

**ARTICLES OF INCORPORATION
OF
FOUNTAIN MESA VILLAGE
HOMEOWNERS ASSOCIATION**

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act and adopts the following Articles of Incorporation:

**Article I.
Name**

The name of the corporation is Fountain Mesa Village Homeowners Association (the "Association").

**Article II.
Duration**

The Association shall have perpetual existence.

**Article III.
Purposes**

The purposes and objectives 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 residential lots within the area of El Paso County, Colorado commonly known as Fountain Mesa Village (the "Owners") and to advance their common interests with respect to the covenants, conditions and restrictions set forth in the Declaration of Covenants, Conditions and Restrictions of Fountain Mesa Village, recorded or to be recorded in the records of El Paso County, Colorado (the "Declaration");

(b) To provide design review and covenant enforcement activities to the Owners in accordance with the Declaration;

(c) To provide for the care, management, maintenance, and repair of the areas required or permitted to be maintained by the Association, in the manner prescribed by the Declaration and to provide other services as required or authorized under the Declaration;

(d) To levy and collect adequate assessments to fund the expenses of the Association, as may be provided in the Declaration; and

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

**Article IV.
Additional Powers**

In furtherance of the purposes and objectives set forth in Article III and in the Declaration and subject to the restrictions set forth in Article V, the Association shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado, and may do everything necessary or convenient for the accomplishment of any

of the 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.

Article V.
Restrictions Upon Powers

No part of the net earnings of the Association (other than by providing services benefiting all members of the Association, and other than a rebate of excess assessments) shall inure to the benefit of any member, 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 its members according to their pro rata interest and obligations.

Article VII.
Offices

7.1 Initial Registered Office and Agent. The address of the initial registered office of the Association is 1765 South 8th Street, Suite T-1, Colorado Springs, Colorado 80906. The name of its initial registered agent at such address is Robert C. Irwin.

7.2 Principal Office. The initial principal office of the Association shall be 1765 South 8th Street, Suite T-1, Colorado Springs, Colorado 80906.

Article VIII.
Members

The Association shall have members as provided in the Declaration and in the Bylaws of the Association. The qualifications for and terms of membership and the rights, powers and privileges, including voting rights, of the members shall be as provided in the Declaration and the Bylaws, as may be amended. 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 the manner of their selection and election shall be determined according to the Declaration and the Bylaws.

(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

