

ARTICLES OF INCORPORATION  
Of  
DALLAS MEADOWS COMMUNITY ASSOCIATION, INC.

A Colorado Non-Profit Corporation

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be DALLAS MEADOWS COMMUNITY ASSOCIATION, INC., A Colorado Non-Profit Corporation.

ARTICLE II

PERIOD OF DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized are to promote and develop the common good and social welfare of the residents of the Dallas Meadows Subdivision in Ouray County, Colorado. Without limiting the generality of these purposes, the corporation shall have the power to take and hold property, to establish thereon, and to administer and enforce covenants, conditions, restrictions, reservations, easements, liens or charges for the support and benefit of the corporation, and the welfare or betterment of the Dallas Meadows Subdivision; to construct, install, extend, operate, maintain, repair and replace utilities, systems, service or other facilities on such property for the welfare or betterment of Dallas Meadows Subdivision or the residents thereof; to manage, regulate and control common or community use and enjoyment of such property, services or facilities for the welfare or betterment of the Dallas Meadows Subdivision or its residents; to sell, convey, dispose of or lease any such property; to lay out, open, construction and maintain public streets and road within the lands contained in the subdivision; to purchase, own, lease and operate for the benefit and use of the residents of the subdivision recreational facilities. The corporation shall also have all of the powers conferred upon it by the laws of the State of Colorado. The corporation shall not be organized or operated for profit nor shall it participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office. The corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

## ARTICLE IV

### REGISTERED OFFICE

The registered office of the corporation shall be maintained at 324 5<sup>th</sup> St., Ouray, Colorado 81427.

## ARTICLE V

### REGISTERED AGENT

The name of the registered agent of the corporation at such address is Glen J. Bertrand.

## ARTICLE VI

### BOARD OF DIRECTORS

The Board of Directors shall initially consist of three (3) members whose names and addresses are as follows:

1. Glen J. Bertrand, 324 5<sup>th</sup> St., Ouray, Colorado
2. Colleen Bertrand, 324 5<sup>th</sup> St., Ouray, Colorado
3. Jim Irvine, P.O. Box 216, Hanksville, Utah

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator is Michael M. Dutcher, P.O. Box 646, Ouray, Colorado 81427.

## ARTICLE VIII

### MEMBERSHIP AND VOTING RIGHTS

1. Membership. Every person or entity who is the owner or a fee or of the equitable title in a lot of the Dallas Meadows Subdivision, or who is purchasing under a contract, and who is subject to assessment, either present or future, by the corporation pursuant to the provisions of any recorded instrument relating to such assessment, shall be a member of the corporation. For the purpose of determining membership, such ownership shall be deemed to have vested upon delivery of a duly executed deed or contract to the grantee or vendee. The legal title retained by vendor, selling under contract, shall not qualify such vendor for membership. Foreclosure of a contract or repossession of a lot sold under contract shall terminate the vendee's membership, whereupon all rights to such membership shall revert to the vendor.

2. Voting Rights. Members shall be all owners, as defined in Section I of this Article, including the developer. Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Section I, above, as shown by the records of the corporation as of the last day of the second month preceding the next membership annual meeting. When more than one person holds such interest or interests in any lot, all such persons shall be members and the vote for such lot shall be more than one (1) vote cast with respect to any lot.

For the purpose of determining the votes allowed under this section, only those lots which are in the portions of the subdivision which have been finally approved for sale by the Board of County Commissioners of Ouray County, shall be eligible for casting votes.

3. Suspension of Membership Rights. Membership rights, including voting rights, of any member may be suspended by action of the Board of Directors if such member shall have failed to pay, when due, any assessment or charge lawfully imposed upon him or property owned by him, or if the member, his family, his tenants, or guests, or any thereof, shall be in violation of any rule or regulation established by the Board or by the Declaration of Restrictions and Covenants relevant to the property.

## ARTICLE IX

### DISSOLUTION OR TERMINATION

Upon dissolution or termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to the members of the corporation as such, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation, be distributed as directed by the members of the corporation to the governing body of any community or communities for the welfare of which the corporation shall have been operated, or to one or more corporations or other organizations not organized for profit and operated exclusively for the promotion of social welfare, and which do not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE X

### AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner prescribed in the Colorado Non-Profit Corporation Code.