

NONPROFIT

FRED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
FALL RIVER ESTATES COMMUNITY NONPROFIT CORPORATION

The undersigned, being more than eighteen years of age, acting as incorporator in order to organize and establish a corporation pursuant to the Colorado Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is Fall River Estates Community Nonprofit Corporation.

ARTICLE II
Commencement and Duration

The date upon which corporate action will be effective shall be the date upon which the Certificate of Incorporation is issued by the State of Colorado. The period of duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are as follows:

(1) There shall be no stockholders of the Corporation, and the Corporation does not contemplate pecuniary gain or profit to the members thereof. The Corporation is formed to provide an organization through which a subdivision property owners association will be administered and operated, which subdivision is known as, "Fall River Estates Community Nonprofit Corporation" located at Estes Park, in Larimer County, Colorado.

(2) To take all other action, in accordance with the Colorado Nonprofit Corporation Act, necessary and proper to fulfill and carry out the foregoing purpose.

ARTICLE IV
Board of Directors

1. The initial Board of Directors of the corporation shall consist of one member.

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2. The name and address of the person who is to serve as initial director of the Corporation, until the first annual meeting of the members and until his successor or successors shall be elected and shall qualify is as follows:

Linda C. Cook 2120 Fall River Road
Estes Park, Colorado 80517

ARTICLE V
Registered Agent and Office

The name and address of the initial registered agent and the address of the initial registered office of the corporation are: Linda C. Cook, 2120 Fall River Road, Estes Park, Colorado 80517. The address of the corporation's principal office is 2120 Fall River Road, Estes Park, Colorado 80517.

ARTICLE VI
Incorporator

The name and address of the incorporator of this corporation is Linda C. Cook, 2120 Fall River Road, Estes Park, Colorado 80517.

ARTICLE VII
Limitation of Liability

No member of the Board of Directors of the Corporation shall have any liability to either the Corporation or to any of its members for monetary damages for breach of fiduciary duty as a Director; except for monetary damages for any breach of the 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 any act pertaining to a loan made by the Corporation to any Director.

ARTICLE VIII
Members

The Corporation shall have one class of voting members which, along with the voting rights thereof, shall be as set forth in the Corporation bylaws.

ARTICLE IX
Dissolution

The Corporation may be dissolved by resolution of the Board of Directors and in accordance with the provisions of the Colorado

Nonprofit Corporation Act then in effect. Upon dissolution, after complying with said Act, should assets remain, said remaining assets shall be distributed in accordance with a plan of distribution adopted by the Board of Directors; provided, however, no assets shall be distributed to any member, officer or director of the Corporation.

ARTICLE X
Amendments

These Articles of Incorporation may be amended from time to time by the Board of Directors in accordance with the provisions relating thereto, as contained in the Colorado Nonprofit Corporation Act.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, has executed the foregoing Articles of Incorporation on this 5 day of March, 2001.

Linda C Cook
Linda C. COOK

STATE OF COLORADO,)
) ss.
COUNTY OF LARIMER.)

I, Gail M. Desizlets, a notary public, hereby certify that Linda C. Cook is known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, and she appeared before me this day, in person, and being by me first duly sworn, acknowledged and declared that she signed said Articles of Incorporation as her free and voluntary act and deed for the uses and purposes therein set forth, and that the statements therein contained are true.

Gail M. Desizlets
Notary Public

My commission expires: 07-28-2001