

**NONPROFIT**

**ARTICLES OF INCORPORATION OF  
LITTLE NORWAY PROPERTY OWNERS' ASSOCIATION  
(A Colorado Non-Profit Corporation)**

KNOW ALL MEN BY THESE PRESENTS, That I, Evan L. Melby (Incorporator), a natural person of the age 21 years or more, citizen of California and of the United States, desire to form a body corporate and politic, not for pecuniary profit, as provided under Title 7, Articles 20-29 of the Colorado Revised Statutes and hereby execute and acknowledge this certificate of my intention to so create a body corporate and politic under and by virtue of said statute.

**ARTICLE I  
NAME**

The name of the corporation is Little Norway Property Owners' Association

~~REJECTED~~  
~~19991278716~~  
~~\$ 50.00~~  
~~Association~~  
~~SECRETARY OF STATE~~  
~~05-14-1999 13:26:27~~  
~~FILED - CUSTOMER COPY~~  
**VICTORIA BUCKLEY**  
*Secretary of State*

**ARTICLE II  
PERIOD OF DURATION**

The period of its duration is perpetual.

19991113779 M  
\$ 50.00  
SECRETARY OF STATE  
06-15-1999 14:24:13

**ARTICLE III  
PURPOSES**

The purposes for which the corporation is organized are:

- (a) All legal purposes associated with operation and maintenance of common properties and interests in the Little Norway Subdivision, Costilla County, Colorado.
- (b) To do any and all things necessary or convenient for the accomplishment of the foregoing purposes; to carry on any lawful business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated, directly or indirectly, to promote the interests of the corporation, and to have, enjoy and exercise all the rights, powers and privileges which are now or which may hereafter be conferred by the laws of the State of Colorado upon non-profit corporations organized under the laws of Colorado, to the extent permissible in order to achieve the purposes of the corporation as stated in subsection (a).
- (c) To conduct its business in any or all of its branches in the State of Colorado and in any or all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within and outside the State of Colorado;
- (d) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Colorado, for the administration and regulation of the affairs of the corporation;
- (e) To cease its corporate activities and surrender its corporate franchise;
- (f) To have and exercise all powers necessary or convenient to achieve the purposes for which the corporation is organized as stated in the above subsections.

#### ARTICLE IV LIMITATIONS

This corporation is a non-profit corporation organized solely for the purposes set forth herein and is without capital stock, and no part of its property, whether income or principal shall ever inure to the benefit of any officer, director, or employee of the corporation, or of any individual having a personal or private interest in the activities of the corporation, nor shall any such officer, director, employee or individual receive or be lawfully entitled to receive any pecuniary profit from the operations of the corporation except reasonable compensation for services rendered in carrying out one or more of its said purposes.

#### ARTICLE V INTERNAL AFFAIRS

The affairs and management of the corporation are to be under the control of the Board of Directors consisting of two members, and the names and addresses of the persons who are to serve as initial directors during the first two years of existence, or until their successors are elected, take office and qualify, are:

Evan L. Melby of P.O. Box 4159, Ventura, CA 93007  
Andrea Melby of P.O. Box 4159, Ventura, CA 93007

The number of the directors may be changed by the Board of Directors by a duly adopted amendment to the corporation's bylaws.

#### ARTICLE VI OFFICERS

The officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected or appointed annually by a majority vote of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### ARTICLE VII BYLAWS

The Board of Directors shall have the power to make such prudent bylaws as they may deem necessary and proper for the management of the affairs of this corporation according to the statute in such case made and provided, together with the power, upon a majority vote, at any time to alter, amend or repeal such bylaws to the extent permissible in order to achieve the purposes of the corporation as stated in Article III.

ARTICLE VIII  
MEMBERS

The corporation's directors named in this Certificate of Incorporation, or their successors in office, shall elect to membership in the corporation owners of lots in Little Norway Subdivision, Costilla County, Colorado, based upon such requirements as may be provided for in the bylaws.

ARTICLE IX  
DISSOLUTION

This corporation shall be dissolved only at a meeting called for the specific purpose of dissolution, held after notice to the members and upon three-fourths vote present at said meeting, whereat each member, including the Developer shall be entitled to one vote for each lot owned in the Development. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation as provided by law or Court Order. Any such assets not so disposed of shall be disposed of by the District Court 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.

ARTICLE X  
DIRECTOR RESTRICTIONS

Anything to the contrary herein notwithstanding, the directors shall not:

- (1) Lend any part of the corporation assets to;
- (2) Pay any compensation, other than that set forth in Article IV, to;
- (3) Make any services, benefits or facilities of the corporation available on a preferential basis, to;
- (4) Purchase any securities or other property for other than adequate consideration in money or money's worth from;
- (5) Sell any securities or other property for other than adequate consideration in money or money's worth from;
- (6) Engage in any other transaction which diverts any part of the corporation assets, to any person, association or Corporation who has contributed property or money to the corporation; nor shall the directors ever engage, participate, or intervene in any activity or transaction which would cause the corporation to lose its status as a tax exempt organization under the provisions of the United States Internal Revenue Code; and the use, directly or indirectly, of any part of the Corporation's funds or properties in any such activity or transaction is hereby expressly prohibited.

ARTICLE XI  
PRINCIPAL OFFICE AND PLACE OF BUSINESS

The address of the principal office and place of business:  
5 mile marker at Highway 159, San Luis, Colorado 81152

ARTICLE XII  
REGISTERED OFFICE AND AGENT

Registered agent is Tom Cantrell, whose office is located at the 5 mile marker at Highway 159, San Luis, Colorado 81152

ARTICLE XIII  
AMENDMENTS

These Articles of Incorporation may be amended by a vote of the members whereby each member, including the Developer, is entitled to one vote for each lot owned in the Resort and a majority of such votes being voted for the amendment at a regular or special meeting, provided that a written notice stating the proposed amendment(s) shall be sent to each member at least seven days prior to said meeting. However, no amendment shall be adopted which does not conform to the purposes of the corporation as stated in Article III, as limited by Articles IV and X.

IN TESTIMONY WHEREOF I have hereunto set my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

*Evan L. Melby*  
\_\_\_\_\_  
Evan L. Melby

STATE OF COLORADO                    )  
                                                  )ss  
COUNTY OF COSTILLA                )

The foregoing Articles of Incorporation were signed and acknowledged before me this 20<sup>th</sup> day of May, 1999, by the aforesaid Evan L. Melby, personally.

WITNESS my hand and official seal.  
My commission expires: June 1, 2002

*Louise C. Medina*  
\_\_\_\_\_  
Notary Public  
Address: 315 1/2 Main St  
San Luis, CO 81152

The undersigned consents to his appointment as the initial registered agent of Little Norway Property Owners' Association.

*Tom Cantrell*  
\_\_\_\_\_  
Tom Cantrell