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### Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 19871359652

1. Entity name THE RANCH ESTATES NO. 1 HOMEOWNERS' ASSOCIATION  
*(If changing the name of the corporation, indicate name BEFORE the name change)*

2. New Entity name  
(if applicable) \_\_\_\_\_

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*  
☒ Other amendments are attached.

4. If the nonprofit corporation's period  
of duration as amended is less than  
perpetual, state the date on which the  
period of duration expires \_\_\_\_\_  
*(mm/dd/yyyy)*

**OR**

If the nonprofit corporation's period of duration as amended is perpetual, mark this box ☒

5. *(Optional)* Delayed effective date \_\_\_\_\_  
*(mm/dd/yyyy)*

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If  
applicable, mark this box ☐ and include an attachment stating the additional information.

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<small>(Street name and number or Post Office Box information)</small>			
<u>Westminster</u>	<u>CO</u>	<u>80234</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
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**AMENDED  
ARTICLES OF INCORPORATION  
OF  
THE RANCH ESTATES NO. 1 HOMEOWNERS ASSOCIATION, INC.  
(A Nonprofit Corporation)**

**The Ranch Estates No. 1 Homeowners Association was incorporated in the State of Colorado on or about November 22, 1978 as a non-profit corporation pursuant to the Colorado Revised Nonprofit Corporation Act, C.R.S. Section 7-21-101, et seq. The Board of Directors and the Members of the Association hereby amend and adopt the following Articles of Incorporation in compliance with the Colorado Revised Non-Profit Corporation Act, Articles 121 to 137, Title 7, C.R.S., as amended:**

**ARTICLE I**

**The name of the Corporation is THE RANCH ESTATES NO. 1 HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".**

**ARTICLE II**

**The Association's principal place of business is located at 1640 W. 116<sup>th</sup> Court, Westminster, Colorado 80234.**

**ARTICLE III**

**The Association's registered agent in Colorado is Jim Ellis whose business address is 1640 W. 116<sup>th</sup> Court, Westminster, Colorado 80234.**

**ARTICLE IV  
PURPOSES AND POWERS OF THE ASSOCIATION**

**The Association does not contemplate nor does it seek any pecuniary gain or profit to the Members thereof. The specific purposes for which it is formed are as follows:**

**4.1 The Association is organized exclusively for the purpose to provide for the maintenance, preservation, and architectural control of the residence lots and improvements within that certain tract of property, more particularly described in Exhibit "A", attached hereto and incorporated herein by this reference (the Property) and to promote the health, safety, and welfare of the Owners and residents within the Property and to preserve, protect, and enhance the values and amenities of the community known as The Ranch Estates Filing No. 1 Homeowners Association, Inc.**

**and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for the following purposes to:**

**4.2 have and exercise any and all powers, rights and privileges which are granted to an Association under the Colorado Common Interest Ownership Act, as amended (Colorado Revised Statutes 38-33-101 et seq.), the Colorado Revised Nonprofit Corporation Act, as amended, (Colorado Revised Statutes, Articles 121 to 137, Title 7, as amended) and the Declaration of Covenants, Bylaws, Rules and Regulation, and other governing documents of the Association;**

**4.3 prepare and exercise all the powers and privileges and to perform all duties and obligations of the Association pursuant to the Declaration of Covenants, Conditions and Restrictions for The Ranch Estates No. 1 Homeowners Association, Inc. (the 'Declaration'), applicable to the property and recorded or to be recorded in the Office of the Clerk and Recorder of Adams County, Colorado, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;**

**4.4 fix, levy, collect, and enforce payment by any lawful means, all dues, late payment charges, interest or assessments pursuant to the terms of the Declaration; adopt and amend budgets for revenues, expenditures and reserves; enter into contracts and enforce contracts; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to, all licenses, taxes, insurance, or governmental charges levied or imposed against the property of the Association;**

**4.5 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;**

**4.6 borrow money, and with the approval of sixty-seven percent (67%) of the members of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for the money borrowed or debts incurred;**

**4.7 institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or of two or more Owners on matters affecting the Association and/or Community;**

**4.8 dedicate, sell, or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication**

or transfer shall be effective unless sixty-seven percent (67%) of the members of the Association approve and agree to such dedication, sale, or transfer;

4.9 participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex residential property and common areas, provided that any such merger, consolidation or annexation shall have the approval of sixty-seven percent (67%) of the members of the Association;

4.10 exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Revised Nonprofit Corporation Act may now or hereinafter exercise.

## **ARTICLE V**

### **NONPROFIT CORPORATION**

The Association shall be a nonprofit corporation, without shares of stock. No part of the earning, if any, of the Association shall inure to the benefit of or be distributed to the Members, Directors or officers of the Association, or other private Persons, except (1) as provided by these Articles and applicable law and (2) that the Association 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 in these Articles and the Declaration.

## **ARTICLE VI**

### **MEMBERSHIP**

6.1 Every person or entity who is a record owner of a lot becomes subject to the Declaration of Covenants, Conditions and Restrictions of The Ranch Estates Filing No. 1 Homeowners Association, Inc., as amended, by virtue of being an Owner and for so long as the Person or Entity is an owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

6.2 No owner, whether one (1) or more Persons, shall have more than one (1) membership per Lot owned, but all of the Persons owning each Lot shall be entitled to the rights of membership and of use and enjoyment appurtenant to such ownership. An Owner shall not transfer, pledge or alienate his membership in the Association in any way except upon sale or encumbrance of a Lot and then to the purchaser or holder of a Security Interest in the Lot.

**6.3 The Association shall have one (1) class of voting membership comprising all Owners. All Members shall be entitled to vote on Association matters on the basis of one (1) vote for each Lot, as each lot is originally platted. When more than one (1) Person is the Owner of any Lot, all such Persons shall be Members. A vote for such Lot may be exercised by one (1) Person or in the alternative, such Persons as the Owners themselves determine. If more than one (1) of the multiple Owners are present at a meeting in person or by proxy, the vote allocated to their Lot may be cast by agreement of the majority interest of the owners. There shall be deemed to be a majority agreement if any one (1) of the multiple Owners casts the vote allocated to that Lot without protest being made promptly to the person presiding over the meeting by any of the other Owners of the Lot.**

**6.4 A transfer of membership shall incur automatically upon the transfer of title to the Lot to which the membership pertains. The Association may suspend the voting rights of a Member(s) for any period of time during which any assessment against such "Owners" Lot are in default in any obligations to the Association.**

**6.5 Cumulative voting is prohibited.**

## **ARTICLE VII BYLAWS**

**The Association shall promulgate, adopt, alter, repeal and publish Association Bylaws, and rules and regulations, as may be necessary or desirable for the proper management of the affairs of this Association. The Board of Directors may alter, amend and repeal the Bylaws. The Association shall exercise any powers enumerated in the Bylaws of the Association and exercise any other powers necessary and proper for the governance and operation of the Association.**

## **ARTICLE VIII BOARD OF DIRECTORS**

**The affairs of this Association shall be managed by a Board of up to five (5) directors who must be members of the Association. The number of directors may be increased or decreased at any time by amendment of the Bylaws but in no event shall the number of Directors be less than (3) three. The Association members shall elect directors for a term of three years. The names and addresses of the persons who shall serve as Directors until their successors shall be elected and qualified are as follows:**

**Don Shantz  
1610 W. 116<sup>th</sup>. Court  
Westminster, CO 80234**

**Gary Hanson  
1773 W. 116<sup>th</sup> Circle  
Westminster, CO 80234**

**Jim Ellis  
1640 W. 116<sup>th</sup> Court  
Westminster, CO 80234**

**Dal Berg  
11645 Quivas Way  
Westminster, CO 80234**

**Julio Raphel  
11630 Shoshone Way  
Westminster, CO 80234**

## **ARTICLE IX OFFICERS**

**The Board of Directors shall appoint a President, a Treasurer, a Secretary, and such other Officers of the Board, in accordance with the provisions of the Bylaws. The officers selected by the Board shall have such duties as may be prescribed by the Bylaws and shall serve at the pleasure of the Board of Directors.**

## **ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**The Association shall provide for the indemnification of its officers and the members of its Board of Directors as now or hereafter required by the Colorado Revised Nonprofit Corporation Act, and may indemnify its directors, officers, as otherwise permitted to the full extent by Colorado law or as the Board may deem appropriate and shall maintain Directors' and Officers liability insurance.**

## **ARTICLE XI LIMITATION OF LIABILITY**

**11.1 There shall be no personal liability, either direct or indirect, of any Director or Officer of the Association, or its Members, for monetary damages for any breach(es) of duty as a Director or Officer, except that this provision shall not eliminate the liability of a Director or Officer, to the Association or its Members, for monetary damages for breach of fiduciary duty, act, omission or transaction as to which the Colorado Revised Nonprofit Corporation Act expressly prohibits the elimination of liability. Furthermore, this provision shall not restrict or otherwise diminish the provisions of Section 13-21-116(2)(b), Colorado Revised Statutes, as amended, or any other law that would limit or eliminate liabilities.**



**11.2 The Directors, Officers, employees and Members of the Association shall not be liable for the obligations of the Association.**

**11.3 Directors shall not be liable for actions taken or omissions to act in the performance of corporate duties except for wanton and willful acts or omissions.**

## **ARTICLE XII DISSOLUTION**

**The Association may be dissolved with the approval and consent given in writing and signed by not less than sixty-seven percent (67%) of the Members pursuant to the Colorado Common Interest Ownership Act as amended. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be sold and the proceeds thereof shall be distributed to Owners and lienholders as their interests may appear or if not sold, title to such assets shall vest in the Owners as tenants in common as set forth in the Colorado Common Interest Ownership Act.**

## **ARTICLE XIII DURATION**

**This Corporation shall exist in perpetuity.**

## **ARTICLE XIV AMENDMENTS**

**14.1 These Articles may be amended with the approval of sixty-seven percent (67%) of a quorum of the Members present at an annual or special meeting of the Members at which a quorum is present in person or by proxy. In addition to the foregoing, these Articles of Incorporation may be amended by a vote of Members by written ballot as provided in the Bylaws.**

**14.2 Notwithstanding the foregoing, The Board of Directors may at any time amend these Articles of Incorporation, without Member action, as provided in the Colorado Revised Nonprofit Corporation Act at Section 7-130-102.**



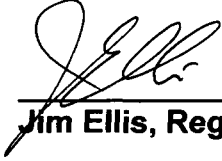
**EXHIBIT "A"**

**Lots 1 through 23, Block 1; Lots 1 through 6, Block 2; Lots 1 through 20, Block 3; Lots 1 through 20, Block 4; Lots 1 through 36, Block 5; Tracts A, B, C, and D,**

**A REPLAT OF THE RANCH SUBDIVISION FILING NO. 1, according to the recorded plat thereof, County of Adams, State of Colorado.**

**CONSENT OF REGISTERED AGENT**

**I hereby consent to my appointment as the Registered Agent of The Ranch Estates Filing No 1 Homeowners Association, Inc. in the foregoing Amended Articles of Incorporation.**



**Jim Ellis, Registered Agent**

**Dated:** MAY 14, 2008