

ARTICLES OF INCORPORATION

OF

RIVER'S EDGE AT SOUTHMONT SUBDIVISION PROPERTY OWNERS ASSOCIATION
(A Nonprofit Corporation)

The undersigned natural persons being over the age of 18 years hereby incorporate this nonprofit corporation by signing, acknowledging and delivering these Articles of Incorporation in duplicate to the Colorado Secretary of State.

ARTICLE I
NAME

The name of the nonprofit Corporation is RIVER'S EDGE AT SOUTHMONT SUBDIVISION PROPERTY OWNERS ASSOCIATION. Hereafter in these Articles, the term "Corporation" shall refer to this nonprofit Corporation.

ARTICLE II
DURATION

The period of its duration shall be perpetual.

ARTICLE III
PURPOSES AND POWERS

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
19991186540 N
\$ 55.00
SECRETARY OF STATE
10-06-1999 08:23:30

1. The business, object and purposes for which the Corporation is formed are as follows:

A. To be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions for River's Edge At Southmont and any amendment or supplement thereto (herein after called the "Declaration" and the definitions and provisions thereof are incorporated herein by this reference as if set forth at length) which has been or will be recorded in the records of the Clerk and Recorder of the County of Montrose, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

B. To provide an entity for the furtherance of the interest of all of the Owners of Lots in River's Edge At Southmont, and the Declarants named in the Declaration, with the objectives of establishing and maintaining River's Edge At Southmont as a project of quality and value; enhancing and protecting its value, desirability and attractiveness; promoting the health, safety and welfare of the residents of said project and providing for the maintenance, preservation and architectural control of the Lots and Common Area within said Project.

2. The Corporation is formed under the Colorado Nonprofit Corporation Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of the property of the Project as provided in the Declaration. The Board of Directors may elect to qualify as a "Homeowners Association" as defined in section 528 of the Internal Revenue Code of 1986.

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3. The description of these purposes shall not limit other lawful purposes of the Corporation. In furtherance of its purposes, the Corporation shall have all of the powers conferred upon nonprofit corporations, including all powers of an owner of property, including the Common Area, as provided in the Declaration of Covenants, Conditions and Restrictions for River's Edge At Southmont as now existing or as hereafter amended from time to time.

ARTICLE IV NONPROFIT NATURE OF ENTITY

No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other person. Except, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Reimbursement may be made for any expenses incurred for the Corporation by any officer, director, agent or employee, or any other person or Corporation, pursuant to and upon authorization of the Board of Directors. The Corporation shall not participate in or intervene (including the publishing or distributing or statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V MEMBERS

This Corporation will have members.

1. This Corporation shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration, every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. A membership in this Corporation and the share of a Member in the assets of this Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Lot to which the membership pertains; PROVIDED, HOWEVER, that the rights of membership may be assigned to the holder fee mortgage, Deed of Trust or other security instrument covering any Lot as further security for a loan secured by a lien on such Lot.

3. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains; PROVIDED, HOWEVER, that the Bylaws of this Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this Corporation.

4. Members shall have the right to purchase other Lots and to exercise the membership rights appurtenant thereto as provided in the Declaration.

5. This Corporation may suspend the voting rights of a Member for failure to comply with rules and regulations of the Bylaws of the Association or with any other obligations of the Owners of a Lot under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Association. Cumulative voting is prohibited.

6. The Bylaws may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members; PROVIDED, HOWEVER, the provisions of these Articles of Incorporation and the Bylaws shall be subject to the covenants, terms and provisions of the Declaration which shall control in the event of any conflict, and the provisions of these Articles of Incorporation shall control over any conflicting provisions in the Bylaws.

ARTICLE VII
DISSOLUTION, MERGER OR CONSOLIDATION

The Corporation may be dissolved, merged or consolidated in the manner provided by law. In addition, the assent given in writing and signed by not less than two-thirds (2/3) of the First Mortgagees as defined in the Declaration shall be required for dissolution, merger or consolidation. Upon the dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration. In such event, the assets may be granted, conveyed and assigned to any public agency, nonprofit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Corporation was created.

ARTICLE VIII
ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The personal liability of a director to the Corporation or to its members is eliminated to the maximum extent permitted by law, including the elimination of the personal liability of a director for monetary damages for breach of fiduciary duty as director.

ARTICLE IX
REGISTERED AGENT AND PRINCIPAL OFFICE

The address of the initial and principal registered office of the Corporation is 1730 U.S. Highway 50, Delta, Colorado 81416, and the name of its initial registered agent at such address is Marvin E. Ryan.

ARTICLE X
DIRECTORS

The number of the directors constituting the initial Board of Directors of the Corporation is two and the names and addresses of the persons on the initial Board of Directors is:

Marvin E. Ryan
1730 U.S. Highway 50
Delta, Colorado 81416

Debra Jo Ryan
1730 U.S. Highway 50
Delta, Colorado 81416

The Bylaws may fix the numbers of directors if greater than two.

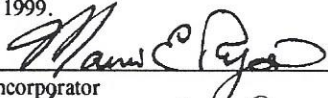
ARTICLE XI
INCORPORATORS

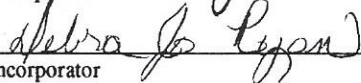
The names and addresses of the incorporators is:

Marvin E. Ryan
1730 U.S. Highway 50
Delta, Colorado 81416

Debra Jo Ryan
1730 U.S. Highway 50
Delta, Colorado 81416

Executed this 7 day of September, 1999.



Incorporator


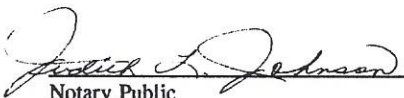
Incorporator

STATE OF COLORADO)
)ss.
COUNTY OF DELTA)

The foregoing instrument was acknowledged before me this 2nd day of September, 1999, by Marvin E. Ryan and Debra Jo Ryan.

Witness my hand and official seal.
My Commission expires: June 10, 2001





Notary Public

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

RIVER'S EDGE AT SOUTHMONT SUBDIVISION PROPERTY OWNERS ASSOCIATION

is a **Nonprofit Corporation** formed or registered on 10/06/1999 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19991186540.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 09/22/2014 that have been posted, and by documents delivered to this office electronically through 09/23/2014 @ 09:59:46.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 09/23/2014 @ 09:59:46 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8962558.



A handwritten signature in blue ink, appearing to read "Scott Gessler", is written over a horizontal line.

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."