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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to §7-90-301, et seq. and §7-122-101 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

Larkspur Community Association

(The name of a nonprofit corporation may, but need not, contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
- "credit union" "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

19 Emmons Road

(Street name and number)

Crested Butte

(City)

CO

(State)

81224

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

4. Principal office mailing address:
 (if different from above)

PO Box 1090

(Street name and number or Post Office Box information)

Crested Butte

(City)

CO

(State)

81224

(Postal/Zip Code)

United States

(Province – if applicable)

(Country – if not US)

5. Registered agent: (if an individual):

Garland

(Last)

Gary

(First)

F.

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

19 Emmons Road

(Street name and number)

Crested Butte

(City)

CO

(State)

81224

(Postal/Zip Code)

8. Registered agent mailing address:
 (if different from above)

PO Box 1090

(Street name and number or Post Office Box information)

Crested Butte CO 81224

(City) (State) (Postal/Zip Code)

United States

(Province – if applicable) (Country – if not US)

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires: _____
(mm/dd/yyyy)

10. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual) Willoughby Shay Lynn _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization) _____

Bratton & McClow, LLC
(Street name and number or Post Office Box information)
232 W. Tomichi Ave., Ste. 202

Gunnison CO 81230

(City) (State) (Postal/Zip Code)

United States

(Province – if applicable) (Country – if not US)

(if an individual) _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization) _____

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

United States

(Province – if applicable) (Country – if not US)

(if an individual) _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization) _____

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

United States

(Province – if applicable) (Country – if not US)

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will **OR** will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|--|--------------------------------------|----------------------------------|-------------------------|
| Willoughby | Shay | Lynn | |
| <small>(Last)</small> | <small>(First)</small> | <small>(Middle)</small> | <small>(Suffix)</small> |
| Bratton & McClow, LLC | | | |
| <small>(Street name and number or Post Office Box information)</small> | | | |
| 232 W. Tomichi Ave, Ste. 202 | | | |
| Gunnison | CO | 81230 | |
| <small>(City)</small> | <small>(State)</small> | <small>(Postal/Zip Code)</small> | |
| | United States | | |
| <small>(Province – if applicable)</small> | <small>(Country – if not US)</small> | | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**ARTICLES OF INCORPORATION
OF
LARKSPUR COMMUNITY ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, acting as incorporator, hereby establishes a corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I
Name of Corporation

The name of this corporation is:

LARKSPUR COMMUNITY ASSOCIATION

(hereinafter referred to as “LARKSPUR”).

ARTICLE II
Period of Duration

The corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE III
Purposes

The corporation is established not for profit and the objects and purposes for which the corporation is organized and the nature of the business to be conducted by it shall be:

3.1 To own, operate, administer, and maintain all property, whether real or personal or interests therein, for the use and benefit of all Owners within LARKSPUR governed by the Declaration of Protective Covenants of LARKSPUR.

3.2 To constitute the Association to which reference is made in the Declaration of Protective Covenants of LARKSPUR.

3.3 To be the Association for Common Interest Community of LARKSPUR in accordance with the Colorado Common Interest Ownership Act and the Colorado Revised Nonprofit Corporation Act, as they now exist and as they may hereafter be amended from time to time.

3.4 To exercise all powers and to administer, manage, and govern LARKSPUR, governed by the Declaration of Protective Covenants of

LARKSPUR, including all powers granted to the Association under the Declaration of Protective Covenants.

ARTICLE IV

Powers

This nonprofit corporation shall have and may exercise all powers conferred upon a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act and the Colorado Common Interest Ownership Act, as they now exist and as they may hereafter be amended from time to time.

ARTICLE V

Membership

This nonprofit corporation shall have members and the membership shall be constituted as follows:

5.1 Members. The owner of a Lot or Unit in LARKSPUR governed by the Declaration of Protective Covenants of LARKSPUR upon becoming such owner, shall be entitled and required to be a member of the corporation and shall remain a member of the corporation for the period of ownership of the Lot or Unit.

5.2 Number of Members. The number of members in the corporation shall be determined as follows: (1) one membership for each of the individual Lots in LARKSPUR; (2) one membership for each of the multifamily units constructed; and (3) one membership for each condominium unit on the Recreation Parcel.

5.3 Appurtenant Right. Such membership shall be an appurtenant right of the ownership of a Lot or Unit, shall run with a Lot or Unit, and shall automatically be transferred to any subsequent owner of the Lot or Unit upon the recording of any deed or conveyance thereof to a subsequent owner.

5.4 Terms and Conditions. The terms and conditions of membership in the corporation shall be as set forth in these Articles of Incorporation and the Bylaws of the corporation.

5.5 One Class of Membership. There shall be one class of members.

5.6 Certificates of Membership. The corporation may issue a certificate evidencing membership therein.

ARTICLE VI

Board of Directors

6.1 Directors. The business and affairs of the corporation shall be managed by a Board of Directors, also know as an executive board under the Colorado Common Interest Ownership Act.

6.2 Qualifications of Directors. All directors shall be members of the corporation.

6.3 Number of Directors. The initial Board of Directors shall consist of three persons whose term of office and the manner of their election shall be set forth in the Bylaws of the Corporation. The number of directors may be increased or decreased to not less than three or more than five by a majority vote of the Board of Directors of the members.

6.4 Initial Board of Directors. The persons comprising the initial Board of Directors of the corporation and their names and addresses are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Gary Garland | PO Box 1090 Crested Butte, CO 81224 |
| Derek Taaca | 310 Whitfield Ave. Sarasota, FL, 34243 |
| Laurie Garland | PO Box 1090 Crested Butte, CO 81224 |

6.5 Rights of Declaration. Notwithstanding any other provision of these Articles of Incorporation, Garland Properties, Inc., a Colorado corporation, as the Declarant of the Common Interest Community known as LARKPUR, its successors and assigns, shall have the right to appoint the members of the Board of Directors during the period of Declarant control. The period of Declarant control shall terminate no later than the earlier of (1) 60 days after the conveyance of 75% of the Lots within LARKSPUR to Owners other than the Declarant or (2) 2 years after Declarant has last conveyed a Lot within LARKPSUR in the ordinary course of business. Further, not later than 60 days after the conveyance of 25% of the Lots to Owners other than Declarant, at least one member and not less than 25% of the members of the Board of Directors shall be elected by the Owners other than Declarant and not later than 60 days after the conveyance of 50% of the Lots to Owners other than Declarant, not less than 1/3 of the members of the Board of Directors must be elected by the Owners other than Declarant.

ARTICLE VII Indemnification

The corporation shall indemnify the officers and directors of the corporation to the full extent permitted by the statutes of the State of Colorado.

ARTICLE VIII
Limitation of Liability

8.1 Non-Liability of Director. The personal liability of a director to the corporation or its members for monetary damages for breach of a fiduciary duty as a director is limited to the full extent provided by the statutes of the State of Colorado.

8.2 Liability for Willful or Wanton Acts. Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

ARTICLE IX
Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE X
Registered Office and Agent

10.1 Address and Name of Office and Agent. The address of the initial registered office of the corporation is:

19 Emmons Road
PO Box 1090
Crested Butte, CO 81224

and the name of its registered agent at such address is:

Gary F. Garland

10.2 Change of Office or Agent. Either the registered office or the registered agent may be changed at any time in the manner provided by law.

10.3 Principal Office: the principal office of the corporation shall be:

19 Emmons Road
PO Box 1090
Crested Butte, CO 81224

ARTICLE XI
Distribution of Assets on Dissolution

Upon dissolution of the corporation, its assets shall be applied and distributed as follows:

11.1 First to pay and discharge all liabilities and obligations of the corporation.

11.2 To return, transfer or convey any assets as required by the provisions of the Colorado Revised Nonprofit Corporation Act or as the same may be subsequently amended or modified.

11.3 All remaining assets of the corporation shall be distributed to its members in proportion to each member's ownership interest in the corporation.

ARTICLE XII
Incorporator

The incorporator of the corporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---|
| Shay Lynn Willoughby | 232 W. Tomichi Ave. Suite 202 Gunnison, CO 81230 |

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation the 18th day of May, 2006.

/s/ Shay Lynn Willoughby
Shay L. Willoughby

Consent of Registered Agent:

I consent to act as the initial registered agent for the corporation.

Dated: May 4, 2006

Registered Agent:

/s/ Gary F. Garland
Gary F. Garland

**A duly-signed original is on file at the offices of Bratton & McClow, LLC,
232 W. Tomichi Ave., Ste. 202, Gunnison, CO 81230**