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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 Thompson Park 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 625 E. Hyman Avenue, Suite 201
(Street number and name)

Aspen CO 81611
(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) LaCroix Christopher
(Last) (First) (Middle) (Suffix)

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

Street address c/o Garfield & Hecht, P.C.
(Street number and name)
625 E. Hyman Avenue, Suite 201
Aspen CO 81611
(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) Garfield & Hecht, P.C.
(Caution: Do not provide both an individual and an entity name.)

Mailing address 625 E. Hyman Avenue, Suite 201
(Street number and name or Post Office Box information)

Aspen CO 81611
(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

Carmer Haley
(Last) (First) (Middle) (Suffix)
Garfield & Hecht, P.C.
(Street number and name or Post Office Box information)
625 E. Hyman Avenue, Suite 201
Aspen CO 81611
(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:

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**ARTICLES OF INCORPORATION
THOMPSON PARK HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation under the Colorado Revised Nonprofit Corporation Act, hereby certifies the following Articles:

**ARTICLE 1
NAME**

The name of the corporation is Thompson Park Homeowners Association, Inc. (the "Association").

**ARTICLE 2
PERIOD OF DURATION**

The Association shall exist in perpetuity from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to Colorado law and these Articles.

**ARTICLE 3
PURPOSES OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit of the members thereof. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use, and maintenance of a residential project, including the administration, use, and maintenance of certain common areas and other property more fully described under the Declaration of Covenants, Conditions, Easements, and Restrictions for Thompson Park Subdivision, recorded or to be recorded in the Office of the Clerk and Recorder of Garfield County, Colorado, as amended from time to time (the "Declaration"); (ii) to serve the legitimate interests of the owners of the parcels and units within the property; and (iii) to promote the general health, safety, and welfare of the owners, residents, and occupants of the property.

**ARTICLE 4
POWERS**

In furtherance of the purposes stated above, the Association shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado as well as those rights, powers, privileges, and immunities set forth in the Declaration and afforded to unit owners associations under the Colorado Common Interest Ownership Act, C.R.S. §§ 38-33.3-101, *et seq.*, as amended from time to time.

**ARTICLE 5
LIMITATION OF LIABILITY**

No director of the Association shall have any liability to the Association or to its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the Colorado Revised Nonprofit

Corporation Act. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director with respect to any act or omission occurring prior to such repeal or modification.

ARTICLE 6 INDEMNIFICATION

The Association shall provide indemnification either directly or indirectly through insurance policies or otherwise, to the fullest extent permitted by law, for any individual who serves as a director, officer, committee member, employee, or agent of the Association, or who serves at the request of the Association as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan, against liabilities and expenses such individual incurs in connection with holding such position.

Whenever such an individual seeks indemnification by the Association against any liability or expenses incurred in any threatened, pending, or completed proceeding in which the individual is a party because he or she holds or has held any such position, the Association shall proceed diligently and in good faith to make a determination, in the manner permitted in the Colorado Revised Nonprofit Corporation Act, whether indemnification is permissible under the circumstances. If indemnification is determined to be permissible, the Association shall indemnify the individual to the fullest extent permissible, provided that any indemnification for expenses shall be limited to the amount found reasonable by an evaluation conducted in a manner permitted by the Colorado Revised Nonprofit Corporation Act.

This article shall not be interpreted to limit in any manner any indemnification the Association may be required to pay pursuant to the Colorado Revised Nonprofit Corporation Act, any court order, or any contract, resolution or other commitment that is legally valid.

ARTICLE 7 REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association is c/o Garfield & Hecht, P.C., 625 East Hyman Avenue, Suite 201, Aspen, Colorado 81611. The initial registered agent at such office is Chris LaCroix. The initial principal office of the Association is located at 625 East Hyman Avenue, Suite 201, Aspen, Colorado 81611, and may be changed by the Association at any time as provided in the Bylaws of the Association.

ARTICLE 8 MEMBERS

The Association shall have one (1) category of members as set forth in the Bylaws of the Association. All members of the Association shall be voting members.

**ARTICLE 9
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by members representing not less than seventy-five percent (75%) of the total votes entitled to be cast on Association matters as described in the Declaration. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

**ARTICLE 10
AMENDMENT**

The provisions of these Articles may be amended, in whole or in part, from time to time, by majority vote of the Board of Directors of the Association or upon the written consent of members of the Association representing not less than sixty seven percent (67%) of the total votes entitled to be cast on Association matters as described in the Declaration; provided, however, that termination of these Articles must be approved upon the written consent of members of the Association representing not less than seventy-five percent (75%) of the total votes entitled to be cast on Association matters as described in the Declaration

**ARTICLE 11
INCORPORATOR**

The name of the incorporator and the person who causes this document to be delivered for filing (and to whom the Secretary of State may deliver notice if filing of this document is refused) is Garfield & Hecht, P.C., whose address is 625 East Hyman Avenue, Suite 201, Aspen, Colorado 81611, Attention: Haley Carmer.