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Colorado Secretary of State
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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 19871379972
 (Colorado Secretary of State ID number)
 Entity name KAIBAB HOMEOWNERS ASSOCIATION.

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. The amendment to the articles of incorporation was in the manner indicated below: (make the applicable selection)

☐ The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.

☒ The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box ☐ and include an attachment stating the date and manner of adoption.)

5. (**Caution:** *Leave blank* if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
 (mm/dd/yyyy hour:minute am/pm)

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<u>555 Zang St</u>			
<u>Lakewood</u>	<u>CO</u>	<u>80228</u>	
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
KAIBAB 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

Kaibab 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 affirmative vote of Members holding at least a majority of the votes entitled to be cast who were present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum was present;

The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace previously executed 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 Kaibab Homeowners Association (the "Association").

**ARTICLE 2.
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE 3.
DEFINITIONS**

The definitions set forth in the Protective Covenants of Kaibab Subdivision Filing No.1

and the Protective Covenants of Kaibab Subdivision Filing No. 2 (collectively, the "Declaration") shall apply to all capitalized terms contained in these Articles, unless otherwise noted or the context provides otherwise. In supplement of the definitions provided for in the Declaration, the following terms shall have the meaning set forth below, unless the context requires otherwise:

(a) "Act" shall mean the Colorado Common Interest Ownership Act, C.R.S. §38-33.3-101 et. seq., as it may be amended.

(b) "Assessment" shall include all Common Expense Assessments and any other assessments and expenses levied to Lots pursuant to or allowed under the Declaration or the Act, including interest, late fees, attorney fees, fines and costs.

(c) "Association" shall mean and refer to the Kaibab Homeowners Association, and its successors and assigns.

(d) "Board" or "Board of Directors" or "Executive Board" shall mean the body designated in the Governing Documents to act on behalf of the Association.

(e) "Committee" shall mean the Planning and Architectural Control Committee as further described in the Declaration.

(f) "Common Area" or "Common Elements" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

(g) "Common Expenses" shall mean expenditures made or liabilities incurred by or on behalf of the Association, together with any allocations to reserves.

(h) "Community" or "Kaibab Subdivision Filing No. 1" or "Kaibab Subdivision Filing No. 2" shall mean, collectively, the "Kaibab Subdivision Filing No. 1" or "Kaibab Subdivision Filing No. 2" subdivisions, as further defined by the recorded Plats and the Declaration.

(i) "Declaration" shall mean and refer to, collectively, the Protective Covenants of Kaibab Subdivision Filing No.1 and the Protective Covenants of Kaibab Subdivision Filing No. 2, as may be amended, applicable to the Property recorded in the office of the Clerk and Recorder of Eagle County, Colorado.

(j) "Governing Documents" shall mean the Declaration, the Map, the Articles of Incorporation, the Bylaws and Rules and Regulations of the Kaibab Homeowners Association, as they may be amended.

(k) "Lot" shall mean and refer to any of the Lots shown upon any recorded subdivision Map or Plat of the Property, together with all appurtenances thereto and improvements now or hereafter located thereon, with the exception of the Common Area.

(l) "Member" shall mean any Owner. The terms "Member" and "Owner" may be used interchangeably.

(m) "Owner" shall mean the owner of record title, whether one or more persons or entities to any Lot which is a part of the Property, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

(n) "Plat" or "Map" shall mean and refer to the plat(s) and/or map(s) of the Property and improvements that are subject to this Declaration and which are designated in the Plat or Map recorded in the records of the Office of the Clerk and Recorder of Eagle County, Colorado. More than one plat, map or supplement thereto may be recorded, and, if so, then the term "Plat" or "Map" shall collectively mean and refer to all of such plats, maps and supplements thereto.

(o) "Property" shall mean the property described in or which is subject to the Declaration together with all easements, rights, and appurtenances thereto and the buildings and improvements erected or to be erected thereon.

(p) "Rules and Regulations" shall mean any written instruments, however identified, which are adopted by the Association for the regulation and management of the Community and/or clarification of the Governing Documents, including any amendment to those instruments.

ARTICLE 4.

NONPROFIT

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

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 communities known as "Kaibab Subdivision Filing No. 1" and "Kaibab Subdivision Filing No. 2," both being planned communities, and to operate and manage the Property and Common Area included within the Community, situated in Eagle County, State of Colorado, subject to the Declaration, plats, 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 the Community 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 and to exercise any and all other powers of the Committee as contained in the Declaration;

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

(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 Kaibab Subdivision 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.

(h) To convey or encumber with a security interest the Common Area provided such action is approved by Members entitled to vote and representing 67% of the votes allocated to the Lots.

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.

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.

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.

ARTICLE 8.
PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 169 Kaibab Rd., Eagle, CO 81631. The current registered agent of the Association is Leslie Miller at the registered address of 169 Kaibab Rd., Eagle, CO 81631. 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.

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 any number between three and five persons. This number is set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

ARTICLE 10.
AMENDMENT

Amendment of these Articles shall require the affirmative vote of Members holding at least a majority of the votes entitled to be cast who are 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.

ARTICLE 11.
DISSOLUTION

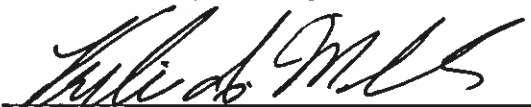
In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

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.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 6 day of June, 2018.

**KAIBAB 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: David Firmin, HindmanSanchez P.C., 555 Zang St., Suite 100, Lakewood, CO 80228.