

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Prairie Village South Homeowners Association, Inc.

is a **Nonprofit Corporation** formed or registered on 04/24/2014 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20141263846.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 01/14/2015 that have been posted, and by documents delivered to this office electronically through 01/15/2015 @ 09:43:11.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 01/15/2015 @ 09:43:11 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 9063216.



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/bic/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."



Colorado Secretary of State
 Date and Time: 04/24/2014 02:47 PM
 ID Number: 20141263846
 Document number: 20141263846
 Amount Paid: \$50.00

Document must be filed electronically.
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ABOVE SPACE FOR OFFICE USE ONLY

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 Prairie Village South Homeowners 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 9555 S. Kingston Court
(Street number and name)
Suite 200
Englewood CO 80112
(City) (State) (ZIP/Postal Code)
United States
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)
(City) (State) (ZIP/Postal Code)
(Province - if applicable) (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) Melody Homes, Inc.
(Caution: Do not provide both an individual and an entity name.)

Street address 9555 S. Kingston Court
(Street number and name)
Suite 200
Englewood CO 80112
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(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)
(Caution: Do not provide both an individual and an entity name.)

Melody Homes, Inc.

Mailing address

9555 S. Kingston Court
(Street number and name or Post Office Box information)
Suite 200
Englewood CO 80112
(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:

Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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)

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.

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

Landers	Debbie	Ann	
(Last)	(First)	(Middle)	(Suffix)
9555 S. Kingston Court			
(Street number and name or Post Office Box information)			
Suite 200			
Englewood	CO	80112	
(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.)

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

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**ATTACHMENT TO
ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION FOR
PRAIRIE VILLAGE SOUTH HOMEOWNERS ASSOCIATION, INC.**

Section 14: A Description of the Distribution of Assets upon Dissolution

- 14.1 The Association may be dissolved with the assent given in writing and signed by the Owners to which at least sixty-seven percent (67%) of the votes in the Association are allocated; provided, however, that prior to termination of the Special Declarant Rights, as provided in Section 1.26 of the Declaration, no dissolution of this Association shall be effective without the prior written approval of the Declarant. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Section 15: Additional Information Pursuant to Section 15 of the Secretary of State Articles of Incorporation Form

- 15.1 In addition to its other powers, the Association may exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Prairie Village South, hereinafter called the "Declaration," applicable to the Community and recorded or to be recorded in the Office of the Clerk and Recorder of Boulder County, Colorado, as the same may be amended, clarified and supplemented from time to time, 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).
- 15.2 There shall be no personal liability, either direct or indirect, of any director or officer of the Association to the Association or its Members, for monetary damages for any breach(es) of fiduciary duty as a director or officer; except that this provision shall not eliminate the liability of a director or officer, to the Association or its Members, for monetary damages for any breach, act, omission or transaction as to which the Colorado Revised Nonprofit Corporation Act (as in effect from time to time) expressly prohibits the elimination of liability. This provision is effective on the date of incorporation of the Association, and shall not eliminate or limit the liability of a director or officer to the Association or to its Members for monetary damages for any act or omission occurring prior to such date. However, this provision shall not limit the rights of directors or officers of the Association for indemnification or other assistance from the Association. Also, this provision shall not restrict or otherwise diminish the provisions of Section 13-21-116(2)(b), Colorado Revised Statutes, as amended, or any other law that would limit or eliminate liabilities. Any repeal or modification of the foregoing provisions of this Article by the Board of Directors or Members, or any repeal or modification of the provisions of the Colorado Revised Nonprofit Corporation Act which permits the limitation or elimination of liability of directors or officers, shall not adversely affect any elimination of liability, or any right or protection, for

any breach, act, omission or transaction that occurred prior to the time of such repeal or modification.

- 15.3 The Association shall indemnify its directors and officers as now or hereafter required by the Colorado Revised Nonprofit Corporation Act or CCIOA, and may indemnify its directors, officers, and employees as otherwise permitted by law or as the Board of Directors may deem appropriate from time to time.
- 15.4 At any time after dissolution of the Association, the Board of Directors may reinstate the Association without action, approval or consent of the Members or Owners, unless such dissolution was done by the Owners as provided in Section 14.1, above.
- 15.5 These Articles of Incorporation may be amended by the Board of Directors or with the approval of the votes of sixty-seven percent (67%) of a quorum of the Members at an annual or special meeting of the Members at which a quorum is present in person or by proxy; provided, however, prior to termination of the Special Declarant Rights, as provided in Section 1.26 of the Declaration, no amendment to these Articles of Incorporation shall be effective without the prior written approval of the Declarant. In addition, no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.
- 15.6 During the 75% Control Period, the following actions shall require the prior approval of HUD or VA if, at the time any such action is taken, HUD has insurance or VA has a guarantee(s) on one or more Security Interests and HUD or VA requires such approval: mergers and consolidations; annexation of additional properties; mortgaging of Common Elements; dissolution of the Association; or amendment of these Articles of Incorporation.
- 15.7 In case of any conflict between the Declaration and these Articles of Incorporation or the Bylaws of the Association, the Declaration shall control. In the case of any conflict between these Articles of Incorporation and the Bylaws of the Association, these Articles of Incorporation shall control.