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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

Onyx Owners Association, 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

2700 Canyon Blvd., Suite 200

*(Street number and name)*

Boulder

*(City)*

*(Province – if applicable)*

CO

*(State)*

*(Country)*

80302

*(ZIP/Postal Code)*

United States

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)*

Hart

*(Last)*

Kevin

*(First)*

*(Middle)*

*(Suffix)*

**OR**

*(if an entity)*

*(Caution: Do not provide both an individual and an entity name.)*

Street address

2700 Canyon Blvd., Suite 200

*(Street number and name)*

Boulder

*(City)*

CO

*(State)*

80302

*(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)

Paige Brigette M.  
(Last) (First) (Middle) (Suffix)

OR

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

Mailing address

Packard and Dierking, LLC  
(Street number and name or Post Office Box information)  
2595 Canyon Blvd., Suite 200  
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. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an 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)

**Notice:**

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.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Paige	Brigette	M.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
Packard and Dierking, LLC			
<i>(Street number and name or Post Office Box information)</i>			
2595 Canyon Blvd., Suite 200			
Boulder	CO	80302	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
	United States		
<i>(Province – if applicable)</i>	<i>(Country)</i>		

*(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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Click the following links to view attachments

Attachment 1  
Attachment to Articles of Incorporation

**ONYX OWNERS ASSOCIATION, INC.**  
(A Colorado Nonprofit Corporation)

**ATTACHMENT  
TO  
ARTICLES OF INCORPORATION**

**1. PURPOSES AND POWERS.** The Association is organized to be and constitute the Association to which reference is made in the Condominium Declaration of ONYX (the "*Declaration*"), to be recorded in the office of the Clerk and Recorder of the County of Boulder, Colorado. Capitalized terms not otherwise defined in these articles of incorporation will have the meanings ascribed to such terms in the Declaration. To the extent consistent with applicable law, these articles of incorporation, the Association's bylaws and the Declaration, the Association will have all the powers necessary or desirable to effectuate its purposes as set forth herein and in the Declaration. It is hereby acknowledged that the provisions of the Declaration relating to the Association are binding on the Association and its members. In the event either these articles of incorporation or the Association's bylaws conflict with the Declaration, the Declaration will control. In the event these articles of incorporation conflict with the Association's bylaws, these articles of incorporation will control.

**2. MEMBERSHIP.** The Association will have voting members whose rights and privileges are set forth in the Association's bylaws and in the Declaration. Members of the Association will include every record Owner of a Unit (as defined in the Declaration), whether or not such Owners explicitly consent to membership. Membership in the Association is appurtenant to and may not be separated from ownership of any Unit. Unit Owners are entitled to such number of votes regarding Association matters and to vote on those specific Association matters as is described in the Declaration.

If fee simple title to a Unit is held by more than one person or entity, then such persons or entities will jointly appoint one person to exercise the rights and obligations of membership in the Association on behalf of such persons or entities, failing which such Owners will not have the right to vote as a member.

The rights of Members regarding voting, including those issues on which various Owners of Units may vote, and the number of votes associated with a particular Unit, are set forth in the Declaration, which will control the terms and conditions of voting by Members in the Association.

**3. DIRECTORS.** The corporate powers and management of the Association are vested in and will be exercised by a board of directors. The members of the board of directors are to be appointed or elected as set forth in the Association's bylaws and in the Declaration. The board of directors has all of the powers, authority and duties permitted under applicable law, these articles of incorporation, the Association's bylaws and the Declaration necessary and proper to manage the business and affairs of the Association and to effectuate its purposes.

**4. LIABILITY OF DIRECTORS.** Except as otherwise specifically provided under the Colorado Common Interest Ownership Act (C.R.S. §§ 38-33.3-101, et. seq.) (“*CCIOA*”) with regard to the fiduciary duty of directors appointed by Declarant during the Period of Declarant Control, no director will be personally liable to the Association for monetary damages for any breach of fiduciary duty as a director, except that no director’s liability to the Association for monetary damages will be eliminated or limited on account of any of the following: (a) any breach of the director’s duty of loyalty to the Association or its members; (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) the director’s assent to or participation in a loan by the Association to any director of the Association; or (d) any transaction in which the director received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person. Any repeal or modification of this Article will be prospective only and will not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

**5. INDEMNIFICATION.** The Association will indemnify its directors, employees and agents for actions taken on behalf of the Association to the full extent permitted under the Colorado Revised Nonprofit Corporation Act. The extent of such indemnification will be further set forth in the Association’s bylaws or the Declaration. Any repeal or modification of this Section 5 will be prospective only and will not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

**6. DISSOLUTION.** Upon any liquidation, dissolution, or winding up of the Association, and after paying or adequately providing for the payment of all of its obligations, the remainder of the assets of the Association will be distributed, either in cash or in kind, as determined by the Association’s board of directors and in compliance with applicable provisions of *CCIOA*, other Colorado law and federal law, as then in effect. Any assets that should be transferred to a creditor, claimant or member who cannot be found or who is not legally competent to receive them will be reduced to cash and deposited with the state treasurer as property presumed to be abandoned under the provisions of Article 13 of Title 38, C.R.S.

**7. AMENDMENTS TO ARTICLES OF INCORPORATION.** These articles of incorporation may be amended only as set forth in the Declaration.