

MAY 16 1974

ARTICLES OF INCORPORATION
OF
ARROWHEAD IMPROVEMENTS ASSOCIATION, INC.

The undersigned natural persons, each more than twenty-one years of age, hereby establish a nonprofit corporation pursuant to the provisions of Chapter 21, Article 24, Colorado Revised Statutes, 1963, and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: Arrowhead Improvements Association, Inc., hereinafter referred to as the "Association".

ARTICLE II

DURATION

This Association will have perpetual existence.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to fulfill, maintain and regulate the provisions set forth in the Declaration of Protective Covenants and Restrictions of the Arrowhead in Gunnison Country Subdivision, in Gunnison County, Colorado, hereinafter referred to as the "Declaration"; to provide for maintenance, preservation and aesthetic and architectural control of the single family dwelling sites and common area within said subdivision, to the extent such sites and common ground are brought within its jurisdiction; to promote the health, safety and welfare of the residents of said subdivision; and in order to accomplish the above to:

(a) exercise such powers and privileges as are in conformity herewith and perform the duties and obligations of the Association as set forth in the Declaration as though said Declaration were set forth in total herein as the same is recorded in the Office of the Clerk and Recorder of Gunnison County, Colorado. In the event additional filings are made in said subdivision, then this Association will serve as the Association provided in the Declaration of Protective Covenants and Restrictions therefor to the extent therein provided;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of 75 per cent of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by 75 per cent of the members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of 75 per cent of the members.

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Colorado by law may now or hereafter have or exercise.

(h) the exercise of the powers of the Association are subject to the temporary powers of developer set forth in the Declaration.

ARTICLE IV

MEMBERSHIP

Membership in the Association is limited to individuals and entities who are owners of sites in Arrowhead in Gunnison Country Subdivision. One membership only to the owner or owners of each site. In the event a site is owned by two or more persons, a single membership shall be issued in the names of all and they shall designate to the Association in writing one of the owners who shall have the power to vote said membership and be entitled to the family use of the site. The membership for each site is appurtenant thereto and cannot be sold, transferred,

pledged or alienated in any way except as the same is sold, transferred, pledged or alienated with such site. Membership will not extend to those who hold an interest merely as security for the performance of an obligation.

ARTICLE V

VOTING RIGHTS

Each membership will be entitled to a single vote. The Association may suspend the voting rights of a member for failure to comply with the rules or regulations of the Association or with any obligations imposed upon members or site owners by the Declaration. At all meetings of the membership presence of one-half the members shall constitute a quorum. Voting may be by proxy.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

James F. Squirrell	677 - 25½ Road Grand Junction, Colorado 81501
Donald W. Squirrell	2779½ Uranium Grand Junction, Colorado 81501
Hazel E. Squirrell	2779½ Uranium Grand Junction, Colorado 81501

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years. Cumulative voting in the election of Directors shall not be permitted.

ARTICLE VII

CONTRACTS WITH DIRECTORS AND OFFICERS

No contract or other transaction of the Association with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (i) The fact that one or more of the directors or officers of this corporation is interested in or is a director or officer of another corporation; or (ii) The fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction.

My commission expires: January 3, 1976.
Witness my hand and official seal.