

ARTICLES OF INCORPORATION

OF

ENCHANTMENT RIDGE HOMEOWNERS' ASSOCIATION

(A Colorado Nonprofit Corporation)

The undersigned incorporator (a natural person at least 18 years of age or older) hereby establishes a nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act, as amended and adopts the following Articles of Incorporation.

Article I Corporate Name

The name of the Corporation is the Enchantment Ridge Homeowners' Association ("Association").

Article II Principal Office, Registered Office and Registered Agent

The initial principal office for the transaction of the business of the Corporation shall be located at 308 Commerce Drive, Unit A, Fort Collins, Colorado 80524. The address of the initial registered office of the Corporation is 308 Commerce Drive, Unit A, Fort Collins, Colorado 80524, and the name of the registered agent at such address is John G. Giuliano.

Article III Purposes and Powers

This Association does not contemplate pecuniary gain or profit to the members thereof. The purpose for which it is formed is to act as the homeowner's association pursuant to the Declaration of Covenants, Conditions, and Restrictions recorded in the Office of the Clerk and Recorder of Larimer County, Colorado for the Enchantment Ridge Homeowners' Association (hereinafter the "Declaration"). As such owners' Association, it is charged with promoting the health, safety, and welfare of the owners of property subject to the Declaration and to provide for the maintenance, preservation, replacement, and general management and control of the Enchantment Ridge residential development as the same may be established from time to time. For these purposes, the Association may:

- a. Exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration, the Colorado Common Interest Ownership Act, and any other applicable law; and
- b. To the extent consistent with the Declaration have and exercise any and all powers, rights, and privileges to which a corporation organized under the

Colorado Revised Nonprofit Corporation Act is entitled, as the same may now, or as amended hereafter, provide.

Article IV Membership

Every person or entity who is the record owner of a fee, or undivided fee, interest in any lot governed by the Declaration, shall be a member of the Association. Persons or entities who hold only a security interest in such a lot shall not be members of the Association. Membership shall be appurtenant to and not be separated from ownership of such lot.

Article V Voting Rights

Members of the Association shall be entitled to one vote for each lot subject to the Declaration. The Declarant (Buck II, LLLP, a Colorado Limited Liability Limited Partnership, Giuliano & Father Construction, Inc., a Colorado Corporation, and John T. Giuliano) and its successors and/or assigns shall have one vote for each Lot it owns and one additional vote so long as it owns any real property in the Association.

Article VI Board of Directors

a. The business and affairs of the Association shall be conducted, managed, and controlled, by a board of not less than three directors. Such board of directors shall exercise all of the powers conferred on the Association by these Articles, the Bylaws, the Declaration, and the laws of the State of Colorado.

b. The initial board of directors shall consist of the following three persons who shall serve until the first annual meeting of the members or until their successor shall be elected and qualified:

NAME	ADDRESS
John G. Guiliano	308 Commerce Drive, Unit A, Fort Collins, CO 80524
Sharon Myscofski	308 Commerce Drive, Unit A, Fort Collins, CO 80524
Jammie A. Sabin	3037 North Taft Avenue, Loveland, CO 80538

c. The number of members of subsequent boards and the election and replacement of directors shall be provided for in the Bylaws of the Association.

**Article VII
Officers**

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

**Article VIII
Limitation on Liability/Indemnification**

a. To the maximum extent permitted by the provisions of the Colorado Revised Nonprofit Corporation Act, no director or officer shall be personally liable to the Association or its members for monetary damages on account of any breach of fiduciary duty as a director, nor shall any director or officer be personally liable for any injury to person or property arising out of a tort or based on any other legal theory or cause of action.

b. The Corporation may indemnify its directors, officers, employees and agents to the full extent permitted by the Colorado Revised Nonprofit Corporation Act and any other applicable law.

**Article IX
Dissolution**

Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all of its obligations, the remainder of the assets of the Association shall be distributed as provided in the Colorado Common Interest Ownership Act and any other applicable law.

**Article X
Amendments to Articles of Incorporation,
Annexation of Additional Properties, Mergers and Consolidations,
Mortgaging Common Areas, and Dissolution**

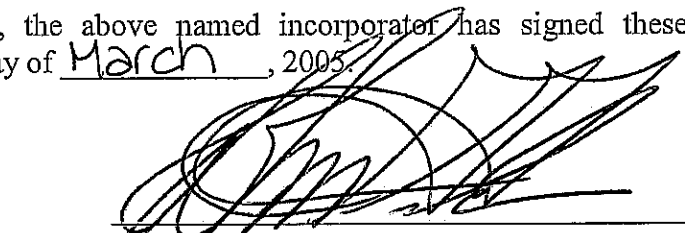
Amendments to these Articles shall be made in accordance with the provisions of the Colorado Revised Nonprofit Corporation Act provided that no amendment may be made to the Articles that conflicts with the requirements of the Declaration and provided further that during the time Declarant has the power to appoint and remove members of the Board of Directors, no amendment limiting that power and any other power of the Declarant under the Declaration may be made without Declarant's express written consent. After the Declarant is no longer the only Member of the Association, any amendment to these Articles shall require the approval of the owners of 67% of the lots subject to the Declaration, or such other percentage as required by the Declaration, which approval may be obtained in a meeting of the membership of the Association duly called

and held or by a written instrument signed by the required number of members and certified by the Secretary of the Corporation.

Article XI
Incorporator

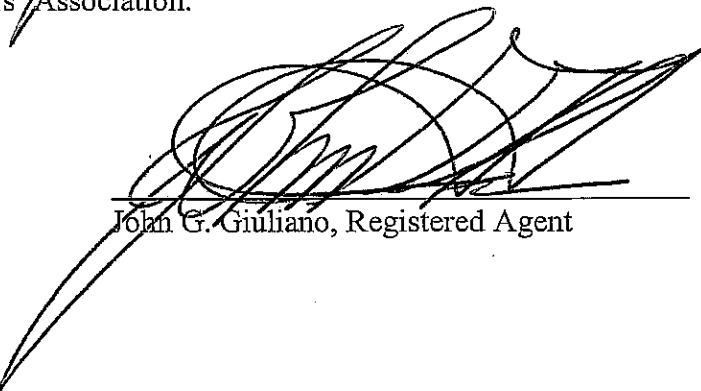
The name and address of the incorporator is John G. Giuliano, 308 Commerce Drive, Unit A, Fort Collins, CO 80524.

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation this 17 day of March, 2005.



John G. Giuliano, Incorporator

The undersigned consents to his appointment as the initial Registered Agent for the Enchantment Ridge Homeowners' Association.



John G. Giuliano, Registered Agent