entitled to exemption from federal income tax under Section 501{C}(3) of the Internal Revenue Code, as now in force or afterwards amended.
  - b. The term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501{C}(3) of the Internal Revenue Code but only such purposes as also constitute public charitable purposes under the laws of the United States, any public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.
12. **DISTRIBUTIONS.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income. It shall not engage in any act of self dealing nor retain any excess business holdings nor make any investment in such a manner as to subject it to tax. The Corporation shall not make any taxable expenditures.
13. **INDEMNIFICATION.** The Corporation may indemnify every board member, the member’s respective successors, personal representatives and heirs against all loss, costs and expenses, including attorney’s fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a board member or officer, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or intentional misconduct in the performance of his duty as such board member or officer in relation to the matter involved. The foregoing rights shall not be
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exclusive of other rights to which such board member or officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Corporation by reason of or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Corporation as ordinary expenses.

Contracts or other commitments made by the Board or by an officer shall be made as an agent for the Corporation, and they shall have no personal responsibility on any such contract or commitment.

13. **AMENDMENTS.** These Articles of Incorporation may be amended in the manner provided by law. The Bylaws may be amended by the members at a duly constituted meeting of the members for such purpose; provided, however, that no amendment shall conflict with or minimize the provisions of these Articles of Incorporation nor be in violation of any local, state or federal laws.

IN WITNESS WHEREOF, I have affixed my signature to these Articles of Incorporation this 7 day of September, 1999.

Harold E. Mora  
Incorporator

STATE OF COLORADO    )  
  ) ss.  
COUNTY OF EL PASO    )

Subscribed and sworn to before me this 7<sup>th</sup> day of Sept  
1999.

Daniel J. Shroyer  
Notary Public

My Commission Expires: My Commission Expires  
07/20/2001