

**ARTICLES OF INCORPORATION FOR A  
NONPROFIT CORPORATION**

Form 7.122.102.1 revised 11/30/2000

Filing fee: \$50.00 This document must be typed or machine printed.

If more space is required, continue on attached 8 1/2" x 11" sheet(s).

Deliver 2 copies to: Colorado Secretary of State, Business Division,  
1560 Broadway, Suite 200, Denver, CO 80202-5169

Please include a typed or machine printed, self-addressed, envelope.

For filing requirements, see §§ 7-90-301 and 7-122-102, Colorado Revised Statutes

For more information, see the *Citizen's Guide to the Business Division* on our

Web site, [www.sos.state.co.us](http://www.sos.state.co.us) Questions? Contact the Business Division:

voice 303 894 2251, fax 303 894 2242 or e-mail [sos.business@state.co.us](mailto:sos.business@state.co.us)

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ABOVE SPACE FOR OFFICE USE ONLY

The undersigned, acting as the incorporator of a nonprofit corporation pursuant to § 7-122-102, Colorado Revised Statutes (C.R.S.), delivers these Articles of Incorporation to the Colorado Secretary of State for filing, and states as follows:

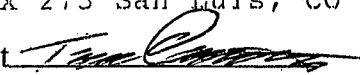
1. The entity name of the nonprofit corporation is: //////San Pedro Mesa Community Service  
*The entity name of a nonprofit corporation may, but need not, contain the term "corporation", "incorporated", "company", or "limited" or any abbreviation of these terms. §7-90-601(3)(b), C.R.S.* Co-operative

2. The address of the initial principal office of the nonprofit corporation is: P.O. Box 273  
18879 Overland Way, San Luis, Colorado 81152

3. The name, and the business address, of the initial registered agent for service of process on the nonprofit corporation are: Name Tom Cantrell

Business Address (must be a street or other physical address in Colorado) 18879 Overland Way  
P.O. Box 273, San Luis, Colorado 81152

If mail is undeliverable to this address, ALSO include a post office box address: P.O. Box 273 San Luis, CO 81152

4. Signature of the initial registered agent consenting to the appointment 

5. The nonprofit corporation (√ check appropriate box)  
 will have voting members  will not have voting members

6. The provisions not inconsistent with law regarding the distribution of assets on dissolution are as follows: See Article X on our Bylaws (Attached)

4. The name(s) and address(es) of the incorporator(s) is(are):

Name(s) Tom Cantrell, Pres. Address(es) P.O. Box 325, San Luis, CO 81152  
John Reel, Vice-Pres. P.O. Box 377, San Luis, CO 81152

5. The address to which the Secretary of State may send a copy of this document upon completion of filing (or to which the Secretary of State may return this document if filing is refused) is: P.O. Box 273, San Luis, Colorado 81152

Incorporator  Signer's Name-printed TOM CANTRELL  
(individual's signature)

OPTIONAL. The electronic mail and/or Internet address for this entity is/are: e-mail \_\_\_\_\_  
Web site \_\_\_\_\_

The Colorado Secretary of State may contact the following authorized person regarding this document: name \_\_\_\_\_  
address \_\_\_\_\_  
voice \_\_\_\_\_ fax \_\_\_\_\_ e-mail \_\_\_\_\_

SK

# Bylaws of San Pedro Mesa Community Service Co-Operative

## ARTICLE I - Name

The name of the organization shall be "San Pedro Mesa Community Service Co-Operative".

## ARTICLE II - Mission Statement

The purpose of the San Pedro Mesa Community Service Co-Operative will be to protect the rights of the residents and property owners of San Pedro Mesa, otherwise known as Wild Horse Mesa, Elk Park and Melby Ranch Properties, and to make the Mesa a better community by providing and/or supporting other services as necessary and that are agreed upon.

To present a united front of concerned residents and property owners as a consolidated group to address issues that may come up in the future that would effect us as a community and to be in a better position to act on them. To have a positive impact on bringing our community together for the future betterment of all.

## ARTICLE III - Powers

The Co-Operative shall have the power to hold, purchase, lease and sell real and personal property. The Co-Operative shall have the power to obtain money for services rendered.

## ARTICLE IV - Membership

Membership shall be open to property owners of any existing or future subdivision on San Pedro Mesa; Wild Horse Mesa, Elk Park and Melby Ranch properties, and to such others as the Board shall agree upon. Membership shall be on a household basis. Each member household shall have one vote on all issues. Memberships are not transferable. Upon sale or transfer of any real estate on San Pedro Mesa the new owners may become a member by paying the appropriate fee. For the purposes of this organization, Evan L. Melby, Inc. shall be considered one household.

## ARTICLE V - Membership Fees

Members will pay a membership fee of \$25.00 per year, payable at or before the annual meeting in August. Fiscal year for the purpose of this Co-Operative shall be August 1 through July 31. Membership dues shall be paid in full for new members and not on a pro-rata basis.

## ARTICLE VI - Future Additional Needs

In the future it may become necessary to discuss the need for additional funds due to an emergency or a project that we want to do as a Co-Op. At such a time the Board would call a General Meeting to discuss the need and to decide on a course of action. This would then be voted on by the entire membership.

## ARTICLE VII - Termination of Membership

Membership may be terminated at any time by notifying the Board through the Recording Secretary. No refunds of fees shall be made to households which elect to withdraw from the membership. Membership will be withdrawn if fees are not paid by September 30th. Reinstatement after such withdrawal shall be at the discretion of the Board.

## ARTICLE VIII - Board

The Board shall consist of six members and one alternate, no two of whom shall be from the same household. The officers will be: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Member-at-large. The officers' duties shall be:  
President: Preside at all meetings, appoint committee chairpersons and two other members to form committees to bring recommendations to the membership and to keep the Vice-President informed of Co-Op activities.  
Vice-President: Preside at meetings in the absence of the President, and be aware of Co-Op activities.  
Recording Secretary: Take minutes of all meetings and prepare same for presentation to members at subsequent meetings.  
Corresponding Secretary: Receive and refer all correspondence to the Board. Reply as and when directed by the Board. Initiate, at the direction of the Board, correspondence to the membership regarding special meetings

and other such business as the Board may direct.

Treasurer: Receive and record all income and expenditures. Present a financial report to the membership at the Annual Meetings. Maintain financial records for outside audit upon two weeks notice.

Member-at-Large: Direct committees, assist other officers as needed.

Members of the Board will be elected after open nominations at the Annual Meeting. A simple majority will elect. Election will be to the Board rather than to a particular office. The Board will then decide which office a particular electee will fill. Terms of office will be two years, with three Board members being elected in even numbered years and three members being elected in odd numbered years.

#### ARTICLE IX - Funds

Funds will be maintained in an interest-bearing savings account, along with a checking account for paying bills, etc. Expenditures will be by check only unless otherwise authorized by the Board. Three members of the Board will be authorized to sign checks, and each check will require two authorized signatures. The Board shall be allowed to make expenditures of amounts not exceeding \$1,000.00 without a vote of the membership.

#### ARTICLE X - Dissolution of Co-Op

Dissolution of Co-Op may be necessary. Dissolution of Co-Op will only be tendered at the annual meeting. A vote of 2/3 majority of members in attendance and their proxies will be necessary for the dissolution of the Co-Op. In the event a vote for dissolution prevails all monies in the Co-Op account will be donated to a charity selected by members and their proxies in attendance at the same annual meeting by a vote of simple majority.

#### ARTICLE XI - Annual Meetings

The annual meeting shall be held on the second Saturday in August at the Wild Horse Mesa Community Chapel at 7 p.m. This meeting time and/or place may be changed by the Board with thirty days notice to the members by mail or hand delivery of said notice.

#### ARTICLE XII - Proxies

A member household may grant a proxy to the Board or to any other member. Proxies shall be in writing.

#### ARTICLE XIII - Quorum

Fifty-one percent of membership households, including proxies, at the annual meeting will constitute a quorum. A simple majority of those present, including proxies, will decide issues unless otherwise specified in these bylaws.

#### ARTICLE XIV - Amendments

These bylaws may be amended by a two-thirds majority of the membership providing there has been at least thirty days notice, in writing, that a meeting will take place and that each member has had at least thirty days to read the proposed amendment(s) and decide upon it.

#### ARTICLE XV - Order of Business

1. Call to order by the presiding officer.
2. Determination of a quorum.
3. Reading and disposition of minutes.
4. Treasurer's Report.
5. Board reports by presiding officer.
6. Report(s) of committee(s).
7. Old business.
8. New business.
9. Nominations to fill vacancies on Board.
10. Elections to Board
11. Adjournment.

#### ARTICLE XVI - Conduct of Meetings

Meetings will be conducted under Robert's Rules of Order. In cases where Robert's Rules conflict with these bylaws, the bylaws will take precedence.