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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 Parker Gateway Village Property Owners Association.
(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 2710 E. Camelback Road, #210
(Street number and name)

Phoenix AZ 85016
(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) OJRNR Incorporator, Inc.
(Caution: Do not provide both an individual and an entity name.)

Street address 950 17th Street
(Street number and name)

Suite 1600

Denver CO 80202
(City) (State) (ZIP Code)

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

_____ CO _____
(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) Martin Kimberly A.
(Last) (First) (Middle) (Suffix)

OR

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

Mailing address 950 17th Street
(Street number and name or Post Office Box information)

Suite 1600

Denver CO 80202
(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:

See attachment.

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

Martin Kimberly A.
(Last) (First) (Middle) (Suffix)
950 17th Street
(Street number and name or Post Office Box information)
Suite 1600
Denver CO 80202
(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).

**ADDENDUM TO THE
ARTICLES OF INCORPORATION
OF
PARKER GATEWAY VILLAGE PROPERTY OWNERS ASSOCIATION**

This Addendum to Articles of Incorporation (this “Addendum,” and collectively with the form Articles of Incorporation to which this Addendum is attached, the “Articles”), is made this 24th day of February, in the year 2021, for delivery to the Secretary of State for the State of Colorado for the purpose of forming Parker Gateway Village Property Owners Association (the “Corporation”) as a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act, Colorado Revised Statutes § 7-121-101, et seq., as amended (the “Nonprofit Act”).

**ARTICLE TEN
PURPOSES**

The Corporation is organized to be and shall at all times be a property owners association. It is the property owners association that the Master Declaration of Easements, Covenants, Conditions and Restrictions (the Declaration) refers to as the “Association.” The Corporation at all times intends to engage primarily in the activities that are contemplated by the Declaration and are set forth herein and not in the business of investing, reinvesting, owning, holding, or trading in securities. The Declaration has been or is intended to be recorded in the real property records of Douglas County (the “County”), State of Colorado (the “Records”). All capitalized terms used but not defined in these Articles, unless otherwise noted, shall have the same meanings as provided in the Declaration.

**ARTICLE ELEVEN
POWERS**

In furtherance of the purposes and objectives (but not otherwise) of the Corporation, subject to any limitations imposed by the bylaws of the Corporation (the “Bylaws”) or the Declaration, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the Nonprofit Act and may do everything necessary or convenient for the accomplishment of any of the purposes and objectives of the Corporation either alone or in connection with any other person or entity, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

**ARTICLE TWELVE
BOARD OF DIRECTORS**

12.1. In General. The affairs of the Corporation shall be managed by a board of directors (the “Board”). The duties, qualifications, number, and term of the members of the Board (the “Directors”) and the manner of their election, appointment, and removal shall be as set forth in the Declaration and the Bylaws, provided that EVT Parker Colorado, L.L.C., an Arizona limited liability company, as “declarant” under the Declaration (“Declarant”), shall have the right to appoint and remove all of the Directors until expiration of the Period of Declarant Control (defined below). For purposes of these Articles, the “Period of Declarant Control” is the period commencing on the date of filing of these Articles with the Secretary of State for the State

of Colorado and continuing for so long as Declarant owns any real property or any interest therein that is part of the Declarant Parcel; provided, however, that Declarant may earlier terminate the Period of Declarant Control by executing and recording in the Records against the Declarant Parcel a notice of termination of the Period of Declarant Control. For purposes of the foregoing, examples of “real property or any interest therein” include, but are not limited to, (i) a tract of land in which Declarant owns fee title; (ii) a tract of land in which Declarant owns any interest as a co-tenant; (iii) an easement or right of way owned by Declarant; (iv) a leasehold interest owned by Declarant; (v) air, subterranean, mineral, or water rights owned by Declarant above, below, or appurtenant to land not owned by Declarant; (vi) a right of first refusal or a right of repurchase owned by Declarant in or with respect to any land not owned by Declarant; and/or (vii) real property interests owned by an affiliate, including any partnership, limited liability company, or joint venture in which Declarant or a wholly-owned subsidiary entity of Declarant is a partner, member, or joint venturer.

12.2. Initial Board Members. Initially, there shall be three (3) members of the Board of Directors. The names and addresses of the persons who shall serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Craig Eisenberg	c/o Eisenberg Company 2710 E. Camelback Road, #210 Phoenix, Arizona 85016
Jason Eisenberg	c/o Eisenberg Company 2710 E. Camelback Road, #210 Phoenix, Arizona 85016
Ryan Amato	c/o Eisenberg Company 2710 E. Camelback Road, #210 Phoenix, Arizona 85016

ARTICLE THIRTEEN MEMBERS

13.1. Voting Members. The Corporation shall have voting members (the “Members”). Each Person, or if more than one, all Persons collectively, constituting an owner of fee simple title (an “Owner”) to any legally subdivided parcel (a “Parcel”) within the Declarant Parcel shall be a Member of the Corporation.

13.2. Membership. An Owner’s membership in the Corporation is hereinafter referred to as a “Membership.” Each Membership in the Corporation is appurtenant to the fee simple title to a Parcel. Membership in the Corporation automatically terminates when a Person ceases to be an Owner, whether through sale, intestate succession, testamentary disposition, foreclosure, or otherwise, and the new Owner of the applicable Parcel will automatically succeed to Membership in the Corporation as to that Parcel. The Corporation shall recognize a new Member upon presentation by a new Owner of satisfactory evidence of the sale, transfer,

succession, disposition, foreclosure, or other transfer of a Parcel. Membership in the Corporation may not be transferred, pledged, or alienated in any way, except to the new Owner upon conveyance of a Parcel. Any prohibited transfer of a Membership is void and shall not be recognized by the Corporation. Votes in the Corporation shall be allocated among the Members according to the Bylaws; provided however, the Corporation shall not have any votes for any Parcels owned by the Corporation.

ARTICLE FOURTEEN PROXY VOTING

A Member may vote in person, as provided in the Bylaws, and may be authorized in the Bylaws to vote by proxy on any matters on which the Member is entitled to vote.

ARTICLE FIFTEEN CUMULATIVE VOTING

Cumulative voting by Members in the election of Directors is not permitted.

ARTICLE SIXTEEN BYLAWS

The Board has the power to make, amend, repeal, or restate the Bylaws, not inconsistent with these Articles, the laws of the State of Colorado, or the Declaration, for the administration and regulation of the affairs of the Corporation. The Bylaws may not be amended by vote of the Members.

ARTICLE SEVENTEEN AMENDMENT OF ARTICLES

The Board may amend these Articles in those instances provided for in Section 7-130-102 of the Nonprofit Act. All other amendments of these Articles shall be made in accordance with the Nonprofit Act by the Board and the vote of the Members, but only so long as these Articles, as amended, contain provisions that are lawful under the Nonprofit Act and are not contrary to or inconsistent with any provision of the Declaration or Bylaws.

ARTICLE EIGHTEEN DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the distribution of the Corporation's assets will, after making the distributions set forth in Section 7-134-105 of the Nonprofit Act, be divided among the Owners in the same percentages as the votes in the Corporation are allocated among the Members pursuant to the Bylaws.

ARTICLE NINETEEN INDEMNIFICATION AND LIMITATION OF LIABILITY

19.1. Indemnification. The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a Director or officer of the Corporation, and may indemnify any other person, against any claim, liability, or expense arising against or

incurred by the person made party to a proceeding because he or she is or was a director, officer, agent, fiduciary, or employee of the Corporation or because he or she is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary, or agent at the Corporation's request. The Corporation further may, to the maximum extent permitted by law, purchase and maintain insurance providing such indemnification, advance expenses to persons indemnified by the Corporation, and provide indemnification to any person by general or specific action of the Board, the Bylaws of the Corporation, contract, or otherwise. The Corporation may obtain and maintain directors' and officers' insurance and such other insurance as deemed appropriate by the Board from time to time.

19.2. Limitation on Directors' and Officers' Liability. No Director or officer shall be liable for actions taken or omissions made in the performance of such Director's or officer's duties as such, except for wanton and willful acts or omissions. Without limiting the generality of the foregoing sentence, no Director shall have any personal liability to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director; except that the personal liability of such Director shall not be eliminated for: (i) any breach of the Director's duty of loyalty to the Corporation or its Members; (ii) acts or omissions by the Director not in good faith or that involve intentional misconduct or a knowing violation of the law; (iii) voting for or assenting to any unlawful distributions as defined under Section 7-128-403 of the Nonprofit Act; provided, however, that the extent of liability for such vote or assent shall be determined pursuant to Section 7-128-403 of the Nonprofit Act; (iv) consenting to or participating in the making of any loan by the Corporation to any Member, Director, or officer; provided, however, that the extent of liability for such consent or participation shall be determined pursuant to Section 7-128-501 of the Nonprofit Act; or (v) any transaction from which the Director directly or indirectly derived an improper personal benefit. No Director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee of the Corporation unless such Director or officer was personally involved in the situation giving rise to the injury or unless such Director or officer committed a criminal offense in connection with such situation. Nothing contained in this Section 19.2 shall be construed to deprive any Director of his or her right to all defenses ordinarily available to a Director nor shall anything herein be construed to deprive any Director of any right he or she may have for contribution from any other Director or other person.

**ARTICLE TWENTY
INCORPORATOR**

The name and address of the Incorporator, who is a natural person eighteen (18) years of age or older, is:

Kimberly A. Martin, Esq.
Otten, Johnson, Robinson, Neff & Ragonetti, P.C.
950 Seventeenth Street, Suite 1600
Denver, Colorado 80202

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The Incorporator has caused these Articles of Incorporation of Parker Gateway Village Property Owners Association to be delivered for filing to the Secretary of State for the State of Colorado as of the day and year first above written. Any questions or other

communications relating to these Articles of Incorporation may be directed to the Incorporator at the above-listed address or by calling the Incorporator at 303-825-8400 or sending an electronic communication to her at kmartin@ottenjohnson.com.