

ARTICLES OF INCORPORATION
COUNTRY CREEK PATIO HOME ASSOCIATION, INC.

The undersigned incorporator, being a natural person over the age of eighteen (18) years, and desiring to form a nonprofit corporation under the laws of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado these Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be the Country Creek Patio Home Association, Inc.

ARTICLE II

Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be at 210 Main Street, Delta, Colorado 81416, and the named initial registered agent at such address is JoIm T. Moir, IV. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE III

Incorporator

The name and address of the incorporator is as follows:

John B. Wood
Holme Roberts & Owen, LLP
1401 Pearl St., Suite 400
Boulder, CO 80302

ARTICLE IV

Members

The corporation shall have members, who shall be the owners of lots at Country Creek Patio Homes located in the City of Fruita, Mesa County, Colorado. Each such owner shall be a member of the corporation, and such membership shall be appurtenant to, and may not be separated from, ownership of a lot. The membership and voting rights of the members are defined in the Declaration for Country Creek Patio Homes (the "Declaration") to be filed in the land records of the Mesa County Clerk and Recorder.



ARTICLE V
Distribution of Assets upon Dissolution

The corporation can be dissolved only by the agreement of members holding at least 67% of the votes allocated to members by the Declaration. Upon dissolution of the corporation, its assets shall be distributed in accordance with applicable provisions of the Colorado Common Interest Ownership Act (the "Act") then in force and the agreement of the members adopted pursuant thereto. To the extent not addressed in the Act or the agreement of the members, the Board of Directors shall provide for the distribution of all assets and liabilities of the corporation in the following manner:

1. All liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefor.

2. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

3. Assets received and held by the corporation, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of this corporation, in accordance with a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act which is not inconsistent with these Articles of Incorporation.

4. Assets received and held by the corporation not subject to liabilities, conditions or use limitations, as specified in paragraphs 1, 2 and 3 above, shall be distributed to the Owners of Dwelling Units pro rata according to their common expense liabilities as of the date of dissolution.

5. Any remaining assets may be distributed to such persons, societies, organizations, governmental entities, political subdivisions, or domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of distribution adopted pursuant to the Colorado Nonprofit Corporation Act and which is not inconsistent with these Articles of Incorporation.

ARTICLE VI
Purpose and Powers

The corporation is organized exclusively for the purpose of constituting the Association to which reference is made in the Declaration for Country Creek Patio Homes and any modifications thereto, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

The corporation will not regularly engage in any business ordinarily carried on for profit. No part of the *net* earnings of the corporation shall inure to the benefit of or be distributable to the members, managers, or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth herein and in the Declaration.

In furtherance of the purpose set forth in this Article VI, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations – organized under and pursuant to the Colorado Nonprofit Corporation Act, including, but not limited to, the powers granted by the Declaration and the Act.

ARTICLE VII

Liability of Directors

The corporation, acting by and through its Board of Directors, may adopt a resolution eliminating or limiting the personal liability of a director to the corporation or to its members for monetary damages for breach of fiduciary duty as a director; provided, however, that no such provision shall eliminate or limit the liability of a director to the corporation or its members for monetary damages for a breach of such director's duty of loyalty to the corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; any transaction from which the director derived an improper personal benefit; or liability imposed by law upon a director who receives or assents to a loan by the corporation to a director or officer. A resolution implementing the terms of this Article VII shall be effective only as to acts occurring after the date of its adoption.

ARTICLE VIII

Indemnification

1. To the extent permitted by and in accordance with the procedures and limitations set forth in the Colorado Nonprofit Corporation Act, the corporation may indemnify any director, officer, employee, fiduciary or agent who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a manager, officer, Manager, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, Manager, officer, employee, fiduciary or agent of all other corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by *him* or her in connection with such action, suit, or proceeding.

2. The corporation shall indemnify any director or officer who would qualify for

indemnification under subparagraph 1 of this Article VIII if such person is wholly successful, on the merits or otherwise, in the defense of any action described in such subparagraph 1. Notwithstanding the foregoing, however, except as provided by C.R.S. § 13-17-101, *et seq.*, or a substantially similar statute hereafter enacted, the corporation may, but notwithstanding any statutory provision to the contrary shall not be required to, *indemnify* any director or officer who was named as a defendant in a proceeding brought by the corporation if the proceeding was duly authorized or ratified by the Board of Directors, even though the officer or director was the prevailing party in such action.

3. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, Manager, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, Manager, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article VIII.

ARTICLE IX
Initial Board of Directors

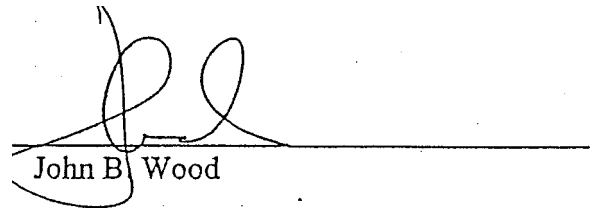
Three directors shall constitute the initial Board of Directors of the corporation:

John T. Moir, IV
210 Main Street
Delta, Colorado 81416

Julie Moir
210 Main Street
Della, Colorado 81416

Mark Wallick
194 Shelly Drive
Grand Junction, Colorado 81503

IN WITNESS WHEREOF, the above named incorporator signed these Articles of Incorporation on April 15, 1998.



John B. Wood