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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: 1285 Albion Owners Association, Inc.
(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: 1285 Albion Street
(Street name and number)

Denver *(City)* CO *(State)* 80220 *(Postal/Zip Code)*
(Province – if applicable) United States *(Country – if not US)*

4. Principal office mailing address: (if different from above)
(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*
(Province – if applicable) *(Country – if not US)*

5. Registered agent: (if an individual): Lewallen *(Last)* Matt *(First)* *(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: 1060 Bannock Street
(Street name and number)
#310

Denver *(City)* CO *(State)* 80204 *(Postal/Zip Code)*

8. Registered agent mailing address: (if different from above)
(Street name and number or Post Office Box information)

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

(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)

(Last) (First) (Middle) (Suffix)

OR (if a business organization) Concept on Albion, LLC

1060 Bannock Street

(Street name and number or Post Office Box information)

#310

Denver CO 80204

(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:

Bercovitz (*Last*) Michael (*First*) (*Middle*) (*Suffix*)

1600 Stout Street
(*Street name and number or Post Office Box information*)

#700

Denver (*City*) CO (*State*) 80202 (*Postal/Zip Code*)

(*Province – if applicable*) United States (*Country – if not US*)

(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.)

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Questions? Contact the Business Division. For contact information, please visit the Secretary of State's web site.

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Attachment 1
HOA Addendum

ADDENDUM TO:

ARTICLES OF INCORPORATION

1285 ALBION OWNERS ASSOCIATION, INC.
(a Nonprofit Corporation)

This statement is attached to, and made a part of the Articles of Incorporation forming a nonprofit corporation under the Colorado Nonprofit Corporation Act.

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and shall be a nonprofit corporation, without shares.

The affairs of the Association shall be managed by the Board of Directors (also referred to as the Executive Board) of the Association as provided in –and accordance with- the Bylaws of the Association.

The Board of Directors shall be set by the Bylaws, although the initial, Declarant Board shall consist of four persons, and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event shall the number of directors be less than three. The names and addresses of the initial person or persons who shall serve as directors until their successors shall be elected shall be set forth in a duly adopted resolution of the Executive Board.

The members of the Board of Directors shall not be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director; except that the foregoing shall not eliminate or limit the liability of a Director for: any breach of that Director's duty of loyalty to the Association or its members; acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law; acts specified in C.R.S. Section 7-128-403; and any transaction from which the Director derived an improper personal benefit.

Except for personal liability of a Director provided herein, and unless otherwise limited by the Colorado Common Interest Ownership Act, the Declaration of Condominium for CONCEPT ON ALBION, or the Bylaws of the Association, the Directors shall be indemnified by the Association for any loss, damage, cost or expense incurred in the performance of their duties to the Association, including attorneys fees and costs, to the maximum extent permitted by law.

The assets of the Association, if any, in the process of dissolution shall be applied and distributed as provided in the Colorado Revised Nonprofit Corporation Act, C.R.S. 7-134-101 et seq., as may be amended from time to time.

Amendment of the Articles shall require the assent of at least two-thirds (2/3) of the weighted votes which members present at an annual or special meeting of the members of the Association, or represented by proxy, are entitled to cast, as provided in the Colorado Revised Nonprofit Corporation Act and the Declaration of Condominium for CONCEPT ON ALBION to be recorded in the real estate records of the City and County of Denver.