



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, *NATALIE MEYER*, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF INCORPORATION TO OH-BE-JOYFUL ACRES HOME OWNERS ASSOCIATION, INC., A NONPROFIT CORPORATION.

Dated: OCTOBER 15, 1990

Natalie Meyer

SECRETARY OF STATE

NONPROFIT MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

RECEIVED

ARTICLES OF INCORPORATION
(SEE INSTRUCTIONS BEHIND)

401

This document must be
typewritten

The undersigned person(s) acting as incorporator(s) of a corporation under the Colorado Nonprofit Corporation Act, sign, and, acknowledge the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is OH-BE-JOYFUL ACRES HOME OWNERS ASSOCIATION, INC.

SECOND: The period of duration is Perpetual
(a stated number of years, or the word PERPETUAL)

THIRD: The purpose or purposes for which the corporation is organized To protect and maintain the area known as Oh-Be-Joyful Acres Subdivision situated in Pitkin County, Colorado

FOURTH: The address of the initial registered office of the corporation in Colorado is 310 Mountain Avenue, Berthoud, Colorado 80513
(Address must include Building number, Street (or rural route number), Town or City, County and Zip code.)
and the name of its initial registered agent at such address is Louis F. Bein

FIFTH: Address of the principal office _____
(if not the same as its registered office)

SIXTH: The number of directors constituting the initial board of directors of the corporation is (at least one) three, and the names and addresses of the persons who are to

NAME	ADDRESS
<u>Louis F. Bein</u>	<u>P. O. Box 1079, Berthoud, CO 80513</u>
<u>Jon K. Mulford</u>	<u>600 East Hopkins Ave., Aspen, CO 81611</u>
<u>Robert J. Freeark, M.D.</u>	<u>304 Fairbank Road, Riverside, IL 60546</u>

Incorporator(s) (Note) _____
State of Colorado

County of Larimer June 17, 1987

Acknowledged before me this 12th day of _____
by Louis F. Bein, Incorporator of Oh-Be-Joyful Acres Home Owners Association, Inc.
(Insert names as signed above, in full, and correct name of corporation)

Louis F. Bein
Louis F. Bein, Incorporator

COMPUTER UPDATE COMPLETE August 22, 1987
200 Mountain Avenue
Berthoud, Colorado 80513

Note: The name and address of each incorporator is to be typed below his signature unless and where the incorporators are also initial directors, the address of such incorporator need not be repeated.

NONPROFIT

ARTICLES OF INCORPORATION

OF

OH-BE-JOYFUL ACRES HOME OWNERS ASSOCIATION

FILED

OCT 18 1990

STATE OF COLORADO
DEPARTMENT OF STATE

The undersigned natural person of eighteen (18) years of age or more acting as incorporator of a corporation for the purpose of forming a corporation pursuant to the provisions of the Colorado Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

OH-BE-JOYFUL ACRES HOME OWNERS ASSOCIATION, INC.,
a non-profit Colorado corporation

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes and Powers

A. Purpose. This corporation is organized for the following purposes.

1. To enforce the Protective Covenants for Oh-Be-Joyful Acres Subdivision, Pitkin County, Colorado (the "Covenants"), as such may be recorded in the records of the Clerk and Recorder of Pitkin County, Colorado, and to be the Home Owners' Association as may be described in the Covenants.
2. To protect and maintain the area known as Oh-Be-Joyful Acres Subdivision situated in Pitkin County, Colorado, according to the Amended Plat thereof recorded in Plat Book 25 at Page 9 in the office of the Clerk and Recorder of Pitkin County, Colorado (hereinafter "Subdivision").
3. To hold title to any lands or any interest in lands, including but not limited to, common areas, parks and lands of a similar nature, private roads, utility easements and other easements and rights of way of a similar or dissimilar nature, and to improve, beautify and maintain such lands and any such interest in lands.



4. To borrow monies, levy assessments, collect assessments and to encumber, lease, purchase, sell, convey and deal with lands, interests in lands, structures and improvements.

5. To establish, maintain and enforce all necessary and reasonable rules and regulations concerning the use of all lands and interest in lands held by the corporation.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by the Colorado Nonprofit Corporation Act, by any other law, or by these Articles of Incorporation.

7. The corporation shall make no distribution of its income to members, directors or officers.

B. Powers. The corporation shall have all of the powers authorized or permitted to a non-profit corporation under the Colorado Nonprofit Corporation Act now in force or hereinafter in effect, including, without limitation, the following:

1. To exercise all powers as may be properly assigned to the corporation under the Covenants; to approve, or disapprove the design, siting and location of all improvements included within the Subdivision for conformity and harmony with any properly adopted plan or plans of development or covenants restricting the use of said lands; and to enforce any and all covenants, limitations or restrictions governing the use and occupancy of said lands and the construction and alteration of structures and improvements upon any part of said lands, in accordance with the provisions of the Covenants.

2. To charge, assess and collect such fees or sums as may be set by the Board of Directors for the acquisition, construction, maintenance or repair of properties owned or operated by the corporation.

3. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional real property and appurtenances.

ARTICLE IV Directors

A. Names of Directors. The names and addresses of the persons who are to serve as Directors of this corporation until the first annual meeting of members and until their successors shall be elected and shall qualify are as follows:

ROBERT J. FREEARK

304 Fairbanks Road
Riverside, Illinois 60546

RUTH FREEARK

304 Fairbanks Road
Riverside, Illinois 60546

JOHN YOUNG

P.O. Box 1099
Basalt, Colorado 81621

B. Number of Directors. The business, affairs and property of the corporation shall be managed by a Board of Directors who shall be elected at the annual meetings of the members. There shall be three (3) directors.

ARTICLE V
Offices; Incorporator

The address of the initial registered office of the corporation in Colorado is 315 E. Hyman Avenue, Suite 305, Aspen, Colorado 81611, and the name of the incorporator and the initial registered agent at such address is Gideon I. Kaufman. The corporation may also have one or more offices at such other place or places within or without the State of Colorado as the Board of Directors may, from time to time, determine or the business of the corporation may require.

ARTICLE VI
Members and Voting

6.1 The members of this corporation shall be those persons, associations or entities (other than this corporation) who own title in fee to the lots in the Subdivision. All persons, associations or entities acquiring the title in fee to any of the lots included within the Subdivision, by whatever means acquired, shall automatically become members of this corporation. No person, association or entity shall continue to be a member after that person, association or entity no longer holds title in fee to any lot included within the Subdivision.

6.2 The members of the corporation shall be divided into Class A Members and Class B Members as provided in the Bylaws. The classes shall vote respectively as provided in the Bylaws.

ARTICLE VII
Indemnification

The corporation shall indemnify any and all of its directors or officers, or former directors or officers against expenses actually incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of being or having been directors or officers or a director or officer of the corporation except in relation to matters as to which any such director or officer, or former director or officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of

