

**ARTICLES OF INCORPORATION
OF
RIVER RIDGE RANCH LANDOWNER'S ASSOCIATION, INC.**

For the purpose of forming a non-profit corporation, pursuant to the provisions of Colorado Revised nonprofit Corporation Act (the "Act"), the undersigned has made, signed, and acknowledged the following articles:

**ARTICLE I
NAME**

The name of the corporation shall be: RIVER RIDGE RANCH LANDOWNER'S ASSOCIATION, INC.

**ARTICLE II
DURATION**

The period of duration for this corporation shall be perpetual.

**ARTICLE III
OFFICES**

The street address of the initial registered office of the corporation is 220 S. Main Street, La Veta, CO 81055, and name of the initial registered agent at that address is Jeffrey A. Switzer. The written consent of the initial registered agent to the appointment as such is stated below.

The address of the corporation's initial principal office is 220 S. Main Street, La Veta, CO 81055.

**ARTICLE IV
PURPOSES**

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

- A. To be and constitute the Landowner's Association, to which reference is made in the Declaration of Protective Covenants of River Ridge Ranch ("Landowner's Association") made by Colorado Switzer, LLC (hereinafter referred to as the "Declarant"), recorded in the office of the County Clerk and Recorder of the County of Huerfano, Colorado, and any supplements or amendments thereto and subsequent Declarations of Protective Covenants for additional properties or phases thereof subject to the Covenants and the Landowner's Association filed in the property records of the County of Huerfano, Colorado (hereinafter referred to as the "Covenants"); to perform all obligations and duties of the Landowner's Association; and to exercise all rights and powers of the Landowner's Association, as specified herein. The real properties subject to such Covenants and the Landowner's Association are called the "Development". No part of the assets or income of the corporation shall be distributable to or inure to the benefit of its members, directors or officers, except to the extent permitted by the Act.
- B. To provide an entity for the furtherance of the interest of the Owners of the individual lots (called a "Lot") within the Development ("Lot Owners").

**ARTICLE V
POWERS**

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

- A. All of the powers conferred upon non-profit corporations by the common law and the statutes of the State of Colorado, in effect from time to time.
- B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Landowner's Association under the Covenants, including, without limitation, the following powers:
 - 1. To make and collect assessments against Lot Owners, for the purpose of defraying the costs, expenses, and any loses of the Landowner's Association, or of exercising its powers or of performing it functions, including the right to enforce such assessments through the use of liens on delinquent Lot Owners Lots.
 - 2. To manage, control, maintain, repair, improve, and enlarge Common Easements, as defined in the Covenants.
 - 3. To enforce covenants, restrictions, or conditions effecting the Development, to the extent the Landowner's Association may be authorized under this any such covenants, restrictions, or conditions, and to make and enforce rules and regulations, for use of the Common Easements.
 - 4. To engage in activities, which will foster, promote, and advance the common ownership interest of the Lot Owners within the Development.
 - 5. To buy or otherwise acquire, sell, or dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal with in, real, personal, and mixed property of all kinds, and any right or interest therein, for the purpose of the Landowner's Association.
 - 6. To borrow money for any purpose of the Landowner's Association, limited in amount or in other respects, as may be provided in the By-Laws of the River Ridge Ranch Landowner's Association (hereinafter referred to as the "By-Laws").
 - 7. To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Landowner's Association, with or in association with any person, firm, association, corporation, or other entity or agency, public or private.
 - 8. To adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the affairs of the Landowner's Association; provided, however, that such By-Laws may not be inconsistent with or contrary to any provisions of the Covenants.
- C. The foregoing enumeration of powers shall not limit, or restrict in any manner, the exercise of other and further rights and powers, which may now or hereafter be allowed or permitted by law. The powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V.

ARTICLE VI
MEMBERSHIP

This corporation shall be a membership corporation, without certificates or shares of stock. Until such time as the Declarant owns less than 25 percent (25%) of all of the Lots (including subsequent phases) subject to the Covenants, it shall be the only member. Thereafter, there shall be one class of membership and there shall be one membership in the corporation for each such lot within the Development, as defined in the Covenants, which shall be held by the Owner of record of each such Lot, including the successors and assigns of any Lot located on River Ridge ranch and subject to the Covenants. For purposes of calculating the number of Lots owned by Declarant, as to any real property not subdivided, but subject to the Covenants, there shall be deemed held by Declarant or its successors or assigns, as many Lots as equals the total number of acres not yet subdivided, divided by 35, to the nearest round number.

The corporation shall have voting members. Membership voting rights shall be based upon the number of memberships owned. There will be one vote allotted for each membership owned and Lot owned.

All Members shall be entitled to vote on all matters, as provided above. Cumulative voting is prohibited. No person or entity, other than Declarant or its successors or assigns, or an Owner of a Lot may be a member of the corporation. Members shall have no preemptive rights to purchase other Lots of the membership appurtenant thereto.

If title to a Lot is held by more than one person, or by a firm, corporation, partnership, association, or other legal entity, or any combination thereto, such Owners shall designate one individual to be the Member for purposes of voting at meetings of the Landowner's Association. The name of such designated Member shall be recorded with the Secretary of the Corporation. Such designation shall be effective and remain in force, unless voluntarily revoked or amended by notice to the Secretary of the Corporation, or sooner terminated by operation of law. Within 30 days after such revocation, amendment, or termination thereof, however, the Owner shall appoint one individual to be the Member for such purposes.

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 transfer to the holder of a mortgage, deed of trust, or other security instrument on a Lot, as further security for a loan secured by a lien on such Lot.

A transfer of membership shall occur automatically upon transfer of title to the Lot to which membership pertains. The By-Laws may, however, contain reasonable provisions and requirements, with respect to recording such transfer, on the books and records of the corporation.

The corporation may suspend the voting rights of a member, for failure to comply with rules and regulations of the By-Laws, or with any other obligations of the Owners of a Lot, under the Covenants or any agreement created thereunder.

The By-Laws may contain certain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the Members.

ARTICLE VII
BOARD OF MANAGERS

The business and affairs of the corporation shall be conducted, managed, and controlled by a Board of Managers (hereinafter referred to as the "Board").

The Board shall consist of not less than three persons, the specific number to be set forth from time to time, in the By-Laws. In the absence of any provision to the contrary in the By-Laws, the Board shall consist of three persons.

The classes of Managers, method of election and the term of office of Members of the Board, shall be determined by the By-Laws.

The names and addresses of the members of the first Board, who shall serve until the first election of Managers by the members and until their successors are duly elected and qualified, are as follows:

Jeffrey A. Switzer

Colorado Switzer, LLC
220 S, Main Street, P.O. Box 1148
La Veta, CO 81055

Alan Murray

Colorado Switzer, LLC
665 Simonds Road
Williamstown, MA 01267

Paula McCarthy

Colorado Switzer, LLC
665 Simonds Road
Williamstown, MA 01267

Any vacancies in the Board, occurring before the first election of Managers by Members, shall be filled by the remaining Managers.

ARTICLE VIII OFFICERS

The Board may appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer, and any such other officers as the Board believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed in the By-Laws and shall serve at the pleasure of the Board.

ARTICLE IX CONVEYANCES AND ENCUMBRANCES

Corporate property may be conveyed or encumbered by authority of the Board, or such person or persons to whom such authority may be delegated by resolution of the Board. Conveyances or encumbrances shall be by instrument executed by the President or Vice-President and by the Secretary or the Treasurer or an Assistant Secretary or Treasurer, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE X INDEMNIFICATION

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or settlement thereof in which he may have become involved by reason of his being or having been a director or officer of the corporation. This indemnification shall apply whether or not he is a director or officer at the time such liabilities or expenses occurred, except in cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification established herein shall apply only when the Board approves such settlement and reimbursement. The foregoing right of indemnification shall be in addition to and not exclude of any all rights of indemnification to which such director or officer may be entitled.

ARTICLE XI INCORPORATOR

The incorporator of this corporation and his address are as follows:

Jeffrey A. Switzer
Colorado Switzer, LLC
220 S. Main Street
P.O. Box 1148
La Veta, CO 81055

ARTICLE XII

DISSOLUTION

In the event of the dissolution of this corporation, either voluntarily or by the Members hereof, by operation of law or otherwise, then the assets of this corporation shall be deemed to be owned by the Members in proportion to each proportion to the number of Lots owned by such members compared to the total number of Lots in the landowner's Association.

**ARTICLE XIII
AMENDMENTS**

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner as set forth in Colorado Revised Nonprofit Statutes; provided, however, that no amendment of the Articles of Incorporation shall be contrary to, or inconsistent with any provision of the Covenants.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article XI of the forgoing Articles of Incorporation has executed these Articles of Incorporation as of this 10 day of October, 2000.

By: _____
Jeffrey A. Switzer

REGISTERED AGENT'S CONSENT TO APPOINTMENT

The undersigned consents to appointment as the initial Registered Agent of River Ridge Ranch Landowner's Association, Inc.

Jeffrey A. Switzer.