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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Whetstone Industrial Park Lot Owners Association, Inc.

*(**Caution:** The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address
24474 HWY 135
(Street number and name)

Crested Butte (*City*) CO (*State*) 81224 (*ZIP/Postal Code*)
(*Province – if applicable*) United States (*Country*)

Mailing address
(**leave blank** if same as street address)
P.O. Box 836
(Street number and name or Post Office Box information)

Crested Butte (*City*) CO (*State*) 81224 (*ZIP/Postal Code*)
(*Province – if applicable*) United States (*Country*).

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
(if an individual)
(*Last*) (*First*) (*Middle*) (*Suffix*)

OR

(if an entity) Law of the Rockies

*(**Caution:** Do not provide both an individual and an entity name.)*

Street address
525 N. Main Street
(Street number and name)

Gunnison (*City*) CO (*State*) 81230 (*ZIP Code*)

Mailing address
(**leave blank** if same as street address) _____
(Street number and name or Post Office Box information)

_____

_____ CO _____.
(City) *(State)* *(ZIP Code)*

(The following statement is adopted by marking the box.)

☑ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) _____ _____ _____ _____
(Last) *(First)* *(Middle)* *(Suffix)*

OR

(if an entity) Law of the Rockies
*(**Caution:** Do not provide both an individual and an entity name.)*

Mailing address 525 N. Main Street
(Street number and name or Post Office Box information)

_____

Gunnison CO 81230
(City) *(State)* *(ZIP/Postal Code)*

_____ United States .
(Province – if applicable) *(Country)*

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. *(If the following statement applies, adopt the statement by marking the box.)*

☑ The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See attached.

7. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

☑ This document contains additional information as provided by law.

8. ***(Caution:*** *Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

With (*Last*) Jacob (*First*) _____ (*Middle*) _____ (*Suffix*)

525 N. Main Street
(Street number and name or Post Office Box information)

_____

Gunnison (*City*) CO (*State*) 81230 (*ZIP/Postal Code*)

_____ (*Province – if applicable*) United States (*Country*).

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Articles of Incorporation
Additional Provisions

1. Purposes. The corporation is established not for profit and the objects and purposes for which the corporation is organized and the nature of the business to be conducted by it shall be:

(a) To constitute the Association to which reference is made in the Declaration of Protective Covenants for Whetstone Industrial Park filed with the Gunnison County Clerk and Recorder.

(b) To be the Association for Whetstone Industrial Park in accordance with the Colorado Common Interest Ownership Act, and the Colorado Revised Nonprofit Corporation Act, as they now exist and as they may hereafter be amended from time to time.

(c) To own, administer and maintain all property, whether real or personal or interests therein, for the use and benefit of all unit owners within Whetstone Industrial Park.

2. Powers. This nonprofit corporation shall have and may exercise all powers conferred upon a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act and the Colorado Common Interest Ownership Act, as they now exist and as they may hereafter be amended from time to time.

3. Membership.

(a) The Association will have voting Members for each Lot (as defined in the Declaration) subject to the Declaration.

(b) There is one membership for each Lot owned, which shall be automatically transferred upon the conveyance of the Lot.

(c) The qualifications of Members of the Association, the voting rights, classes of Members and other rights and obligations of Members are contained in the Declaration and Bylaws of the Association.

4. Board of Directors. The business and affairs of the corporation shall be managed by a board of directors, also known as an executive board under the Colorado Common Interest Ownership Act.

(a) Except as required by CCIOA and during the Declarant Control Period, all directors shall be members of the corporation.

(b) The Board shall consist of three to five (both inclusive) directors.

(c) The term of office, and method of election, removal and filling of vacancies shall be as set forth in the Bylaws.

(d) The personal liability of a director to the corporation or its members for monetary damages for breach of a fiduciary duty as a director or officer is limited to the full extent provided by the statutes of the State of Colorado.

5. Indemnification. The corporation shall indemnify the officers and directors of the corporation to the full extent permitted by the statutes of the State of Colorado.

6. Amendment. Amendment of these Articles shall require the assent of at least 51% of the votes in the Association or such larger vote as may be required by Colorado law. No amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration or Colorado law.

7. Dissolution. In the event of the dissolution of the Association as a corporation, either voluntary or involuntarily by the Members, by operation of law or otherwise, then the assets of the Association shall be distributed or otherwise owned as set forth in C.R.S. § 38-33.3-218 and to the extent the same is not applicable, then the same shall be distributed to the Members pro rata by Lot with the owners of each lot receiving one share.