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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 Villas at Northgate 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 1271 Kelly Johnson Blvd
(Street number and name)
Suite 100
Colorado Springs CO 80920
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

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

(City) (State) (ZIP/Postal Code)

(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) Martz Peter
(Last) (First) (Middle) (Suffix)

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

Street address 1271 Kelly Johnson Blvd
(Street number and name)
Suite 100
Colorado Springs CO 80920
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(State) *(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)

Martz Peter _____
(Last) *(First)* *(Middle)* *(Suffix)*

OR

(if an entity)

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

Mailing address

1271 Kelly Johnson Blvd
(Street number and name or Post Office Box information)

Suite 100

Colorado Springs CO 80920
(City) *(State)* *(ZIP/Postal Code)*

(Province – if applicable) United States
(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:

Upon final dissolution of the Association, any corporate assets remaining after the payment of all debts will be distributed to the Owners according to their pro rata interests and obligations.

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)

Notice:

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Fredman Jane B
(Last) (First) (Middle) (Suffix)
13511 Northgate Estates Drive
(Street number and name or Post Office Box information)
Suite 250
Colorado Springs CO 80921
(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.

Disclaimer:

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**ARTICLES OF INCORPORATION
OF
VILLAS AT NORTHGATE OWNERS ASSOCIATION
a Colorado Nonprofit Corporation**

**ARTICLE I
Name**

The name of the corporation is **Villas at Northgate Owners Association** (the “Association”).

**ARTICLE II
Duration**

The Association shall have perpetual existence unless dissolved earlier according to law.

**ARTICLE III
Purposes**

The purposes for which this Association is formed (none of which shall be for pecuniary profit) are:

(a) To provide a means of self-government for the owners of Lots within the community known as Villas at Northgate and to advance their common interests with respect to the covenants, conditions and restrictions set forth in the Declaration of Covenants, Conditions and Restrictions for Villas at Northgate, as may be amended, recorded in the records of El Paso County, Colorado (the “Declaration”). Any terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration.

(b) To provide services to the Owners in accordance with the Declaration.

(c) To promote the safety and welfare of the Owners.

(d) To perform all other duties and exercise all other powers and rights of the Association as set forth in the Declaration.

**ARTICLE IV
Powers**

The Association shall have and may exercise all of the powers and do everything necessary or convenient for the accomplishment of any of its corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by the laws of the State of Colorado including, without limitation, the following:

(a) To provide for the care, management, control, preservation, operation, maintenance, repair, restoration and replacement of the Common Areas and all other areas

required or permitted to be maintained by the Association, in the manner prescribed by the Declaration, and to provide other services deemed advantageous or required or authorized under the Declaration.

(b) To adopt and enforce rules as permitted in the Declaration.

(c) To levy, collect and enforce adequate assessments to meet the expenses of the Association.

(d) To enforce, in the discretion of its board of directors, in its own name or on behalf of the Owners, the covenants, conditions and restrictions set forth in the Declaration and to seek redress for the violation of any provisions, by any and all remedies available at law or equity or authorized under the Declaration;

(e) To engage in activities that will actively foster, promote and advance the common interests of the Owners.

(f) To exercise any and all other rights, powers and authority and undertake such actions as may be necessary, convenient or useful in connection with the governance of the Association and the performance of the Association's functions.

ARTICLE V **Restrictions Upon the Powers**

No part of the net earnings of the Association (other than in furtherance of the purposes of the Association, and other than a rebate of excess assessments) shall inure to the benefit of any Owner, director or officer of the Association, or any other individual, except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes.

ARTICLE VI **Dissolution**

Upon final dissolution of the Association, any corporate assets remaining after the payment of all debts will be distributed to the Owners according to their pro rata interests and obligations.

ARTICLE VII **Registered Agent, Registered Office, and Initial Principal Office**

(a) The street and mailing address of the Association's initial registered office in the State of Colorado is 1271 Kelly Johnson Blvd, Suite 100, Colorado Springs, Colorado 80920.

(b) The name of the Association's initial registered agent at such address is Peter Martz.

(c) The initial principal office of the Association shall be 1271 Kelly Johnson Blvd, Suite 100, Colorado Springs, Colorado 80920.

ARTICLE VIII
Membership and Voting

(a) The Association shall have voting members as provided in the Declaration and the Bylaws of the Association.

(b) Cumulative voting shall not be allowed in the election of directors or otherwise.

ARTICLE IX
Board of Directors

(a) Board of Directors. The management of the affairs of the Association shall be vested in a Board of Directors. The number of directors, their term of office and manner of their selection and election shall be determined according to the Bylaws of the Association from time to time in force.

(b) Liability of Directors. No director shall be personally liable to the Association or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Association or to its members for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Association or to its members, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in Section 7-128-403 and Section 7-128-501 (2), Colorado Revised Statutes, as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Association to any director or officer of the corporation), or (4) any transaction from which such director derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Association, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of this Article IX (b) shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X
Bylaws

The initial Bylaws of the Association shall be adopted by the Board of Directors. The Bylaws may contain any provisions for the regulation or management of the affairs of the Association which are not inconsistent with the laws of the State of Colorado, the Declaration, or these Articles of Incorporation, as the same may from time to time be amended.

ARTICLE XI
Incorporator

The name and address of the incorporator is: Peter Martz, 1271 Kelly Johnson Blvd, Suite 100, Colorado Springs, Colorado 80920.

ARTICLE XII
Indemnity of Officers and Directors

To the extent allowed by law, the Association shall indemnify each officer and director of the Association against any and all claims and liabilities, including reasonable attorneys' fees and costs, to which the officer or director has or shall become subject to by reason of serving or having served as an officer or director of the Association, except as to matters which an officer or director shall be adjudged to be liable for willful misconduct or for other conduct as prohibited by the Colorado Revised Nonprofit Corporation Act. The right of indemnification provided in this Article XII shall not be exclusive to other rights to which an officer or director of the Association may be entitled.

Dated: December 21, 2018.