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**Articles of Amendment**

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 20131179530

1. Entity name Daybreak Master Association, Inc.  
*(If changing the name of the corporation, indicate name before the name change)*

2. New Entity name (if applicable) Colliers Hill Master Association, Inc.

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*  
 Other amendments are attached.

4. If the nonprofit corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires \_\_\_\_\_  
*(mm/dd/yyyy)*

or

If the nonprofit corporation's period of duration as amended is perpetual, mark this box

5. *(Optional)* Delayed effective date \_\_\_\_\_  
*(mm/dd/yyyy)*

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box  and include an attachment stating the additional information.

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Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing  
Jensen Erik J.  
*(Last) (First) (Middle) (Suffix)*  
950 Seventeenth Street  
*(Street name and number or Post Office Box information)*  
Suite 1600

Denver CO 80202  
*(City)* *(State)* *(Postal/Zip Code)*  
United States  
*(Province – if applicable)* *(Country – if not US)*

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)*

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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)      Lee      Jon      \_\_\_\_\_  
(Last)      (First)      (Middle)      (Suffix)

**OR**

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

Mailing address      2500 Arapahoe \_\_\_\_\_  
(Street number and name or Post Office Box information)

Suite 220 \_\_\_\_\_  
Boulder      CO      80302 \_\_\_\_\_  
(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

Myers Kaydee S.  
(Last) (First) (Middle) (Suffix)  
950 Seventeenth Street  
(Street number and name or Post Office Box information)  
Suite 1600  
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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**ATTACHMENT TO  
ARTICLES OF INCORPORATION  
OF  
DAYBREAK MASTER ASSOCIATION, INC.**

Pursuant to Section 7-122-103 and Part 3 of Article 90 of Title 7, Colorado Revised Statutes, these Articles of Incorporation (the “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 “Nonprofit Act”) in conformance with the Colorado Common Interest Ownership Act (“CCIOA”).

**I. NAME**

The name of the corporation is Daybreak Master Association, Inc. (the “Association”).

**II. DURATION**

The period of duration of the Association will be perpetual, unless dissolved in accordance with the Act and CCIOA.

**III. PURPOSES**

The Association is organized to be and constitutes the Association to which the Master Declaration of Covenants, Conditions, and Restrictions of Daybreak (the “Declaration”) refers. The Declaration is or will be recorded in the real property records of Weld County, Colorado. All initially capitalized terms used in these Articles have the same meanings as used in the Declaration, unless otherwise defined in these Articles.

**IV. POWERS**

Subject to any limitations imposed by the Bylaws or the Declaration, the Association has all of the powers which a nonprofit corporation may exercise under the Act, CCIOA 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 Association is 2500 Arapahoe, Suite 220, Boulder, CO 80302. The initial registered agent of the Association at the registered office is Jon Lee.

The street address of the initial principal office of the Association is 2500 Arapahoe, Suite 220, Boulder, CO 80302.

**VI. BOARD OF DIRECTORS**

The affairs of the Association will be managed by the Association’s Board. Each Director will be a natural person who is 18 years or older. The Board will initially consist of three Directors. The number of Directors may be changed from time to time by the affirmative vote of a majority of the Directors, so long as at all times there are no less than three Directors. The Directors will serve staggered three-year terms, except that one of the initial directors will be appointed to a one-year term, one of the initial Directors will be appointed to a two-year term, and the remaining initial Director will be appointed to a three-year term, as indicated below. Further duties and qualifications of the Directors and the manner of their election, appointment and removal will be as set forth in the Declaration or Bylaws.

There are three Directors on the Board. The names and addresses of the persons who serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Kim Lytle (1 year term)	2500 Arapahoe Suite 220 Boulder, CO 80302
Chuck Bellock (2 year term)	2500 Arapahoe Suite 220 Boulder, CO 80302
Jon Lee (3 year term)	2500 Arapahoe Suite 220 Boulder, CO 80302

**VII. MEMBERS**

The Association will have voting Members. Each Person, or if more than one, all Persons collectively, constituting the Owner of a Lot is a Member of the Association. Each membership is appurtenant to the fee simple title to a Lot. Membership in the Association 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 Association. The Association 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 a Lot. Membership in the Association may not be transferred, pledged or alienated in any way, except to the new Owner upon conveyance of a Lot. Any prohibited transfer is void and will not be recognized by the Association. In matters coming before the Association for which a vote of the Owners is required, each Member has the number of votes as set forth in Section 2.3 of the Declaration, except that the Association itself is not entitled to any votes for any Lot it owns.

## **VIII. PROXY VOTING**

A Member may vote in person and may be authorized in the Bylaws to vote by proxy on any matters on which the Member is entitled to vote.

## **IX. CUMULATIVE VOTING**

Cumulative voting by Members in the election of Directors is not permitted.

## **X. BYLAWS**

The Board has the power to make and alter the Bylaws, not inconsistent with these Articles, the Act, CCIOA, the other laws of the State of Colorado, or the Declaration, for the administration and regulation of the affairs of the Association. The Board may alter, amend or repeal the Bylaws or adopt new Bylaws, subject to the provisions of the Bylaws.

## **XI. AMENDMENT OF ARTICLES**

The Board may amend these Articles in those instances provided for in Section 7-130-102 of the Act. All other amendments of these Articles will be made in accordance with the Act by vote of the Members, 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 Declaration or CCIOA.

## **XII. DISSOLUTION**

In the event of dissolution of the Association, the sale of the Common Elements and the distribution of the proceeds from the sale thereof will conform with the provisions of CCIOA and the Declaration, and the proceeds of the sale of the Association's other assets will, after making the distributions set forth in Sections 7-134-105 of the Act, be divided among the Owners in proportion to the Allocated Interests of the Lot or Lots owned by each Owner.

## **XIII. INDEMNIFICATION AND LIMITATION OF LIABILITY**

The Association will indemnify, to the maximum extent permitted by law, any Person who is or was a Director or officer of the Association, and may indemnify any other Person, against any claim, liability or expense arising against or incurred by the Person made party to a proceeding because he or she is or was a Director, officer, agent, fiduciary or employee of the Association or because he or she is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or agent at the Association's request. The Association further may, to the maximum extent permitted by law, purchase and maintain insurance providing such indemnification, advance expenses to Persons indemnified by the Association, and provide indemnification to any person by general or specific action of the Board, the Bylaws, contract or otherwise. The Association may obtain and maintain Directors' and officers' insurance as deemed appropriate from time to time by the Board.

Subject to any applicable provisions of CCIOA, no Director or officer of the Association will be liable for actions taken or omissions made in the performance of such



Director's or officer's duties and no Director or officer of the Association will have any personal liability to the Association or its Members for monetary damages for breach of fiduciary duty, except that the personal liability of any Director or officer will not be eliminated for: (i) any breach of the Director's or officer's duty of loyalty to the Association or its Members; (ii) acts or omissions by the Director 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 will be determined pursuant to Section 7-128-403 of the Act; (iv) consenting to or participating in the making of any loan by the Association to any Director or officer, provided that the extent of liability for such consent or participation will be determined pursuant to Section 7-128-501 of the Act; or (v) any transaction from which the Director directly or indirectly derived an improper personal benefit.

No Director or officer of the Association will be personally liable for any injury to person or property arising out of a tort committed by an employee of the Association unless such Director or officer of the Association was personally involved in the situation giving rise to the injury or unless such Director or officer of the Association committed a criminal offense in connection with such situation. Nothing contained in this paragraph will be construed to deprive any Director or officer of the Association of his or her right to all defenses ordinarily available to a director or officer nor will anything herein be construed to deprive any Director or officer of the Association of any right he or she may have for contribution from any other Director or officer of the Association or other Person.

#### **XIV. INCORPORATOR**

The Incorporator's name and address is:

<u>Name</u>	<u>Address</u>
Jon Lee	2500 Arapahoe Suite 220 Boulder, CO 80302

#### **XV. 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: Kaydee Myers, Esq., Otten Johnson Robinson Neff + Ragonetti PC, 950 Seventeenth Street, Suite 1600, Denver, Colorado 80202.

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