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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 Centerra Engagement Assembly, 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 2725 Rocky Mountain Avenue  
*(Street number and name)*  
Suite 200  
Loveland CO 80538  
*(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) Paracorp Incorporated  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 95 Emerson Street  
*(Street number and name)*  
Suite 601  
Denver CO 80218  
*(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) Crowder David \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)

**OR**

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

Mailing address 2725 Rocky Mountain Avenue  
(Street number and name or Post Office Box information)  
Suite 200  
Loveland CO 80538  
(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.)

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

Hansen \_\_\_\_\_ Amy \_\_\_\_\_ K \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)  
1401 Lawrence Street \_\_\_\_\_  
(Street number and name or Post Office Box information)  
Suite 2300 \_\_\_\_\_  
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.

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**ARTICLES OF INCORPORATION  
OF  
CENTERRA ENGAGEMENT ASSEMBLY, INC.**

Pursuant to Section 7-122-103 and Part 3, Article 90, Title 7 of the Colorado Revised Statutes, these Articles of Incorporation (these “**Articles**”) are delivered to the Colorado Secretary of State for filing for the purpose of forming a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act (the “**Act**”).

**I. NAME**

The name of the corporation is Centerra Engagement Assembly, Inc. (“**Centerra Engagement Assembly**”).

**II. DURATION**

The period of duration of Centerra Engagement Assembly will be perpetual, unless dissolved in accordance with the Covenant (as defined below) and the Act.

**III. PURPOSES**

The Centerra Engagement Assembly is organized to be and constitutes the “**Centerra Engagement Assembly**” or “**CEA**” to which the Community Engagement Covenant for Centerra (as may be amended from time to time, the “**Covenant**”) refers. The Covenant is or will be recorded in the real property records of Larimer County, Colorado. All initially capitalized terms used in these Articles have the same meanings as used in the Covenant, unless otherwise defined in these Articles.

**IV. POWERS**

Subject to any limitations imposed by the bylaws of Centerra Engagement Assembly (as may be amended from time to time, the “**Bylaws**”) or the Covenant, Centerra Engagement Assembly has all of the powers a nonprofit corporation may exercise under the Act and the laws of the State of Colorado in effect from time to time.

**V. REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of the Centerra Engagement Assembly is 95 Emerson Street, #601, Denver, Colorado 80218. The initial registered agent of the Centerra Engagement Assembly at the registered office is Paracorp Incorporated. The street address of the initial principal office of the Centerra Engagement Assembly is 2725 Rocky Mountain Avenue, Suite 200, Loveland, Colorado 80538.

**VI. COUNCIL**

The affairs of the Centerra Engagement Assembly will be managed by the board of directors of the Centerra Engagement Assembly (the “**Council**”). The duties, qualifications, number and

term of directors (“**Councilpersons**”) and the manner of their election, appointment and removal will be as set forth in the Bylaws. All of the duties and powers of the Centerra Engagement Assembly shall be exercised exclusively by the Council, its agents, contractors or employees, except to the extent specifically reserved to the Owners pursuant to the Covenant, these Articles, the Bylaws or the Act.

There are initially three (3) Councilpersons on the Council. The names and addresses of the persons who serve as the initial Councilpersons are:

<u>Name &amp; Term</u>	<u>Address</u>
David Crowder	2725 Rocky Mountain Avenue Suite 200 Loveland, Colorado 80538
Wendi Cudmore	2725 Rocky Mountain Avenue Suite 200 Loveland, Colorado 80538
Kim Perry	2725 Rocky Mountain Avenue Suite 200 Loveland, Colorado 80538

## **VII. MEMBERS**

The Centerra Engagement Assembly shall have voting members. Each Person, or if more than one, all Persons collectively, constituting the Owner of a Site is a member of the Centerra Engagement Assembly, such membership as more particularly described in the Covenant and Bylaws. Each membership is appurtenant to the ownership of a Site. The membership cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Site for which that membership is held. Membership in the Centerra Engagement Assembly automatically terminates when a Person ceases to be an Owner, whether through sale, intestate succession, testamentary disposition, foreclosure or otherwise, and the new Owner automatically succeeds to the membership in the Centerra Engagement Assembly. The Centerra Engagement Assembly will recognize a new member upon presentation by a new Owner of satisfactory evidence of the sale, transfer, succession, disposition, foreclosure or other transfer of the ownership interest in a Site to such new Owner in accordance with the Covenant. Membership in the Centerra Engagement Assembly may not be transferred, pledged or alienated in any way, except to the new Owner upon conveyance of an ownership interest. Any prohibited transfer is void and will not be recognized by the Centerra Engagement Assembly. In matters coming before the Centerra Engagement Assembly for which a vote of the Owners is required, each Site is allocated votes as set forth in the Covenant.

The incorporator of the Centerra Engagement Assembly is an Officer and authorized agent of the Centerra Engagement Assembly. Upon Recording of the Covenant, Declarant will hold all memberships in Centerra Engagement Assembly.

## **VIII. PROXY VOTING**

An Owner 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 Owner is entitled to vote.

## **IX. CUMULATIVE VOTING**

Cumulative voting by Owners in the election of Councilpersons is not permitted.

## **X. BYLAWS**

The Council has the power to make, alter, amend or repeal the Bylaws or adopt new Bylaws, not inconsistent with these Articles, the Act, the Covenant and the other laws of the State of Colorado, for the administration and regulation of the affairs of the Centerra Engagement Assembly. The Council and the Owners may make, alter, amend or repeal the Bylaws only as may be provided for therein.

## **XI. AMENDMENT OF ARTICLES**

The Council may amend these Articles in those instances provided for in Section 7-130-102 of the Act in a manner not contrary to or inconsistent with any provision of the Covenant. All other amendments of these Articles will be made in accordance with the Act by vote of all Owners, but only so long as these Articles as amended contain provisions that are lawful under the Act and are not contrary to or inconsistent with any provision of the Covenant. No amendment to the Articles may be adopted which discriminates against any Owner or affects less than all of the Owners of the Centerra Engagement Assembly, without the written approval of all of the Owners so discriminated against or affected.

## **XII. LIMITATION OF LIABILITY**

No Councilperson or Officer shall be liable for actions taken or omissions made in the performance of such Councilperson's or Officer's duties as such, except for wanton and willful acts or omissions. Without limiting the generality of the foregoing sentence, no Councilperson shall have any personal liability to Centerra Engagement Assembly or its members for monetary damages for breach of fiduciary duty as a Councilperson; except that the personal liability of such Councilperson shall not be eliminated for: (i) any breach of the Councilperson's duty of loyalty to Centerra Engagement Assembly or its members; (ii) acts or omissions by the Councilperson 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 Act, provided that the extent of liability for such vote or assent shall be determined pursuant to Section 7-128-403 of the Act; (iv) consenting to or participating in the making of any loan by Centerra Engagement Assembly to any Councilperson or Officer, provided that the extent of liability for such consent or participation shall be determined pursuant to Section 7-128-501 of the Act; or (v) any transaction from which the Councilperson directly or indirectly derived an improper personal benefit. No Councilperson or Officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee of Centerra Engagement Assembly unless such Councilperson or Officer was personally involved in the situation giving rise to the injury through willful or wanton acts or omissions or unless

such Councilperson or Officer committed a criminal offense in connection with such situation. Nothing contained in this paragraph will be construed to deprive any Councilperson of his or her right to all defenses ordinarily available to a Councilperson nor will anything herein be construed to deprive any Councilperson of any right he or she may have for contribution from any other Councilperson or other person. No Owner shall be personally liable for any debt or other obligation of Centerra Engagement Assembly, except as provided in the Covenant.

### **XIII. INCORPORATOR**

The incorporator's name and address is:

<u>Name</u>	<u>Address</u>
David Crowder	2725 Rocky Mountain Avenue Suite 200 Loveland, Colorado 80538

### **XIV. MISCELLANEOUS**

The name and mailing address of the individual 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: Amy K. Hansen, Esq., Polsinelli PC, 1401 Lawrence Street, Suite 2300, Denver, Colorado 80202.