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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 Sunlight 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 2034 Snow Bowl Plaza  
*(Street number and name)*

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Steamboat Springs CO 80487  
*(City) (State) (ZIP/Postal Code)*

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United States  
*(Country)*

Mailing address PO Box 772971  
*(leave blank if same as street address) (Street number and name or Post Office Box information)*

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Steamboat Springs CO 80477  
*(City) (State) (ZIP/Postal Code)*

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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) Fox Thomas B  
*(Last) (First) (Middle) (Suffix)*

**OR**  
 (if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 2034 Snow Bowl Plaza  
*(Street number and name)*

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Steamboat Springs CO 80487  
*(City) (State) (ZIP Code)*

Mailing address  
(leave blank if same as street address)

PO Box 772971  
*(Street number and name or Post Office Box information)*

Steamboat Springs CO 80477  
*(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) Fox Thomas B  
*(Last) (First) (Middle) (Suffix)*

**OR**

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

Mailing address 2034 Snow Bowl Plaza  
*(Street number and name or Post Office Box information)*

Steamboat Springs CO 80487  
*(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 and after winding up the affairs of the non-profit corporation, all assets shall be distributed, transferred and conveyed in the manner provided in the Colorado Common Interest Ownership Act.

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

Keeffe Alan \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)  
675 Snapdragon Way  
(Street number and name or Post Office Box information)  
Suite 350  
Steamboat Springs CO 80487  
(City) (State) (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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7.
  - A. To the fullest permitted by the laws of the State of Colorado as the same exist or may hereafter be amended, a director of the non-profit corporation shall not be liable to the non-profit corporation or its members for monetary damages for breach of fiduciary duty as a director except that the foregoing shall not eliminate or limit the liability of a director for: any breach of the directors' duty of loyalty to the non-profit 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 C.R.S. 7-128-403 or 7-128-501(2); or any transaction from the director directly or indirectly derived an improper personal benefit. Any repeal or modifications of this section by the members of the non-profit corporation shall be prospective only and shall not adversely affect any right or protection of a director of the non-profit corporation existing at the time of such repeal or modification.
  - B. The board of directors of the non-profit corporation shall have the power and authority to delegate all powers, authority and functions of the non-profit corporation to Sunlight Metropolitan District.