

rec'd 10/18/95

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR THE
ALPINE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC.

(A Nonprofit Corporation)

The Alpine Condominium Homeowners Association, Inc., a Colorado nonprofit corporation, having its principal office at 525 Canyon Boulevard, Boulder, Colorado 80302, (hereinafter the "Association"), hereby certifies to the Secretary of State that:

FIRST: The Association desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided.

SECOND: The provisions set forth in these Amended and Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments thereto. These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended.

THIRD: The Articles of Incorporation of the Association are hereby amended by striking in their entirety the existing Articles and by substituting in lieu thereof the following:

ARTICLE 1--Name

The name of this corporation is the ALPINE CONDOMINIUM HOMEOWNERS ASSOCIATION, INC., ("Association").

ARTICLE 2--Duration

The duration of the Association shall be perpetual.

ARTICLE 3--Nonprofit

The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE 4--Purposes and Powers of Association

The purposes for which the Association is formed are as follows:

- (a) To operate the Common Interest Community known as "Alpine" located in Boulder County, Colorado, as created by the recorded Declaration for Alpine, as the Declaration may be amended, for the purposes of enhancing and preserving the value of the properties of the members.
- (b) To perform acts and services, in accordance with the requirements for an association of owners charged with the administration of property under applicable provisions of the Colorado Common Interest Ownership Act, as amended and the Colorado Condominium Act.
- (c) To manage, supervise, care for and operate the Common Interest Community.
- (d) To maintain the Common Elements within the Common Interest Community.
- (e) To provide garbage and trash collection.
- (f) To maintain lands or trees.
- (g) To enforce any and all covenants, restrictions and agreements applicable to the Common Interest Community.
- (h) To prepare estimates and budgets of the costs and expenses of rendering these services, any other services as deemed appropriate by the Board; and to perform, or contract, or enter into agreements for that performance, as provided for or contemplated in this Article.
- (i) To apportion these estimated costs and expenses among the Owners and collect those costs and expenses from the Owners obligated to assume or bear the same.
- (j) To borrow money for the Association's purposes.
- (k) To enforce, on behalf of the Unit Owners, rules and regulations made or promulgated by the Board with respect to the safe occupancy, reasonable use and enjoyment of the Units, buildings, structures, grounds and facilities of the Common Interest Community, and to enforce compliance with these rules, including the levy of reasonable fines.
- (l) To perform or cause to be performed, all other and additional services and acts as are usually performed by an association of owners, or as deemed appropriate by the Board, including, without limitation, keeping or causing to be kept, appropriate books and records, preparing and filing necessary reports and returns, and making or causing to be made audits of books and accounts.
- (m) To promote the health, safety, welfare and common benefit of the residents and occupants of the properties subject to the Declaration.

(n) To retain legal counsel, auditors, accountants, appraisers and other persons or services that may be necessary for or incidental to any of the activities of the Association, and to acquire, sell, mortgage, lease or encumber any real or personal property for these purposes.

(o) To eliminate or limit the personal liability of a Director to the Association or to the members for monetary damages for breach of fiduciary duty as a Director, as allowed by law.

(p) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in the opinion of the Board will promote the common benefit and enjoyment of the occupants, residents and Unit Owners of the Common Interest Community, and to have and to exercise any and all powers, rights and privileges which are granted under applicable provisions of the Colorado Common Interest Ownership Act, the Declaration, the Bylaws, and the laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 5--Membership Rights and Qualifications

Any person who holds record title to a Unit in the Common Interest Community shall be a member of the Association. There shall be one membership for each Unit owned within the Common Interest Community. This membership shall be automatically transferred upon the conveyance of that Unit. The vote to which each membership is entitled is the number of votes assigned to the Unit in the Declaration of the Common Interest Community. If a Unit is owned by more than one person, those persons shall agree among themselves how a vote for that Unit's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy, unless another co-owner of the same Unit objects at the time the vote is cast, in which case such membership's vote shall not be counted.

ARTICLE 6--Agent for Service

The current registered office, address and principal place of business of the Association is **Hast & Company, 525 Canyon Boulevard, Boulder, Colorado 80302**. The current registered agent of the Association is **Hast & Company**. The registered office, address and principal place of business of the Association and the registered agent of the Association may change from time to time by action of the Executive Committee.

ARTICLE 7--Board of Directors

The Board of Directors consists of a minimum of three (3) but no more than five (5) 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 currently serve as Directors (until their successors shall be elected and qualified) are as follows:

DIRECTOR

ADDRESS

ARTICLE 8--Amendment

Amendment of these Articles shall require the assent of at least two-thirds (2/3) of all votes in the Association at a meeting of the members at which a quorum is present.

ARTICLE 9--Dissolution

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the members at the date of dissolution, in proportion to their allocated interests, unless otherwise agreed or provided by law.

ARTICLE 10--Interpretation

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation.

FOURTH: By resolution of the Board of Directors of the Association, pursuant to and in accordance with Colorado law, the Board of Directors of the Association duly advised the foregoing Amended and Restated Articles of Incorporation and by formal action taken by the members in accordance with Colorado law, at a meeting of the members held on _____, 19____, the members of the Association duly approved said Amended and Restated Articles of Incorporation by _____.

IN WITNESS WHEREOF, the Association has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this _____ day of _____, 19____, and its President acknowledges that these Amended and Restated Articles of Incorporation are the act and deed of the Association and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his/her knowledge, information and belief.

ALPINE CONDOMINIUM HOMEOWNERS
ASSOCIATION, INC.

By: _____
_____, President

By: _____
_____, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF _____)

The foregoing Amended and Restated Articles of Incorporation were signed before me on this _____ day of _____, 19____, by _____, as President, who, under oath, stated that the matters and facts set forth therein with respect to authorization and approval are true in all material respects to the best of his/her knowledge and belief.

My commission expires:

_____)
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF _____)

The foregoing Amended and Restated Articles of Incorporation were signed before me on this _____ day of _____, 19____, by _____, as Secretary, who, under oath, stated that the matters and facts set forth therein with respect to authorization and approval are true in all material respects to the best of his/her knowledge and belief.

My commission expires:

_____)
Notary Public