

**NONPROFIT** ARTICLES OF INCORPORATION  
OF  
LOVELAND COMMUNITY HOUSING, LTD.,  
a Colorado Non-Profit Corporation

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SECRETARY OF STATE  
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We, the undersigned, being over the age of twenty-one years, acting as Incorporators of a Corporation under the Colorado Non-Profit Corporation Act, sign and acknowledge the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the Corporation is Loveland Community Housing, Ltd., a Colorado Non-Profit Corporation.

**ARTICLE II  
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSE AND POWERS OF THE CORPORATION**

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and consistent and subject to said purpose, to foster the development and retention of housing affordable to low and moderate income individuals and families living within the City of Loveland, Colorado, Area of Community Influence as it may exist from time to time, and consistent and subject to the above purposes, the Corporation shall have the following powers, nature, object and collateral purposes of business to be transacted:

(a) To operate as a non-profit corporation with no stock or stockholders, nor members, and no dividends or pecuniary profits, and with no liquidating dividends or distributions to be declared or paid to the Trustees or Officers of the Corporation, except that reasonable compensation for services rendered or reimbursement for approved expenses may be paid to such Officers and Trustees.

(b) To adopt and publish rules, regulations and procedures consistent with and not in conflict with these Articles of Incorporation, the Bylaws of the Corporation, the Colorado Non-Profit Corporation Act or Section 501(c)(3) of the Internal Revenue Code.

(c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease,

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transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation, subject to the provisions of VIII, IX, X and XI below.

(d) To sell, lease, exchange, mortgage, pledge or otherwise dispose of the property and assets of the Corporation by the Board of Trustees upon such terms and conditions and for such considerations which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign as may be authorized by the Board of Trustees.

(e) To abandon any authorized sale, lease, exchange or other disposition of the assets of the Corporation subject to the rights of third parties under any contracts relating thereto, at the discretion of the Board of Trustees.

(f) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of the Corporation's real or personal property as security for money borrowed or debts incurred.

(g) To dedicate, sell or transfer all or any part of the properties owned by the Corporation to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Trustees.

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger shall have been previously approved by the Board of Trustees.

(i) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose pertaining to or incidental to its operations in business and to raise money for any of the purposes of this Corporation.

(j) To act as the developer of affordable housing projects; to establish and administer a low-interest housing loan program; to provide educational services with regard to affordable housing issues; and to engage in other housing services and programs in furtherance of the Corporation's purposes.

(k) To have and to exercise any and all powers, rights and privileges which a Corporation organized under the Colorado Non-Profit Corporation Act may now or hereafter have or exercise by law.

(l) To do everything necessary, suitable or proper for the accomplishment of any of its Corporate powers or purposes.

**ARTICLE IV  
MEMBERSHIP**

The Corporation shall have no membership.

**ARTICLE V  
OFFICERS**

The Officers of the Corporation shall be a President, a Vice-President, Secretary, Treasurer and such other officers as the Board of Trustees may from time to time by resolution create, who shall be elected by the Board in accordance with the Bylaws of the Corporation.

**ARTICLE VI  
EQUAL OPPORTUNITY**

The Corporation shall give equal opportunity for Board participation without regard to race, religion, color, creed/national origin, gender, marital status, sexual orientation, age or disabilities.

**ARTICLE VII  
REGISTERED OFFICE, PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal and registered office of the Corporation is:

200 East 7th Street, Loveland, Colorado 80537,

and the Registered Agent at said address is:

Ronald E. Schneider.

**ARTICLE VIII  
INCREMENT OF INCOME**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, Trustees, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

**ARTICLE IX  
LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**ARTICLE X  
OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

**ARTICLE XI  
BYLAWS**

The Board of Trustees shall have the authority and power, to make, adopt, repeal, add to or amend from time to time such Bylaws as they may deem proper for the management of the affairs of the Corporation consistent with the applicable laws of the State of Colorado.

**ARTICLE XII  
DISSOLUTION CLAUSE**

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds of the Trustees. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction 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, which are organized and operated exclusively for such purposes.

**ARTICLE XIII  
BOARD OF TRUSTEES**

The affairs of this Corporation shall be managed by a Board of no less than seven (7) nor more than twenty-one (21) Trustees (herein sometimes referred to as the "Board of Trustees" or "Board"), one Trustee of which will consist a non-elected person

designated annually by the then sitting City Council of the City of Loveland, Colorado. The person so designated by the City Council shall be an employee of the City of Loveland. If the person so designated is unable to perform his or her duties as a Trustee, he or she may delegate the duties of Trustee to another City of Loveland employee. The number of Trustees may be changed by amendment of the Bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of elected Trustees until the election of their successors are:

|                     |   |
|---------------------|---|
| Gerald R. Ashbach   | 986 Logan Court, Loveland, CO 80538       |
| Jack Doyel          | 970 E. 32nd Street, Loveland, CO 80537    |
| Nanci Garnand       | 216 21st Street, S.E., Loveland, CO 80537 |
| Ernie Giron         | 253 Eugene Drive, Loveland, CO 80538      |
| Pamela Howard       | 4102 Boxelder Dr., Loveland, CO 80538     |
| Cliff Johnson       | 2473 Chama Court, Loveland, CO 80538      |
| Roe Johnston        | 2527 Logan Drove, Loveland, CO 80538      |
| Gary Moore          | 3441 So. County Rd. 7, Loveland, CO 80537 |
| Ronald E. Schneider | 1005 West 31st Street, Loveland, CO 80538 |

At the first annual meeting, the above named Trustees will elect Trustees for terms of Trustees by dividing the total number of elected Trustees into three groups, with each group containing one-third of the total, as near as may be. In that event, the terms of Trustees in the first group expire at the first annual Trustee's Meeting after their election, the terms of Trustees in the second group expire at the second annual Trustee's Meeting after their election, and the terms of the Trustees in the third group expire at the third annual Trustee's Meeting after their election. Upon the expiration of the initial staggered terms, Trustees shall be elected for terms of three (3) years to succeed those whose terms expire.

#### **ARTICLE XIV AMENDMENT**

These Articles of Incorporation may be amended in conformance with the applicable Statutes of the State of Colorado.

#### **ARTICLE XV PERSONAL LIABILITY**

The Corporation does, to the full extent permitted by Colorado law, eliminate the personal liability of a Trustee to the Corporation for monetary damages for breach of fiduciary duty as a Trustee; except that this elimination of personal liability shall not eliminate or limit the liability of a Trustee to the Corporation for monetary damages for (1) any breach of the Trustee's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or which involve intentional misconduct or a

knowing violation of law, (3) acts specified in Section 7-24-111, C.R.S., or (4) any transaction from which the Trustee derived an improper personal benefit. Further, the elimination of personal liability shall not eliminate or limit the liability of a Trustee to the Corporation for monetary damages for any act or omission occurring prior to the date when this elimination of personal liability becomes effective.

This Corporation shall have the same powers, rights, and obligations and shall be subject to the same limitations as applied to Corporations for profit as set forth in Section 7-3-101.5, C.R.S. The Corporate Trustees, Officers, Employees and Agents shall have the same rights as Trustees, Officers, Employees and Agents, respectively of Corporations for profit as set forth in Section 7-3-101.5, C.R.S. The Trustees and Officers shall have the benefit of the same limitations on personal liability for any injury to person or property arising out of a tort as set forth in Section 7-5-119, C.R.S. for Trustees and Officers, respectively of Corporations for profit. Any reference in said Sections to "shareholders" shall be construed to refer to "Voting Members," if any, for the purposes of this paragraph.

These rights and references to sections of the Colorado Revised Statutes shall extend to the benefit of the Trustees, Officers, Employees and Agents consistent with and to the extent that said applicable sections of Colorado Revised Statutes shall be hereafter amended.

The Corporation shall, to the full extent permitted by Colorado Law, as it presently exists or is hereafter amended, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was a Trustee or Officer of the Corporation. The right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of the Trustee or Officer.

#### **ARTICLE XVI INCORPORATORS**

The name and address of the incorporators are:

Gerald R. Ashbach 986 Logan Court, Loveland, CO 80538  
Colleen R. Finnman 1520 Alcott Street, Ft. Collins, CO 80525  
Ronald E. Schneider 1005 W. 31st Street, Loveland, CO 80538

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the Colorado Non-Profit Corporation Act, we, the undersigned constituting the incorporators of this Corporation, have executed these Articles of Incorporation this \_\_\_ day of January, 1995.

Gerald R. Ashbach  
GERALD R. ASHBACH

Colleen R. Finnman  
COLLEEN R. FINNMAN

Ronald E. Schneider  
RONALD E. SCHNEIDER

STATE OF COLORADO    )  
                                  )    ss:  
COUNTY OF LARIMER    )

Subscribed, sworn to and acknowledged before me this 31 day of January, 1995, by Gerald R. Ashbach, Colleen R. Finnman and Ronald E. Schneider.

WITNESS my hand and official seal.

My Commission expires: January 31, 1998

Gary Sue Harvey  
Notary Public

**CONSENT**

The undersigned consents to the appointment as the initial Registered Agent of Loveland Community Housing, Ltd.

Ronald E. Schneider  
RONALD E. SCHNEIDER

**ATTACHMENT TO ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
FUNDING PARTNERS FOR HOUSING SOLUTIONS, INC.**

The Articles of Incorporation (the “Articles”) of Funding Partners for Housing Solutions, Inc. are amended as follows:

The first paragraph of Article III – Purpose and Powers of the Corporation, of the Articles shall be changed in its entirety to the following:

**ARTICLE III  
PURPOSE AND POWERS OF THE CORPORATION**

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and consistent and subject to said purpose, to foster the development and retention of housing affordable to low and moderate income individuals and families living in the State of Colorado, and consistent with and subject to the above purpose, the Corporation shall have the following powers, nature, object and collateral purposes of business to be transacted:

Article XIII – Board of Trustees, of the Articles shall be changed in its entirety to the following:

**ARTICLE XIII  
BOARD OF TRUSTEES**

The affairs of this Corporation shall be managed by a voluntary Board of Trustees (herein sometimes referred to as the “Board of Trustees” or the “Board”). No member of the Board of Trustees shall receive financial compensation nor shall any financial benefit inure to any member of the Board from the net earnings of the Corporation. The Board shall consist of fifteen (15) members, each of whom shall be a resident of the State of Colorado.