



Colorado Secretary of State
 Date and Time: 03/23/2021 12:51 PM
 ID Number: 20211279007
 Document number: 20211279007
 Amount Paid: \$50.00

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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 Wellington Row Owners Association II, 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 4070 Sveta Lane
(Street number and name)
Unit 6
Wellington CO 80549
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address PO Box 83
(leave blank if same as street address) (Street number and name or Post Office Box information)
Wellington CO 80549
(City) (State) (ZIP/Postal Code)
United States
(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) Wellington Row II LLC
(Caution: Do not provide both an individual and an entity name.)

Street address 4070 Sveta Lane
(Street number and name)
Unit 6
Wellington CO 80549
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

PO Box 83
(Street number and name or Post Office Box information)

Wellington CO 80549
(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) Sweere Monica
(Last) (First) (Middle) (Suffix)

OR

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

Mailing address PO Box 83
(Street number and name or Post Office Box information)

Wellington CO 80549
(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:

In the event of the dissolution of Wellington Row Owners Association II, Inc., either voluntarily or involuntarily by the Members, by operation of law, or otherwise, then the assets of the Wellington Row Owners Association II, Inc. shall be deemed to be co-owned by the Members at the date of dissolution, as part of their Units.

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)

Notice:

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Dry _____ Laurie _____ M _____
(Last) (First) (Middle) (Suffix)
Ireland Stapleton Pryor & Pascoe, PC
(Street number and name or Post Office Box information)
200 Grand Ave., Ste. 202
Grand Junction _____ CO _____ 81501
(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.

Disclaimer:

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**ARTICLES OF INCORPORATION
FOR
WELLINGTON ROW OWNERS ASSOCIATION II, INC.
(A Colorado Nonprofit Corporation)**

ARTICLE 1. NAME

The name of the corporation is Wellington Row Owners Association II, Inc. (the "Association").

ARTICLE 2. DURATION

The duration of the Association is perpetual.

ARTICLE 3. DEFINITIONS

The definitions set forth in the Declaration of Covenants, Conditions, and Restrictions for Wellington Row Condominiums II, recorded in the real estate records of the Clerk and Recorder of the County of Larimer, Colorado, as amended, modified or supplemented from time to time (the "Declaration") apply to all capitalized terms set forth in these Articles, unless such capitalized terms are otherwise defined in these Articles.

ARTICLE 4. PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the Association is 4070 Sveta Lane, Unit 6, Wellington, CO 80549. The Association's mailing address is P.O. Box 83, Wellington, CO 80549. The Association's initial registered office shall be at the office of its registered agent, Wellington Row II LLC, at 4070 Sveta Lane, Unit 6, Wellington, CO 80549. The registered agent's mailing address is P.O. Box 83, Wellington, CO 80549. The principal office and the registered agent and office of the Association may change from time to time.

ARTICLE 5. NONPROFIT

The Association is a nonprofit corporation, without shares of stock, and does not contemplate pecuniary gain or profit for the Members of the Association.

ARTICLE 6. MEMBERSHIP RIGHTS AND QUALIFICATIONS

The Association will have voting Members for each Unit.

There is one membership for each Unit owned, which shall be automatically transferred upon the conveyance of the Unit.

The qualifications of Members of the Association, the voting rights, and other rights and obligations of Members are contained in the Declaration and Bylaws of the Association.

ARTICLE 7. PURPOSES AND POWERS OF THE ASSOCIATION

(a) The purposes for which this Association is formed are as follows:

(i) To operate and manage the common interest community known as "Wellington Row Condominiums II" for the purposes of maintaining, repairing, replacing, and improving the Common and Limited Common Elements within the Community;

(ii) To be and constitute the Association to which reference is made in the Declaration recorded or to be recorded in the real property records of the Clerk and Recorder of Larimer County, State of Colorado, subject to:

(A) Applicable law,

(B) The Declaration (as defined and referred to above),

(C) These Articles of Incorporation,

(D) The Bylaws of the Association,

(E) Governance Policies of the Association, and

(F) Rules and Regulations and policies and procedures as the Board of Directors of the Association may from time to time adopt.

(iii) To eliminate or limit the personal liability of a Director to the Association or to the Members for monetary damages for breach of fiduciary duty as a Director, as allowed by law;

(iv) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an Association of Owners charged with the administration of the Community, the Common and Limited Common Elements under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act"), and as set forth in the Declaration;

(v) The Association may not sue on an Excluded Claim (as defined in the Declaration); and

(vi) The Association may not commence an arbitration on an Excluded Claim without first complying with the terms and conditions set forth in the Declaration.

(b) The foregoing statements of purpose are to be construed as a statement of both purposes and powers.

(c) The purposes and powers stated in each clause do not limit or restrict by reference or inference any other clause or as allowed under the Colorado Revised Nonprofit Corporation Act.

(d) Each clause and authority under such clause are to be broadly construed as independent purposes and powers.

ARTICLE 8. LIABILITY OF DIRECTORS

No director is to be personally liable to the Association or its Members for monetary damages for any breach of fiduciary duty as a director, except for any of the following:

- (a) Any breach of the director's duty of loyalty to the Association or its Members;
- (b) Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (c) Any transaction in which the director received improper personal benefit.

Nothing in these Articles of Incorporation is to be construed to deprive any director of the right to all defenses available under the Governing Documents for the Community or state law. Nothing is to be constructed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of these Articles shall be prospective only and shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE 9. EXECUTIVE BOARD

The business and affairs of the Association shall be conducted, managed and controlled by an Executive Board. The initial Executive Board shall consist of five persons. The number of Executive Board Members may be changed, and the qualifications of directors, method of election, term of office, and removal and filling of vacancies shall be as set forth in the Bylaws.

The Declarant of the Community shall have additional rights and qualifications as provided under the Act and the Declaration, including the right to appoint Members of the Executive Board during the period of Declarant Control.

ARTICLE 10. AMENDMENT

Amendment of these Articles shall require the assent of at least 95% of the votes of all members in the Association and Declarant within the Declarant Control Period. No amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration

or apply to any one Owner differently than all Owners or treat any one Owner differently than all Owners.

ARTICLE 11. DISSOLUTION

In the event of the dissolution of the Association, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, then the assets of the Association shall be deemed to be co-owned by the Members at the date of dissolution, as part of their Units.

ARTICLE 12. INTERPRETATION

The terms and provisions of the Declaration are incorporated by reference when necessary to interpret, construe, or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles and the Bylaws. In the case of conflict between the provisions of these Articles and the Bylaws, these Articles shall control.

ARTICLE 13. INCORPORATOR

The name and address of the incorporator of the Association and the individual who caused 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 Monica Sweere, P.O. Box 83, Wellington, CO 80549.