

NONPROFIT

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ARTICLES OF INCORPORATION

OF

THE ALPHA SUBDIVISION COMMITTEE, INC.

The undersigned persons acting as incorporators of a corporation under the Colorado Non-Profit Corporation Act, sign, and acknowledge the following Articles of Incorporation for such corporation:

**ARTICLE 1
NAME**

The name of the Corporation is THE ALPHA SUBDIVISION COMMITTEE, INC.

**ARTICLE 2
DURATION**

The period of duration is perpetual.

**ARTICLE 3
PURPOSES**

The purposes for which the Corporation is organized are:

(a) To provide for the enforcement of the subdivision's Declaration of Restrictions.

(b) To provide for the maintenance of a high standard of architecture and general construction in such a manner as to enhance aesthetic properties and structural soundness of the Alpha Subdivision as a whole.

(c) To adopt reasonable rules and regulations concerning committee conduct, hours of availability and necessary meetings.

(d) To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

(e) And any other lawful purpose necessary to comply with the Declaration of Restrictions.

**ARTICLE 4
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Colorado. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable or for the benefit of its Members, Directors, or Officers, except to the extent permissible by law.

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**ARTICLE 5
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

**ARTICLE 6
LIMITATION**

The Corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any Member of, Officer of or Director of the Corporation or to any other private individual. The Corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**ARTICLE 7
DISTRIBUTION UPON DISSOLUTION**

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 8
INITIAL REGISTERED OFFICE AND AGENT**

The post office address of the principal office of the Corporation in this State is P.O. Box 1330, Pagosa Springs, Colorado 81147. The name and post office address of the Registered Agent of the Corporation in this State are Mary Deganhart-Weiss, 818 Rosita Street, P.O. Box 129, Pagosa Springs, CO 81147.

**ARTICLE 9
MEMBERS**

The number of qualifications for and other matters relating to Members shall be as set forth in the Bylaws of the Corporation.

**ARTICLE 10
BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). Four (4) of the seven (7) shall be full time residents of Pagosa Springs, Colorado. The names and addresses of the initial Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Bennie Edwards	P.O. Box 287 Bee Branch, AR 72013
Mary Muller	P.O. Box 1418 Pagosa Springs, CO 81147
JoAnn Jacober	P.O. Box 1330 Pagosa Springs, CO 81147
Charlie Wyndham	P.O. Box 4338 Pagosa Springs, CO 81157
Alden Ecker	P.O. Box 178 Pagosa Springs, CO 81147
Wallace Bruce	P.O. Box 799 Pampa, TX 79065
Jerry Tekell	P.O. Box 279 Italy, TX 76651

**ARTICLE 11
INCORPORATOR**

The name and address of the incorporator are:

Mary Deganhart-Weiss
818 Rosita Street
P. O. Box 129
Pagosa Springs, Colorado 81147

**ARTICLE 12
OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of the initial Officers of the Corporation are as follows:

Wallace Bruce P.O. Box 799 President
Pampa, TX 79065

JoAnn Jacober P.O. Box 1330 Secretary/Treasurer
Pagosa Springs, CO 81147

**ARTICLE 13
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided that the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Colorado or of the United States.

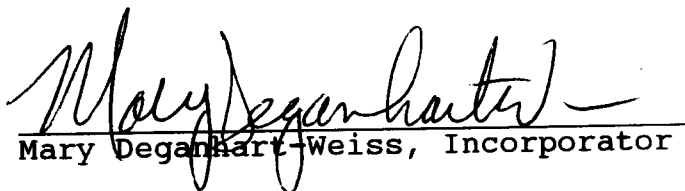
**ARTICLE 14
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Colorado, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE 15
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by the laws of the State of Colorado.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of February, 1994, and I acknowledge the same to be my act.


Mary Degankart-Weiss, Incorporator

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