

**ARTICLES OF INCORPORATION
OF
BERRYMAN FARM HOMEOWNERS ASSOCIATION
(A NONPROFIT CORPORATION)**

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Articles of Incorporation pursuant to the Colorado Revised Nonprofit Corporation Act.

ARTICLE 1 -- Name

The name of the corporation is BERRYMAN FARM HOMEOWNERS ASSOCIATION ("Association").

ARTICLE 2 -- Duration

The duration of the Association shall be perpetual.

ARTICLE 3 -- Principal Office

The address of the Association's initial principal office shall be 3026 4th Avenue, Greeley, Colorado 80631.

ARTICLE 4 -- Nonprofit

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members, and shall be a nonprofit corporation, without shares.

ARTICLE 5 -- Members

The Association shall have voting members.

ARTICLE 6 -- Management

The affairs of the Association shall be managed by the Board of Directors of the Association as provided in, and in accordance with, the Bylaws of the Association.

ARTICLE 7 -- Board Of Directors

The initial Board of Directors shall consist of three persons, and this number may be changed by a duly adopted amendment to the Bylaws, except that in no event may the number of directors be less than three. The names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

Robert Harris
3026 4th Avenue
Greeley, CO 80631

David Shoup
3026 4th Avenue
Greeley, CO 80631

Stephen Hanson
3026 4th Avenue
Greeley, CO 80631

ARTICLE 8 -- Personal Liability of Directors

The members of the Board of Directors shall not be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty as a director; except that the foregoing shall not eliminate or limit the liability of a Director for: any breach of the Director's duty of loyalty to the Association or its members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Colorado Revised Statutes Sections 7-128-403 and 7-128-501; and any transaction from which the Director derived an improper personal benefit.

ARTICLE 9 -- Indemnification of Directors

Except for personal liability of a director pursuant to Article 8 above, and unless otherwise limited by the Colorado Common Interest Ownership Act, the Declaration of Covenants, Conditions and Restrictions for Berryman Farm, or the Bylaws of the Association, the Directors shall be indemnified by the Association for any loss, damage, cost or expense incurred in the performance of their duties to the Association, including attorneys fees and costs, to the maximum extent permitted by law.

ARTICLE 10 -- Registered Agent and Address

The initial registered agent of the Association shall be Robert Harris at the registered address of 3026 4th Avenue, Greeley, Colorado 80631.

ARTICLE 11 -- Incorporator

The name and address of the incorporator is:

J. Christopher Kinsman
Fairfield and Woods, P.C.
1700 Lincoln Street, Suite 2400
Denver, Colorado 80203

ARTICLE 12 -- Distribution on Dissolution

The assets of the Association, if any, in the process of dissolution shall be applied and distributed as provided in the Colorado Common Interest Ownership Act, C.R.S. Title 38, Article 33.3, Section 218, as amended.

ARTICLE 13 -- Amendment

These Articles may be amended as provided in the Colorado Revised Nonprofit Corporation Act, C.R.S. Title 7, Article 130, as amended.

The name and mailing address of the individual who caused 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:

J. Christopher Kinsman
Fairfield and Woods, P.C.
1700 Lincoln Street, Suite 2400
Denver, Colorado 80203