

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
SHADY HOLLOW TOWNHOUSES HOMEOWNERS ASSOCIATION  
(A Nonprofit Corporation)**

The undersigned signs and acknowledges, for delivery to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

**RECITALS**

Shady Hollow Townhouses Homeowners Association, a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

By their signature below, the President and Secretary of the Board of Directors certify these Amended and Restated Articles of Incorporation received the assent of eighty percent (80%) affirmative vote of the entire Membership;

The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments;

The Association desires to amend and restate its Articles of Incorporation currently in effect as set forth below and that the Articles of Incorporation of the Association are hereby amended by striking in their entirety Articles I through X, inclusive, and by substituting the following:

**ARTICLE 1.**

**NAME**

The name of the corporation is Shady Hollow Townhouses Homeowners Association (the "Association").

**[Note: This is similar to Article I of your current Articles.]**

**ARTICLE 2.**

**DURATION**

The duration of the Association shall be perpetual.

**[Note: This is similar to Article IX of your current Articles.]**

**ARTICLE 3.  
DEFINITIONS**

The definitions set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions of Shady Hollow Townhouses (“Declaration”) shall apply to all capitalized terms contained in these Articles, unless otherwise noted or the context provides otherwise.

**ARTICLE 4.  
NONPROFIT**

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

**[Note: This is similar to Article IV of your current Articles.]**

**ARTICLE 5.  
PURPOSES AND POWERS OF ASSOCIATION**

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

- (a) To operate and manage the common interest community known as “Shady Hollow Townhouses,” a planned unit townhome community, and to operate and manage the Property and Common Area included within the Community, situated in Boulder County, State of Colorado, subject to the Declaration, Plat, Maps, Bylaws and such Rules and Regulations as the Board of Directors may from time to time adopt, for the purposes of enhancing and preserving the value of the Property;
- (b) To maintain Shady Hollow Townhouses as a community of the highest quality and value, and to enhance and protect the Property’s value, desirability and attractiveness;
- (c) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an association of owners charged with the administration of the Property under the terms of the Colorado Common Interest Ownership Act, as amended (the “Act”) and as applicable to common interest communities created prior to July 1, 1992, and as set forth in the Declaration;
- (d) To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements owned by the Members and this Association;
- (e) To provide for administration, maintenance, preservation, improvement and architectural review as contained in the Declaration;

(f) To promote, foster and advance the health, safety and welfare of the residents; and

(g) 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 within the Shady Hollow Townhouses Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Declaration, 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.

**[Note: This replaces your IV of your current Articles. We've stated your purposes generally. Specific duties and obligations are in the Declaration and Bylaws.]**

#### **ARTICLE 6. ELIMINATION OF CERTAIN LIABILITIES OF DIRECTORS**

There shall be no liability, either direct or indirect, of any Director acting within the scope of his or her duties as a Director, or any other person serving the Association at the direction of the Board of Directors without compensation, to the Association or to its Members for monetary damages for breaches of fiduciary duties arising out of such services. Notwithstanding the foregoing, this provision shall not eliminate the liability of a Director to the Association or its Members for any breach, act, omission, or transaction for which the Act or the Colorado Revised Nonprofit Corporation Act expressly prohibits elimination of liability.

**[Note: We have added limitation of liability provisions pursuant to Colorado law.]**

#### **ARTICLE 7. MEMBERSHIP RIGHTS AND QUALIFICATIONS**

There shall be one membership for each Lot owned within the Community. This membership shall be automatically transferred upon the conveyance of that Lot. The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for Assessments, and the method of collection of Assessments shall be contained in the Declaration, the Articles of Incorporation and Bylaws of the Association.

**[Note: Article V and VI of your current Articles have been combined above. We removed reference to classes of voting membership, which is obsolete.]**

**ARTICLE 8.  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The current principal office of the Association is PO Box 2293, Longmont, CO 80502. The current registered agent of the Association is Michael J. Riedeman at the registered address of PO Box 2293, Longmont, CO 80502. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Directors.

**[Note: We updated Articles II and III to reflect the information currently on the Sec of State's website.]**

**ARTICLE 9.  
BOARD OF DIRECTORS**

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors may consist of not less than three (3) and not more than seven (7) persons. This number may be set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

**[Note: This provision is similar to Article VII of your current Articles. We removed reference to the original directors and terms of directors.]**

**ARTICLE 10.  
AMENDMENT**

Amendment of these Articles shall require the assent of a majority of the Members present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

**[Note: This provision revises Article X of your current Articles to reflect the default amendment requirement under CO law, which is an affirmative vote of a majority of a quorum of Members.]**

**ARTICLE 11.  
DISSOLUTION**

The Association may be dissolved with the written consent of at least two-thirds (2/3) of the Members. In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

**[Note: This is similar to Article VIII of your current Articles.]**

**ARTICLE 12.  
INTERPRETATION**

The terms and provisions of the Declaration are incorporated by reference when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms and provisions of the Declaration shall control over these Articles of Incorporation.

**[Note: This has been added and is consistent with CO law.]**

**IN WITNESS WHEREOF**, the undersigned has signed these Amended and Restated Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

**SHADY HOLLOW TOWNHOUSES  
HOMEOWNERS ASSOCIATION,**  
a Colorado nonprofit corporation,

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

The name and mailing address of the individual who causes 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: Melissa M. Garcia, HindmanSanchez P.C., 5610 Ward Road, Ste. 300, Arvada, CO 80002-1310.