

DONETTA DAVIDSON
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ARTICLES OF INCORPORATION

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OF

THE ROMEO BLOCK LOFTS ASSOCIATION, INC.

A Non-Profit Corporation

NONPROFIT

The undersigned natural person, of the age of eighteen (18) years or more, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of Colorado, hereby establishes a corporation pursuant to the Colorado Nonprofit Corporation Act, and adopts the following articles of incorporation.

ARTICLE I

Name

The name of the corporation is The Romeo Block Lofts Association, Inc., hereafter called the "Association."

ARTICLE II

Period of Duration

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The period of duration of the Association shall be perpetual.

ARTICLE III

Purposes and Powers

.....REJECTED.....

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specified purposes for which it is formed are to provide for maintenance, preservation, and architectural control of that certain property described in Exhibit A attached hereto and incorporated herein by this reference and any additions thereto as may hereafter be brought within the jurisdiction of this Association, (hereinafter called the "Properties"), and to promote the health, safety, and welfare of the residents within the Properties for this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Common Interest Community Declaration hereinafter called the "Declaration," applicable to the Properties and recorded in the Office of the Clerk and Recorder of the City and County of Denver, Colorado, on or about the even date herewith, and as the same may be further amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined);

(b) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration, pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association,

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including all licenses, taxes, or governmental charges, if any, levied or imposed against any property of the Association;

(c) 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; provided, however, that no conveyance, sale, transfer, or dedication shall be effective unless approved in accordance with the applicable provisions of the Declaration and the By-Laws of the Association;

(d) borrow money and, with the consent required under the Declaration and By-Laws, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) manage, control, operate, maintain, repair and improve the common elements within the Properties;

(f) enforce covenants, restrictions, and conditions affecting any property to the extent this Association may be authorized to do so under the Declaration;

(g) engage in activities which will actively foster, promote, and advance the common ownership interests of the members;

(h) enter into, make, perform, or enforce contracts, licenses and agreements of every kind and description, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of this Association, with or in association with any person, firm, association, corporation, or other entity or agency, public or private;

(i) adopt, alter, and amend or repeal such bylaws as may be necessary or desirable for the proper management of the affairs of this Association, provided, however, that such bylaws shall not be inconsistent with or contrary to any provisions of these articles of incorporation or the Declaration; and

(j) have and exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise.

ARTICLE IV Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any estate site or other land subject to the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any estate site or other land

subject to the Declaration. A transfer of membership shall occur automatically upon the transfer of title to the property to which the membership pertains.

ARTICLE V
Voting Rights

Each Member shall be entitled to one (1) vote per unit owned, subject to the right of the Declarant to appoint and remove the officers of the Association and the Members of the Executive Board during the limited period of Declarant Control as provided in Section 8.9 of the Declaration.

The Association may suspend the voting rights of a member for failure to comply with rules or regulations of the Association or with any other obligations of the owners of an estate site under the Declaration. All members shall be entitled to vote on all matters, except members who are in default in any obligations to the Association. Cumulative voting is prohibited.

ARTICLE VI
Distribution of Assets on Dissolution or Liquidation and Prohibited Activities

Distribution of assets on dissolution or final liquidation of the Association shall be pursuant to the provisions of the Colorado Common Interest Ownership Act, specifically C.R.S. Section 38-33.3-218. No part of the net earnings of the Association may inure to the benefit of any member other than by acquiring, constructing, or providing management, maintenance, and care of association property, and other than by a rebate of excess membership dues, fees, or assessments.

ARTICLE VII
Indemnification

The Association shall have the right to indemnify any person to the fullest extent allowed by the laws of the State of Colorado, except as may be limited by the bylaws from time to time in effect.

ARTICLE VIII
Limitation of Personal Liability of Members of the Executive Board

To the fullest extent permitted by Section 7-22-101(r) of the Colorado Nonprofit Corporation Act, as the same may be amended and supplemented, no Member of the Executive Board of the Association shall be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a Member of the Executive Board.

ARTICLE IX
Initial Registered Office and Agent

9.1 The address of the initial registered office of the corporation is 420 E 58th Ave #124A, Denver Colorado 80216. The name of the initial registered agent at that address is Steve Smalley.

9.2 The Principal office for the Corporation is located at 420 E 58th Ave, #124A, Denver Colorado 80216, but meetings of Owners and Directors may be held at such other places within the State Of Colorado as may be designated by the Board of Directors.

Article X

Members of the Executive Board

10.1 Initial Members. The initial Members of the Executive Board of the Association shall consist of three (3) Members Being natural persons of the age of eighteen (18) years or more. The names of the persons who are to serve as the initial directors until their successors are elected and qualified is as follows:

Barrett Palumbo Melissa Echtermeyer Shannon Friel

10.2 Election and Other Matters. The number of Members of the Executive Board shall be as specified in the bylaws. The manner in which directors shall be chosen and removed from the office, their qualifications, powers duties and tenure of office, the manner of filling vacancies on the Board and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

Article XI

Amendments

Subject to any provisions of the declaration which may require a higher number, if any, amendment of these Articles shall require the assent of two thirds (2/3) of a quorum of each class of members voting in person or by proxy at an annual meeting of members or at a special meeting called for this purpose; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration, and provided further that the Executive Board shall have the sole right and authority to amend the Articles of Incorporation to the extent necessary or appropriate to obtain or ensure tax exempt status under the Internal Revenue Code of 1986 and the regulations promulgated thereunder. The Members shall not be entitled to vote on any such amendments relating to such tax-exempt status matters.

Article XII

Incorporator

The name and address of the incorporator is Steve Smalley, 420 E 58th Ave #124A Denver Colorado 80216

Date this 12 day of Dec 2002


Steve Smalley