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FILED
DENYTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
RAINBOW LAKE ESTATES HOMEOWNERS ASSOCIATION

NONPROFIT

The undersigned, as an incorporator of a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act, § 7-20-101, C.R.S., et seq., hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is Rainbow Lake Estates Homeowners Association, hereinafter called "the Association".

REJECTED

ARTICLE II. DURATION

The duration of the Association shall be perpetual.

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ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Association's initial registered office and the name of its initial registered agent at that office are as follows:

Steve Conder
2350 17th Avenue
Longmont, CO 80503



ARTICLE IV. PURPOSES AND POWERS OF ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are as follows:

- A. To operate the Common Interest Community known as Rainbow Lake Estates Conservation Development, located in South half of Section 7 and the North half of Section 18, Township 4 North, Range 69 West of the 6th P.M., Larimer County, Colorado ("the Common Interest Community"), in accordance with the Colorado Common Interest Ownership Act of the Colorado Revised Statutes, as amended, and the Colorado Nonprofit Corporation Act, as amended.
- B. To promote the health, safety, welfare and common benefit of the residents of the Common Interest Community.
- C. To do any and all permitted acts, and to 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 of Covenants, Conditions and Restrictions for the Common Interest Community ("the Declaration"), Bylaws, Rules and Regulations, and other governing documents of the Association.

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. NONPROFIT

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

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ARTICLE VI. MEMBERSHIP RIGHTS AND QUALIFICATIONS

The classes, rights and qualifications and manner of election or appointment of Members are as follows: Any person who holds title to a Unit in the Common Interest Community shall be a Member of the Association. There shall be one (1) membership for each Unit owned within the Common Interest Community. This membership shall be automatically transferred upon the conveyance of that Unit. In the Declaration, "Unit" may also be referred to as "Lot".

ARTICLE VII. VOTING RIGHTS

Each Owner shall have one (1) vote for each Unit owned. If more than one (1) person holds a beneficial interest on a Unit as joint tenant, tenant in common, or otherwise, all such persons shall be Members of the Association. If only one (1) of the multiple Owners of a Unit is present at a meeting of the Association, such Owner is entitled to cast the vote allocated to that Unit. If more than one (1) of the multiple Owners are present, the vote allocated to that Unit might be cast only in accordance with the agreement of a majority in interest of the Owners. There is a majority agreement if any one (1) of the multiple Owners casts the vote allocated to that Unit without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Unit.

Notwithstanding the foregoing, the Declarant of the Common Interest Community 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.

ARTICLE VIII. EXECUTIVE BOARD

The affairs of the Association shall be managed by an Executive Board. The initial Executive Board shall consist of three (3) persons. The number of members of the Executive Board may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of members of the Executive Board be less than three (3). The names and addresses of the persons who shall serve as members of the Executive Board until their successors shall be elected and qualifications are as follows:

Steve Conder
2350 17th Avenue
Longmont, CO 80503

Bill Hall
1220 11th Avenue #201
Greeley, CO 80631

Wendy Conder
6921 St. Vrain Road
Longmont, CO 80503

ARTICLE IX. DISSOLUTION

The Association may be dissolved only with the written consent of two-thirds (2/3) of all First Security Interests encumbering Units within the Common Interest Community and by written agreement of Unit Owners to which two-thirds (2/3) of the votes in the Association are allocated as more fully provided in the Colorado Common Interest Ownership Act as amended from time to time, along with the approval from Larimer County. Upon dissolution of the Association, other than incident to merger or consolidation, the assets of the Association shall be sold and the proceeds thereof shall be distributed to Unit Owners and lienholders as their interests may appear or, if

not sold, title to such assets shall vest in the Unit Owners as tenants in common, all as more fully provided in the Colorado Common Interest Ownership Act.

ARTICLE X. AMENDMENT


Amendments to these Articles of Incorporation shall require the assent of at least two-thirds (2/3) of the Members of the Association as provided in the Colorado Nonprofit Corporation Act.

ARTICLE XI. INCORPORATOR

The name and address of the Incorporator is:

Steve Conder
2350 17th Avenue
Longmont, CO 80503

In witness whereof, for the purpose of forming this Association under the Colorado Nonprofit Corporation Code, I, the undersigned, constituting the Incorporator of this Association, have signed these Articles of Incorporation this 23 day of April, ~~2002~~ 2002


Steve Conder

STATE OF COLORADO)

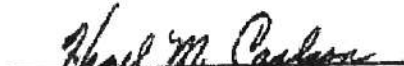
) ss.

COUNTY OF LARIMER)


The foregoing Articles of Incorporation were signed and acknowledged before me this 23rd day of April, ~~2002~~ 2002, by Steve Conder.

Witness my hand and official seal

My commission expires: August 28, 2004


Notary Public

OFFICIAL REGISTERED AGENT


Steve Conder