

**STATEMENT OF MERGER
OF
GLACIER VIEW MEADOWS WATER AND SEWER ASSOCIATION
INTO
GLACIER VIEW ROAD AND RECREATION ASSOCIATION**

Glacier View Meadows Water and Sewer Association, a Colorado nonprofit corporation, for the purposes of merging with and into the Glacier View Road and Recreation Association, a Colorado nonprofit corporation, pursuant to Colorado law, each hereby certifies that:

A. The name and jurisdiction of formation or organization of each of the entities that are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Glacier View Meadows Water and Sewer Association	Colorado
Glacier View Road and Recreation Association	Colorado

B. The principal address of the Glacier View Meadows Water and Sewer Association is 1417 Green Mountain Drive, Livermore, CO 80536. The principal address of the Glacier View Road and Recreation Association is 1417 Green Mountain Drive, Livermore, CO 80536.

C. The Plan of Merger and Agreement has been approved, adopted, and executed by each of the entities. The members of each of the entities approved the Plan of Merger and Agreement. A copy of the Plan of Merger and Agreement is attached hereto as Exhibit A and incorporated herein.

D. Each merging entity is merged into the surviving entity. The name of the surviving entity, a Colorado nonprofit corporation, is the Consolidated Glacier View Meadows Association.

E. The registered agent for the surviving entity is the Consolidated Glacier View Meadows Association, and the registered address for the surviving entity is 1417 Green Mountain Drive, Livermore, CO 80536.

F. The merger will be deemed effective as of July 1, 2023.

[SIGNATURES ON FOLLOWING PAGES]

EXHIBIT A

[PLAN OF MERGER AND AGREEMENT ATTACHED]

**PLAN OF MERGER AND AGREEMENT
TO EFFECT A MERGER
OF
GLACIER VIEW ROAD AND RECREATION SEWER ASSOCIATION
AND
GLACIER VIEW MEADOWS WATER AND SEWER ASSOCIATION**

THIS PLAN OF MERGER AND AGREEMENT is made this 15th day of February, 2023, by Glacier View Road and Recreation Association ("Road and Recreation Association") and the Glacier View Meadows Water and Sewer Association ("Water and Sewer Association"), each being a Colorado nonprofit membership corporation acting pursuant to Sections 7-131-101 *et seq.* of the Colorado Revised Nonprofit Corporation Act, with regard to a proposed merger of these two corporations into Glacier View Road and Recreation Association.

RECITALS

A. The Glacier View Road and Recreation Association and the Glacier View Meadows Water and Sewer Association presently exist as distinct and separate corporations; and

B. The Boards of Directors of each of the merging corporations deem it advisable that the Glacier View Meadows Water and Sewer Association be merged into the Glacier View Road and Recreation Association such that the Glacier View Road and Recreation Association will be the surviving corporation, on the terms and conditions set forth in this Plan of Merger and Agreement, and pursuant to the Colorado Revised Nonprofit Corporation Act ("Act").

NOW, THEREFORE, in consideration of the premises and of the mutual agreements set forth in this plan, the parties agree as follows:

I. Merger

The Glacier View Road and Recreation Association and the Glacier View Meadows Water and Sewer Association will be merged into a single corporation, in accordance with the provisions of the Act, by the Glacier View Meadows Water and Sewer Association, Inc. merging with and into the Glacier View Road and Recreation Association such that the Glacier View Road and Recreation Association will be the surviving corporation of the merger.

II. Effective Time of Merger

The effective time of the merger shall be July 1, 2023

III. Effect and Plan of Merger

A. The Glacier View Meadows Water and Sewer Association is the designated entity charged with administering and enforcing the Glacier View Meadows Water and Sewer Association Master Declaration recorded February 25, 1976, at Reception No. 143069 with the Larimer County, Colorado Clerk and Recorder ("Water and Sewer Association Master Declaration"), as amended and supplemented, and for other purposes as outlined in its

Articles of Incorporation. The Articles of Incorporation of the Glacier View Meadows Water and Sewer Association, a nonprofit corporation, were filed March 26, 1975, with the Colorado Secretary of State.

B. Glacier View Road and Recreation Association is the designated entity charged with administering and enforcing the Protective and Design Covenants Master Declaration for Glacier View Meadows recorded August 4, 1992, at Reception No. 32046627 with the Larimer County, Colorado Clerk and Recorder ("Protective and Design Covenants Master Declaration"), as amended and supplemented, and for other purposes as outlined in its Articles of Incorporation. (The original Protective and Design Covenants Master Declaration for Glacier View Meadows was recorded on November 6, 1972 at Reception No. 42093.) The Articles of Incorporation of the Glacier View Road and Recreation Association, a nonprofit corporation, were filed January 31, 1973, with the Colorado Secretary of State.

C. Pursuant to the Articles of Incorporation for the Glacier View Meadows Water and Sewer Association, the Glacier View Road and Recreation Association, and the Colorado Revised Nonprofit Act, members of each Association have approved the merger of the Glacier View Meadows Water and Sewer Association and the Glacier View Road and Recreation Association. Upon completion of the merger, the Glacier View Meadows Water and Sewer Association will cease to exist, and the Glacier View Road and Recreation Association will be the entity charged with administering and enforcing the Protective and Design Covenants Master Declaration and the Water and Sewer Master Declaration, both as amended and supplemented. The Glacier View Road and Recreation Association will file a name change amendment for the merged corporation to be known as the Consolidated Glacier View Meadows Association.

D. The By-Laws of Consolidated Glacier View Meadows Association will be the Bylaws of the merged corporation and will continue in full force and effect until altered or amended as provided therein or by the provisions of the Colorado Revised Nonprofit Corporation Act.

E. The merged entity, the Consolidated Glacier View Meadows Association, will have classes of membership as provided in the By-Laws of Consolidated Glacier View Meadows Association. Votes will be allocated as provided in the By-Laws for Consolidated Glacier View Meadows Association.

G. The Consolidated Glacier View Meadows Association is the legal successor, for all purposes, of the two merging entities, and the operations and activities of the Glacier View Meadows Water and Sewer Association and Glacier View Road and Recreation Association will merge and consolidate into a single association that holds all powers, rights, obligations, assets, and liabilities of each pre-existing entity, including, but not limited to: ownership of all Glacier View Meadows Water and Sewer Association and Glacier View Road and Recreation Association funds, books, records, real property, and personal property; and that has the right to enforce both the Water and Sewer Master Declaration and the Design and Protective Covenants Master Declaration.

H. The Boards of Directors of Glacier View Meadows Water and Sewer Association and Glacier View Road and Recreation Association have approved this Plan of

Merger and Agreement, and the members of the respective associations have approved a Name Change Amendment and Amended and Restated Articles of Incorporation for the merged entity.

IV. Governing Documents of the Merged Corporation

A. Articles of Incorporation. At the effective time of the merger, the Consolidated Glacier View Meadows Association's Amended and Restated Articles of Incorporation will be the merged corporation's Articles of Incorporation.

B. Bylaws. At the effective time of the merger, the By-Laws of Consolidated Glacier View Meadows Association will be the merged corporation's Bylaws.

V. Directors and Officers of the Merged Corporation

A. Identity. At the effective time of the merger, the Board of Directors of the Consolidated Glacier View Meadows Association will be elected in accordance with the terms of the By-Laws of the Consolidated Glacier View Meadows Association, and the Board of Directors will elect its principal officers.

B. Length of Term. All such persons shall hold office for terms in accordance with the By-Laws of the Consolidated Glacier View Meadows Association.

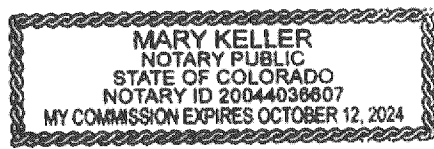
IN WITNESS WHEREOF, the Glacier View Road and Recreation Association and the Glacier View Meadows Water and Sewer Association, the parties to the merger, have caused this Plan of Merger and Agreement to be signed in their respective corporate names.

[SIGNATURES ON FOLLOWING PAGES]

I, Dan R. Barbour, as a current Director of the Glacier View Meadows Water and Sewer Association certify that the Board of Directors has approved this Plan of Merger and Agreement and that a majority of the members have approved the Name Change Amendment and Amended and Restated Articles of Incorporation.

GLACIER VIEW MEADOWS WATER AND SEWER ASSOCIATION

By: [Signature] Dan R. Barbour
Title: PRESIDENT W+S
Date: 2-17, 2023.



STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

Subscribed and certified before me this 17 day of February, 2023, by
Dan R. Barbour

My commission expires: 10/12/2024

[Signature]
Notary Public