

425/276

240705

**ARTICLES OF INCORPORATION OF MOUNTAIN
VALLEY HOMEOWNERS ASSOCIATION A
COLORADO CORPORATION NOT FOR PROFIT**

BOOK 425 PAGE 276

240705

LORETTA BANNER
PITKIN CTY. RECORDER

Apr 19 11 03 AM '82

ARTICLES OF INCORPORATION
OF
MOUNTAIN VALLEY HOMEOWNERS ASSOCIATION

A COLORADO CORPORATION NOT FOR PROFIT

There are no separate bylaws for this corporation, all such matters being contained in the articles of incorporation pursuant to the provisions of the Colorado statutes governing non-profit corporation.

JANUARY 2, 1981

In compliance with the requirements of Colorado Revised Statutes, 1963, Chapter 31, Article 24, the undersigned, all of whom are property owners of Mountain Valley, Filings I, II, and III, Aspen, Pitkin County, Colorado, and all of whom are of full age, have this day voluntarily associated themselves together through the attached petition for the purpose of forming a Corporation not for profit and do hereby submit such petition and certify:

On the 20th of Aug., 1981, at a meeting of the members of the Mountain Valley Homeowners Association at which there was a quorum present, the following Articles of Incorporation of the Mountain Valley Homeowners Association were adopted by two-thirds (2/3) vote of the members Present at such meeting.

ARTICLE I NAME

The Name of the Corporation is The Mountain Valley Homeowners Association, herein after called the "Association".

ARTICLE II LOCATION

The principal office of the Association is located at P.O. Box 11155, Aspen, Colorado 81612, or at such other place or places as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE III PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence lots and any common area within that certain tract of property described as Mountain Valley:

Whereas, declarant is the owner of certain property in Filings I, II, or III Mountain Valley subdivision as recorded in the county records of Pitkin County, Colorado.

and to promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

Section 1. Specific Purposes

The purpose or purposes for which the Corporation is organized are:

(a) To promote and encourage the participation of all members of this organization in aiding and helping better, improve, and develop the properties in any of the filings within the Mountain Valley Filings, as a desirable rural residential area, and to do all things and perform all acts necessary or desirable in connection with said purpose.

(b) To prevent nuisances; to prevent the impairment of the attractiveness of the properties, and thereby to secure each individual owner the full benefit and enjoyment of his home and/or property with no greater restrictions upon the free and undisturbed use of his property than is necessary to insure the same advantage to other similar property owners; and, to insure the lasting beauty and investment value of the properties.

(c) To control the building and structures placed in the Subdivision upon proper authority granted by the "Declaration of Protective Covenants" for Mountain Valley Subdivision, First Filing (B-214, PGS 392-394); Second Filing (B-241, PGS-362); Third Filing (B-253, PGS-631) or by any succeeding modifying covenants approved in the future upon proper authority.

(d) To control Subdivision appearance, including the elimination of street parking, clearing of trees, control of commercial vehicles, refuse and rubbish, signs, animals, clothes-lines, exterior tanks, and all other matters pertaining to the general appearance of the Subdivision.

(e) To enforce, either in its own name upon proper authority, or in the name of the owner or owners of the property above described, any or all building restrictions which may have been heretofore, or may hereafter be, imposed upon any of the said above described property, either in the form as originally placed thereof or as modified subsequently thereto; provided, however, that this right of enforcement shall not serve to prevent the right of the owner or owners of any lot or parcel of land above described to enforce said building restrictions in the event they or any one of them elects so to do, or prevent such changes, releases, or modifications as are permissible in the deeds, contracts, declarations, agreements, or plats in which such restrictions and reservations are set forth; nor wherever and whenever such right of assignment exists. The expenses and costs of any such proceedings instituted by the Mountain Valley Homeowners Association shall be paid out of the general fund of said Association.

(f) To exercise all other and further rights, powers, and authority permitted by the laws of the state of Colorado governing non-profit corporations.

Specific authority is granted to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded to the Office of County Clerk and Recorder, Pitkin County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as set forth at length.

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) Borrow money, and with the assent of two-thirds (2/3) of the members voting in person or by proxy, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that such merger, or consolidation shall have the assent of two-thirds (2/3) of the members voting in person or by proxy.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by current covenants of record and control (recorded for first filing 8-6-65; second filing 9-28-69; third filing 2-9-71, Pitkin County, Colorado) of the Architectural Control Committee so prescribed, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration of Protective Covenants for lands included within Mountain Valley Filings I, II, and III.

ARTICLE V VOTING RIGHTS

The cumulative system of voting shall not be used for any purpose. Each member shall be entitled to one vote for each lot owned, in person, or by proxy executed in writing by such member or by his duly authorized attorney in fact; provided however, that no such proxy shall be valid after eleven months from date of its execution, unless the proxy provides for a longer period.

When more than one person holds an interest in any lot all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

When a quorum is present at any meeting, the vote of a majority of the members' votes present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provisions of the laws of Colorado, or these Articles of Incorporation or the Protective Covenants for Mountain Valley, a different vote is required, in which case the express provision shall govern and control the decision of such question.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Composition and Election

(a) The affairs of this Association shall be managed by a Board of nine (9) Directors, who must be members of the Association. The number of Directors may be changed by amendment of the by-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>FILING/LOT</u>	<u>ADDRESS</u>
Raymond F. Colony	I/15	0203 Eastwood Dr., Aspen, Co.
Christopher M. Faison	I/34	0143 E. Lupine Dr., " "
Bernard J. McMahon, Jr.	I/6	0212 E. Lupine Dr., " "
Pamela L. Fox (Gorsuch)	II/74	0073 Mt. Laurel Ct., " "
Donald C. Harris	II/69	0178 Mt. Laurel Ct., " "
Clark Smyth	II/76	0106 Mt. Laurel Ct., " "
Donald H. King	III/97	0803 Mt. Laurel Dr., " "
Glen H. Scott	III/86	0666 Mt. Laurel Dr., " "
Donna M. Timroth	III/103	0603 Mt. Laurel Dr., " "

(b) From and after the date of these articles and at the next annual meeting the members shall elect three (3) Directors for a term of one (1) year; three (3) Directors for a term of two (2) years; and three (3) Directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

(c) Architectural responsibilities for Mountain Valley, Filings I, II, and III are hereby specifically delegated to the Board of Directors of the Mountain Valley Homeowners Association by authority and procedures established in Paragraph 2, respectively of the Declaration of Protective Covenants for Mountain Valley subdivisions: First Filing July 26, 1965; Second Filing May 20, 1969; Third Filing July 2, 1970. The Board of Directors of Mountain Valley Homeowners Association thereby is the Architectural Control Committee for Mountain Valley, Pitkin County, Colorado, and shall have and exercise all of the powers, duties, and responsibilities set forth in the Declaration of protective covenants identified above or as the covenants may be amended. The Board of Directors may or may not, as they determine, redesignate part or all of their authority to a sub-committee on Architectural Control appointed by the Board of Directors.

Section 2. Guidance and Procedures

(a) After each annual election of Directors, the Board of Directors shall meet for the purpose of organization, the election of officers, and the transaction of any other business.

(b) Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

(c) Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors on two days' notice to each Director, either personally, or by mail or by telegram, and shall be called by the Chairman of the Board of Directors or Secretary in like manner and on like notice on the written request of any two directors.

(d) Meetings, including organizational meetings, of the Board of Directors may be held at such place or places as shall from time to time be determined by the Board, or as shall be fixed by the Chairman of the Board of Directors and designated in notice of the meeting.

(e) A majority of the number of Directors fixed pursuant to Section I of this Article VI shall constitute a quorum at all meetings of the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum at any meetings, a majority of the directors present may adjourn the meeting to a later date and hour without further notice.

(f) Directors shall be paid no compensation by the Association for their services. All Directors may be allowed expenses incurred for attendance at each regular or special meeting of the Board as may be from time to time fixed by resolution of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore, if such position exists and compensation is authorized.

ARTICLE VII OFFICERS

1. The Board of Directors of this Association annually shall elect a Chairman, one or more Vice Chairmen, a Secretary and a Treasurer, who shall serve for one (1) year or until their successors are duly elected or appointed and qualified, unless sooner removed. The election of said officers shall be held at the annual meeting of the Directors of the Association and the officers shall assume the duties of their respective office immediately upon election. Any individual except the Chairman of the Board of Directors may hold two or more offices simultaneously. Any officer elected or appointed by the Board of Directors may be removed at any time by an affirmative vote of seven-ninths (7/9) of the whole Board of Directors.
2. The Chairman of the Board of Directors shall be the Chief Executive Officer of the Association; he shall preside at all meetings of the members and Directors, shall have general and active management of the operation of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
3. The Vice Chairman shall assist the Chairman of the Board of Directors in accordance with the Chairman's guidance and preside for him in the Chairman's absence in the conduct of all meetings of the members and Directors, and shall in general perform such other duties as the Chairman or the Board of Directors shall require or direct.
4. The Secretary shall give, or cause to be given, notice of all meetings of such meetings of the members and Directors and shall attend all such meetings and keep a record of their proceedings. The Secretary shall be the custodian of the seal of the Association and shall have power to affix the same to all documents, the execution of which on behalf of the Corporation is authorized by the Articles of Incorporation or by the Board of Directors. The Secretary shall have charge of membership records of the Association and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary of the Board of Directors or the Chairman of the Board of Directors.
5. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association and shall deposit all such funds in the name of the Association in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall collect and receive and give receipts for all moneys or securities belonging to the

BOOK 425 PAGE 283 7.

Association. In general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors, or by the Chairman of the Board of Directors.

6. Officers of the Corporation shall be entitled only to such salaries, emoluments, compensation, or reimbursement as shall be fixed or allowed by the Board of Directors; provided that no stockholder, officer, or Director of Mountain Valley Homeowners Association, Inc., may ever be paid any salary by this Association.

ARTICLE VIII ASSOCIATION MEETINGS

1. Meetings of Association members shall be held at the principal office of the Association or at such other place or places, as may be from time to time determined by the Board of Directors. The place at which such meetings shall be held shall be stated in the notice of the meetings.

2. The annual meeting of members, commencing with the year, 1981, for the election of Directors to succeed those whose terms expire and for the transactions of such other business as may come before the meeting shall be held in each year on the 2nd Thursday in July.

3. Special meetings of members for any purpose or purposes may be called at anytime by the Board of Directors and shall be called by the Chairman of the Board of Directors or the Secretary upon the request of the holders of not less than one tenth of the total members' votes in the Association entitled to vote at the meeting. The purposes of such special meeting shall be stated in the notice therefore.

4. Notice of each meeting of members, whether annual or special shall be given not less than ten nor more than forty-nine (49) days prior thereto to each member of record entitled to vote there at by delivering written or printed notice thereof to each such member personally or by mailing the same to his address as it appears on the books of the Association. The notice of all meetings shall state the place, day and hour thereof.

5. Members of the Association shall keep the Secretary informed in writing of their current and correct mailing address or when changes of record title in fee to any property transpires, the new owner shall provide a current and correct mailing address at date of closing or transfer of title. In the absence of such notice and upon dispatch by the Association Secretary of appropriate Association notices to the address of record, the party or parties concerned shall be deemed to be properly informed and any authorizing vote taken at such subsequent meeting will be reduced accordingly if the party or parties concerned is not present or has not provided a proxy.

6. At least ten days before every meeting of members, a complete list of members entitled to vote thereat, arranged in alphabetical order, showing the address of each member and the number of votes which each is entitled, shall be prepared by the Secretary of the Association and shall be open to the inspection of any member for a period of at least 10 days prior to such meeting at the principal office of the Association, and such list shall be produced and kept at the time and place of the meeting during the whole time thereof, and subject to the inspection of any member who shall be present.

7. The Board of Directors shall close the membership transfer books of the Association for a period of not less than ten days nor more than fifty days preceding the date of any meeting of members.

8. The holders of a majority of the total members' votes entitled to vote thereat, present in person or represented by proxy, shall be requisite to and shall constitute a quorum at all meetings of members for the transaction of business except as otherwise expressly provided by law or by these Articles of Incorporation. If such quorum shall not be present or represented at any such meeting, the holders of a majority of the votes present in person or represented by proxy and entitled to vote thereat shall have power to adjourn the meeting from time to time until a quorum shall be present or represented.

9. The Chairman of the Board of Directors shall call meetings of members to order and act as Chairman of such meetings. In the absence of said officer, the Vice Chairman of the Board of Directors shall act for the Chairman. In the absence of both officers, any member entitled to vote thereat or any proxy of any such member may call the meeting to order and a Chairman shall be elected to conduct the meeting. The Secretary of the Association shall act as a secretary of such meeting.

ARTICLE IX ASSESSMENTS

1. Assessments will be levied by the Association upon the members of the Association, by vote of the majority of the members of the Association present in person or by proxy at any duly called meeting of the members, for the purpose of funding any of the activities of this Association. Assessments shall always be levied pro rata on the members.

2. Every assessment duly levied against any member by the Association may become a lien on the lands and improvements to lands owned by such member in the area defined as Mountain Valley. The Association shall be entitled to maintain an action in the District Court in and for the County of Pitkin and the state of Colorado for the purpose of recovering any unpaid assessments made against any member, and for the purpose of foreclosing its lien against the real property and improvements of such member for the satisfaction of such unpaid assessments. Upon the request of any member, the Board of Directors shall execute and deliver an agreement subordinating the lien provided for in this paragraph to the lien of any first mortgage or deed of trust on the real property and improvements owned by the member in Mountain Valley. The Board of Directors may, in its discretion, also subordinate the lien provided for in this paragraph to any second or subsequent mortgage or deed of trust.

ARTICLE X GOALS

The Association shall never be operated for the primary purpose of carrying on a trade or business for profit. The assets and earnings of the Association shall be used only for the purposes for

which the Association has been formed. The Association shall not participate in, or interfere in any political campaign on behalf of any candidate for public office.

ARTICLE XI REAL AND PERSONAL PROPERTY

The Association shall have the authority to convey or encumber any and all real and personal property belonging to the Association. Any instrument of conveyance or encumbrance shall be executed by the Chairman or Vice Chairman of the Board of Directors of the Association, and the seal of the Association affixed and attached by the Secretary of the Association. Any such conveyance or encumbrance shall be first approved by two-thirds (2/3) of the members of the Association.

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended, altered, changed, or repealed by a seventy-five per cent (75%) affirmative vote of all members present in person or represented by proxy at annual meeting or a special meeting called for such purpose.

(Alternative Form) Entitled to be cast thereat, whether present in person or represented by proxy or absent.

ARTICLE XIII CORPORATE SEAL

The Corporate seal shall consist of two (2) concentric circles between which shall be the name of the Association and the word "Colorado" and in the center shall be inscribed the word "seal". Said seal may be used in causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XIV DISSOLUTION

This Association may be dissolved with the assent (vote) given in writing and signed by not less than seventy-five percent (75%) of its members entitled to vote, and in accordance with the laws of the state of Colorado. Upon dissolution the properties and assets of the Association shall be distributed to its members pro-rata in the same proportion as the votes entitled to be cast by the members at the time of dissolution, and in accordance with the laws of the state of Colorado.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the state of Colorado, we the undersigned, constituting the incorporating Board of Directors of this Association, have executed these Articles of Incorporation this _____ day of _____, 1981.

MOUNTAIN VALLEY HOMEOWNER'S ASSOCIATION

These articles of incorporation are hereby adopted and approved by the membership of the Mountain Valley Homeowner's Association effective August 20, 1981;

WITNESSES:

James Bond
James Bond
Director, Filing I

Christopher M. Faison
Christopher M. Faison
Director, Filing I

Richard J. McMahon, Jr.
Richard J. McMahon, Jr.
Director, Filing I

Pamela L. Fox-Gorsuch
Pamela L. Fox-Gorsuch
Director, Filing II

Donald C. Harris
Donald C. Harris
Director, Filing II

Richard O. Merritt
Richard O. Merritt
Director, Filing II

Donald H. King
Donald H. King
Director, Filing III

Glenn H. Scott
Glenn H. Scott
Director, Filing III

Donna N. Timroth
Donna N. Timroth
Director, Filing III



Subscribed and sworn to before me this 16th day of April 1984

My commission expires:

Feb. 19, 1984

Janet D. ...
Notary Public
2200 Castle Creek Rd.
Aspen, CO 81612

REG 425 REG 287 10.

Christopher M. Fair Donald H. V. • Richard Bond
James M. Smith Wald S. Harris • Richard Messitt
Paul R. • ...

The State of Colorado
County of Pitkin

Sworn to and subscribed before me this 16th day of April, 1983

My Commission Expires: Feb. 19, 1984



Janet ...
 Notary Public, Pitkin County, Colorado
 0200 Castle Creek Rd.
 Aspen, CO 81611

August 30, 1981

SO MUCH IT MAY CONCERN:

This letter is to certify that the votes and proxies recorded at the organizational meeting of the Mountain Valley Homeowner's Association are true and correct.

Votes received from homeowner's in Filing I suspended with 25 affirmative votes, 0 negative votes, 17 owners not voting.

Homeowners in Filing II responded with 20 affirmative votes, 0 negative votes, and 9 owners not voting.

Homeowners in Filing III responded with 21 affirmative votes, 0 negative votes, and 4 owners not voting.

Christopher H. Tustin
Christopher H. Tustin
Director, Filing I

Richard D. Merrill
Richard D. Merrill
Director, Filing II

John W. Scott
John W. Scott
Director, Filing III