

NONPROFIT

ARTICLES OF INCORPORATION

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OF

GILPIN-CLEAR CREEK HOME AND LANDOWNERS ASSOCIATION, INC.

The undersigned incorporator, desiring to organize a corporation under the Colorado Nonprofit Corporations Act, adopts the following as Articles of Incorporation.

ARTICLE I Name

The name of the Corporation is Gilpin-Clear Creek Home and Landowners Association, Inc. and it shall have perpetual existence.

ARTICLE II Purposes

The purposes of the Corporation are:

1. To continue, as if without interruption, the activities as the former Corporation of the same name, incorporated by the State of Colorado on or about April 26, 1978.
2. To promote the best interests of the residents and landowners in and adjacent to York Gulch in Gilpin and Clear Creek Counties.
3. To assist in the establishment of roads, easements and rights of way and related utilities and to maintain roads and easements for the benefit of the members.
4. To deal on behalf of its members with governments and governmental agencies.
5. And to engage in such other activities as shall promote the health, safety and welfare of the members as property owners.

ARTICLE III Registered Agent

The Name and address of the initial registered agent of the Corporation is Neil O. Littlefield, 205 Ivy Street, Denver, Colorado, 80220, co-owner of the Uncle Sam lot in York Gulch in Clear Creek County.

ARTICLE IV Non-Profit

- A. The corporation shall not have nor issue shares of stock, and no dividends shall be paid. No part of the income or profit of the corporation shall be distributed to its directors or officers; provided, however, that reasonable compensation may be paid for any services rendered to, and

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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.

- B. No member, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the corporation on dissolution of the corporation or otherwise.
- C. Upon dissolution of the corporation, all its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 501 (c) (3) of the Internal Code.

ARTICLE V Members

Any person who is a record owner of a lot, improved or unimproved, within the York Gulch or environs as determined by the Board of Directors from time to time, may become a member by paying the annual dues. Any record owner of a lot may designate any person to exercise the rights of membership, including attending meetings, voting at such meetings or being elected to the Board of Directors. For the purposes of this Article, a lot shall count as one lot even though parts of an adjacent lot or Forest Service land have been added to it. A record owner of more than one non-contiguous lots may pay dues and exercise rights of multiple membership. Where more than one person holds title to a lot, all such persons may be members, but only one vote shall be cast for such lot.

ARTICLE VI Indemnity

Indemnification. To the maximum extent permitted by any applicable law, this Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director or officer, committee member, employee or agent of the Corporation against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, except in relation to matters as to which such Director or officer, committee member, employee or agent is adjudged in such action, suit or proceeding to be liable for wanton and willful acts or omissions in the performance of a duty to the Corporation.

Indemnification provided by this Article shall be in addition to and independent of and shall not be deemed exclusive

of any other rights to indemnification to which any person may be entitled by contract or otherwise under law. Indemnification provided by this Article shall continue as to a person who has ceased to be a member of the Board of Directors or an officer, committee member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Article.

In regard to Directors of the Corporation, the indemnification described herein shall not apply to eliminate or limit the liability of a Director to the Corporation for: any breach of the Director's duty of loyalty to the Corporation or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in the Colorado Revised Statutes, Section 7-24-111; or any transaction from which the director derived an improper personal benefit.

ARTICLE VII Amendment

These Articles of Incorporation may be amended by majority vote of the directors then in office, according to procedures set forth in the By-laws of the corporation.

ARTICLE VIII Directors

The number of directors constituting the Board of Directors of the Corporation is currently eleven and the names and addresses of the persons who are to serve as the initial directors are:

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| 1. Kathleen Krebs
P.O. Box 844
Idaho Springs, CO 80452 | 2. Steve Peters
P.O. Box 261
Idaho Springs, CO 80452 |
| 3. Anita Krumenacker
13193 E. Florida Pl.
Aurora, CO 80012 | 4. Charles Koopman
P.O. Box 1658
Idaho Springs, CO 80452 |
| 5. Gene Anderson
P.O. Box 429
Idaho Springs, CO 80452 | 6. Carla Littlefield
205 Ivy St.
Denver, CO 80220 |
| 7. Jack Pettry
P.O. Box 491
Idaho Springs, CO 80452 | 8. Arlan Crane
P.O. Box 728
Idaho Springs, CO 80452 |
| 9. Patty Yost
270 S. Saddle Dr.
Idaho Springs, CO 80452 | 10. Roy Mendes
P.O. Box 217
Idaho Springs, CO 80452 |

11. Gail Sams
P.O. Box 1516
Idaho Springs, CO 80452

ARTICLE IX Incorporator

The Incorporator of the Corporation is Neil O. Littlefield, 205 Ivy Street, Denver, Colorado, 80220, co-owner of the Uncle Sam lot in York Gulch in Clear Creek County.

Signed: Neil O. Littlefield

STATE OF COLORADO)
) ss.
COUNTY OF)

The foregoing instrument was acknowledged before me this 6th day of August, 1992, by Neil O. Littlefield, Incorporator.

Witness my hand and official seal.

My commission expires 12/30/95.

[Signature]
Notary Public

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