



FILED COPY

NON-PROFIT  
ARTICLES OF INCORPORATION

FOR

DENVER CHAPTER OF THE NATIONAL ASSOCIATION  
OF RESIDENTIAL PROPERTY MANAGERS

The undersigned submits the following Articles of Incorporation pursuant to C.R.S. 7-21-102, as amended:

ARTICLE I

Name

951141552 M \$50.00  
SECRETARY OF STATE  
11-17-95 13:37

The name of this non-profit corporation is Denver Chapter of the National Association of Residential Property Managers.

ARTICLE II

Initial Registered Office and Initial Registered Agent

1. Registered Office. The address of this non-profit corporation and initial registered office is 10800 E. Bethany Drive, Suite 125, Aurora, Colorado 80014.
2. Registered Agent. The name of the initial registered agent at the address of the registered office of the Corporation is Jan Lassen.

ARTICLE III

Incorporator

The name and address of each Incorporator of the Corporation is:

| <u>Name</u> | <u>Address</u>  |
|-------------|---|
| Jan Lassen  | 10800 E. Bethany Drive, Suite 125<br>Aurora, CO 80014 |

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## ARTICLE IV

### Members

This non-profit corporation will have four categories of members, as follows:

- A. Founding Member
- B. Regular Member
- C. Affiliate Member
- D. Honorary Member

The qualifications and rights for each category of members shall be delineated in the corporation's By-Laws.

## ARTICLE V

### Purpose

The purpose of this corporation is to establish a non-profit permanent trade association, pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, in the residential property management industry in the Denver metropolitan area, to promote a standard of business ethics, professionalism, and fair practices among the members of the corporation, to establish and promote the professional education for the members of the association, to provide and promote the exchange of ideas regarding residential property management, and to pursue any further goals consistent with these specifically enumerated purposes. No part of the assets, income, or profit of the corporation shall be distributable to, or inure to the benefit of the corporation's members, directors, or officers except to the extent permitted under the Colorado Nonprofit Corporation Act.

## ARTICLE VI

### Initial Directors

The names and addresses of the individuals who are to serve as the initial directors of this non-profit corporation are as follows:

1. Robert Alldredge  
902 Wadsworth  
Lakewood, Colorado 80215
2. Jan Lassen  
10800 E. Bethany Drive, Suite 125  
Aurora, CO 80014
3. Susan Melton  
3615 S. Kipling Street  
Morrison, CO 80465
4. Edie Walker  
6363 W. 120th Avenue, #300  
Broomfield, CO 80020

## ARTICLE VII

### Limitation on Personal Liability of Directors

The corporation, to the greatest extent possible, eliminates or limits the personal liability of a director to the corporation or to the members of the corporation for monetary damages for breach of fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director to the non-profit corporation or to its members for monetary damages for any breach of the director's duty of loyalty to the non-profit corporation or its members, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, assenting to or participating in the corporation making any loan to any of its directors or officers, or any transaction from which the director derived an improper

personal benefit. Further, the directors and officers have the benefit of the same limitations of personal liability for any injury to person or property arising out of a tort as set forth in C.R.S. 7-108-402(2) for directors and officers, respectively, of corporations for profit.

## ARTICLE VIII

### Distribution of Dissolution or Liquidation

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or receipt of the corporation's remaining property or the proceeds from that property. All money and other property owned by the corporation after the payment of all debts and obligations shall be distributed consistent with the requirements of the Colorado Non-Profit Corporation Act and §501(c) of the Internal Revenue Code of 1986 and any pertinent regulations as they now exist or may later be amended, so as to maintain the non-profit status of the corporation under §501(c)(6).

EXECUTED this 14<sup>th</sup> day of November, 1995, by the undersigned initial Incorporator.

INCORPORATOR:

  
\_\_\_\_\_  
JAN LASSEN

STATE OF COLORADO )  
 ) ss.  
COUNTY OF ARAPAHOE )

SUBSCRIBED AND SWORN to before me this 12/14 day of November, 1995 by Jan Lassen.

Witness my hand and seal.

[SEAL]



[Signature]  
Notary

1800 E. Buttermilk Dr 125  
Address

Avon, Co 80014

My commission expires: MY COMMISSION EXPIRES: Nov. 20, 1995  
Bonded Thru NOTARY PUBLIC AGENCY

**CONSENT TO SERVE AS REGISTERED AGENT**

Jan Lassen accepts appointment as registered agent for Denver Chapter of the National Association of Residential Property Managers.

[Signature]  
JAN LASSEN