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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: Brush Creek Village Homeowners Association  
*(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: 1160 Capitol Street  
*(Street name and number)*

Eagle CO 81631  
*(City) (State) (Postal/Zip Code)*

United States  
*(Country - if not US)*

4. Principal office mailing address: P.O. Box 3908  
*(if different from above) (Street name and number or Post Office Box information)*

Eagle CO 81631  
*(City) (State) (Postal/Zip Code)*

United States  
*(Country - if not US)*

5. Registered agent: (if an individual): Purchase John  
*(Last) (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: 1160 Capitol Street  
*(Street name and number)*

Suite 202

Eagle CO 81631  
*(City) (State) (Postal/Zip Code)*

8. Registered agent mailing address: P.O. Box 3908  
*(if different from above) (Street name and number or Post Office Box information)*

Eagle CO 81631  
(City) (State) (Postal/Zip Code)  
United States  
(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)

Isom Mary  
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

P.O. Box 6500  
(Street name and number or Post Office Box information)

Vail CO 81658  
(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:

Isom	Mary		
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
P.O. Box 6500			
<i>(Street name and number or Post Office Box information)</i>			
Vail		CO	81658
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
United States			
<i>(Province - if applicable)</i>		<i>(Country - if not US)</i>	

*(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.)*

**Disclaimer:**

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## **NOTICE:**

*This "image" is merely a display of information that was filed electronically. It is not an image that was created by optically scanning a paper document.*

*No such paper document was filed. Consequently, no copy of a paper document is available regarding this document.*

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

## Click the following links to view attachments

Attachment 1  
Articles of Incorporation

**ARTICLES OF INCORPORATION  
OF  
BRUSH CREEK VILLAGE HOMEOWNERS ASSOCIATION**

I, MARY R. ISOM, whose post office address is P.O. Box 6500 Vail, CO 81658, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the Colorado Revised Non-Profit Corporation Act.

**ARTICLE 1  
NAME**

The name of the Corporation (which is hereafter called the "Corporation") is BRUSH CREEK VILLAGE HOMEOWNERS ASSOCIATION.

**ARTICLE 2  
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation in this State is: 1160 Capitol Street, Eagle, CO 81631.

**ARTICLE 3  
DURATION**

The Association shall exist in perpetuity from and after the date of filing these Articles of Incorporation with the Colorado Secretary of State, unless dissolved according to Colorado law.

**ARTICLE 4  
REGISTERED AGENT**

The name and business address of the Registered Agent for service of process on the Corporation in this State is John Purchase, 1160 Capitol Street, Eagle, CO 81631

The mailing address for the Registered Agent is P.O. Box 3908, Eagle, CO 81631.

The written consent of the initial Registered Agent is provided in these Articles of Incorporation.

**ARTICLE 5  
PURPOSES**

The business, objectives, and purposes for which the Corporation is formed are as follows:

5.1 To operate Brush Creek Village, a common interest community (the "Common Interest Community") located in the Town of Eagle, Eagle County, Colorado in accordance with the Colorado Nonprofit Corporation Act, as amended, and to manage the Common

Elements thereof.

5.2 To promote the health, safety, welfare, and common benefit of the Unit Owners and residents of the Common Interest Community; and

5.3 To be and constitute the Association (the "Association") to which reference is made in the Declaration for Brush Creek Village (the "Declaration") which is or will be recorded in the office of the Clerk and Recorder of the County of Eagle, State of Colorado, relating to a planned community described therein, in the County of Eagle, State of Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

## **ARTICLE 6** **POWERS**

In furtherance of its purposes, but not otherwise, the Corporation shall have the following powers:

6.1 All of the powers, rights, and privileges conferred upon nonprofit corporations by the common law and statutes of the State of Colorado in effect from time to time.

6.2 All of the powers, rights, and privileges conferred upon common interest community associations under the common law and statutes of the State of Colorado in effect from time to time.

6.3 All of the powers, rights, and privileges necessary or desirable to perform the obligations and duties, and exercise the rights and powers of the Association under its Declaration, Bylaws, rules and regulations, and other governing documents of the Association and the Corporation.

## **ARTICLE 7** **MEMBERSHIP RIGHTS AND QUALIFICATIONS**

The Association shall be a membership corporation without certificates of shares of stock and shall consist of one class of membership consisting of all Owners of the Units including Declarant so long as Declarant continues to own an interest in a Unit. The Members shall have voting rights, and such rights and obligations of membership are set forth in the Declaration and Bylaws of the Association. Membership shall terminate automatically without any Association action whenever such entity or individual ceases to own a Unit. Termination of membership shall not relieve or release any former Member from any liability or obligation incurred by virtue of, or in any way connected with, ownership of a Unit, or impair any rights or remedies which the Association or others may have against such former Member arising out of, or any way connected with, such membership.

The classes, rights, and qualifications and the manner of election or appointment of members are as follows:

7.1 This Corporation shall be a membership corporation without certificates or shares of stock. Any person who holds title to a Unit in the Common Interest Community shall be a member of the Corporation. There shall be one (1) membership for each Unit owned within the Common Interest Community. This membership shall be automatically transferred upon the transfer of title to the Unit to which the membership pertains, provided however, that the Bylaws of the Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Corporation.

7.2 All members shall be entitled to vote on all matters and the vote to which each membership is entitled is the vote assigned to its Unit in the Declaration. Cumulative voting is prohibited. No person, other than an Owner of a Unit, may be a member of the Corporation.

7.3 If title to any Unit shall be held by two (2) or more persons, then each such person shall be a member of this Corporation, provided however, that the voting rights of such Owners of the Units shall not be divided but shall be exercised as if the Owner of the Unit consisted of only one (1) person in accordance with the proxy or other designation made by the Owners of the Unit. Individual co-owners may not cast fractional votes. If a Unit is owned by more than one (1) person, then those persons shall agree among themselves how a vote for that Unit's membership is to be cast. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Unit objects at the time the vote is cast, in which case such membership's vote shall not be counted. The Declarant named in the Declaration, or its successors or assigns, may exercise all voting rights with respect to any Unit owned by it.

7.4 A membership in the Corporation and the share of a member in the assets of the Corporation shall not be assigned, encumbered, or transferred in any manner except as an appurtenance to transfer of title to the Unit to which the membership pertains, provided however, that the rights of membership may be assigned to the holder of a first Mortgage or Deed of Trust as further security for a loan secured by a lien on such Unit.

7.5 The Executive Board of the Corporation may suspend the voting rights of a member for failure to pay any assessment or for failure to otherwise comply with the rules and regulations or the Bylaws of the Corporation or with any other obligations of the Owners under the Declaration, or agreement(s) created pursuant thereto.

7.6 The members of the Corporation shall be of one class. The class is comprised solely of Unit Owners who own Units as defined in the Declaration. After the period of declarant control as set forth below, these members shall elect all members of the Executive Board.

7.7 The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties, and responsibilities of the members.

**ARTICLE 8**  
**EXECUTIVE BOARD**

8.1 The business and affairs of the Corporation shall be conducted, managed, and controlled by an Executive Board.

8.2 The Executive Board shall consist of not less than one (1) nor more than five (5) members, the specified number to be set forth from time to time in the Bylaws. The term of at least one member of the Executive Board shall expire annually.

8.3 Members of the Executive Board, referred to as directors, shall be elected in the manner determined by the Bylaws. All persons comprising the Executive Board shall be Owners.

8.4 Directors may be removed and vacancies on the Executive Board shall be filled in the manner provided in the Bylaws.

8.5 If ownership of any Unit is held by a corporation, limited liability company, trust, or partnership (general or limited), then in that event, officers, directors, agents, representatives, or employees of said entity may serve as a member of the Executive Board.

8.6 Notwithstanding Sections 8.2 and 8.3, Declarant has the sole right to appoint and to remove members of the Executive Board and officers of the Association to the extent of and during the period of Declarant Control. Such members and officers need not be Owners, but shall exercise the care required of fiduciaries of the Owners. "Declarant Control" begins with the appointment of the initial Executive Board and continues until the earlier of (a) five (5) years from the date of recording the Declaration, (b) the voluntary surrender by Declarant in writing, (c) 60 days after Declarant conveys seventy-five percent (75%) of the Units to Owners other than a Declarant, or (d) two (2) years after the last conveyance of a Unit by Declarant in the ordinary course of business; provided, however, that "Declarant Control" is extinguished 60 days after the following events: (a) to the extent of twenty-five (25%) of the members of the Executive Board (minimum of one (1)) after Declarant conveys twenty-five (25%) of the Units to Owners other than a Declarant, and (b) to the extent of thirty-three and one-third percent (33 1/3%) of the members of the Executive Board after Declarant conveys fifty percent (50%) of the Units to Owners other than a Declarant.

8.7 The initial Executive Board shall consist of the following persons, and the names and addresses of the persons who shall serve as directors until their successors are elected and qualified are as follows:

<i>Name</i>	<i>Address</i>
John Purchase	P.O. Box 3908 Eagle, CO 81631

Lara Purchase

P.O. Box 3908  
Eagle, CO 81631

Margaret Hall

P.O. Box 3908  
Eagle, CO 81631

Notwithstanding anything to the contrary provided for herein or in the Bylaws of the Association, Declarant shall be entitled to appoint the members of the Executive Board and officers of the Association to the fullest extent permitted under the Act.

**ARTICLE 9**  
**LIMITATION ON LIABILITY**

No member of the Board of Directors of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a manager, except to the extent such exemption from liability is not permitted under the Colorado Nonprofit Corporation Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a manager with respect to any act or omission occurring prior to such repeal or modification.

No member of the Board of Directors, or officer of the Association shall be personally liable for any injury to person(s) or property arising out of a tort committed by an employee except to the extent such exemption from liability is not permitted under the Colorado Nonprofit Corporation Act.

**ARTICLE 10**  
**AMENDMENTS**

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner set forth in the Declaration and the Bylaws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

**ARTICLE 11**  
**EXPIRATION OF DECLARANT'S FUNCTIONS**

Declarant's functions pursuant to the provisions of the Declaration, Bylaws and Articles of Incorporation shall expire upon the termination of Declarant control as defined in the Colorado Common Interest Ownership Act, as set forth in Article 33.3, Title 38, Colorado Revised Statutes and as amended.

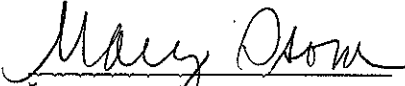
**ARTICLE 12**  
**DISTRIBUTIONS OF ASSETS UPON DISSOLUTION**

Upon dissolution of the corporation, the assets of the Corporation shall be distributed to the Owners in accordance with section 38-33.3-218 of the Colorado Common Interest Ownership Act.

**ARTICLE 13**  
**INCORPORATOR**


The name and address of the incorporator is as follows: Mary Isom, P.O. Box 6500, Vail, Colorado, 81658.

IN WITNESS WHEREOF, the above named incorporator signed these Articles of Incorporation on December 12, 2007.

  
\_\_\_\_\_  
Incorporator

Consent of Registered Agent

I hereby consent to being appointed as Registered Agent for the within Corporation.

  
\_\_\_\_\_  
Registered Agent

