

CHANGE OF  
R.O.R.A.

DNC 19871379816  
**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR**

FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

**CHANGE OF NAME**

**CAMPGROUND OF THE ROCKIES ASSOCIATION, INC.**

**CAMPGROUND OF THE ROCKIES ASSOCIATION, INC.**, a Colorado nonprofit corporation (hereinafter referred to as the "**Association**"), hereby certifies to the Secretary of State of Colorado that:

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

**SECOND:** The provisions set forth in these Amended and Restated Articles of Incorporation supersede the original 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 Articles I through XI, inclusive, and by substituting in lieu thereof the following:

**ARTICLE 1.           Name**

The name of this association is CAMPGROUND OF THE ROCKIES ASSOCIATION, INC. ("**Association**").

**ARTICLE 2.           Duration**

The duration of the Association shall be perpetual.

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**ARTICLE 3.           Definitions.**

The definitions set forth in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Campground of the Rockies shall apply to all capitalized terms set forth herein.

**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 this Association is formed are as follows:

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(a) To operate and manage the Community known as Campground of the Rockies and to operate and manage the Properties and Common Properties included within the Community, situated in Park County, Colorado, subject to the Declaration, 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 Properties and the Common Properties for the benefit of the Members.

(b) To support a community designed for safe, healthful and harmonious living.

(c) To promote the collective and individual property and civic interests and rights of all persons and entities owning property in the Campground of the Rockies Community.

(d) To care for the improvements and maintenance of the community center, gateways, public easements, parkways, grass plots, parking areas, and any facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above-described subdivision known as the Campground of the Rockies Community, which now exist or which may hereafter be installed or constructed therein.

(e) To cooperate with the Owners of all vacant and unimproved Units and plots now existing or that hereafter shall exist in the Community in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the Community and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved Units and plots as may be necessary or desirable to keep them from becoming such a nuisance and detriment.

(f) To aid and cooperate with the members of this Association and all property Owners in the enforcement of conditions, covenants, and restrictions on and appurtenant to their property.

(g) To ensure the preservation of the Campground of the Rockies as an outstanding recreational community, and to provide services and benefits to the residents of the Community.

(h) 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.

(i) 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 Properties and Common Elements under the terms of the Act and as set forth in the Declaration.

(j) 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 and to act for and on behalf of the Properties and Common Elements, including without limitation, representing the Association before the County Commissioners for Park County or other governmental body having jurisdiction over the Association or services provided to the Association.

(k) 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 Owners of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under 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.

#### **ARTICLE 6. Qualification of Members, Voting**

(a) The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for dues and assessments, and the method of collection of dues and assessments shall be as set forth in the Declaration and Bylaws of the Association.

(b) The Association may suspend the voting rights of a Member for failure to comply with the rules and/or regulations of the Association or with any other obligations of the Members under the Declaration and Bylaws.

#### **ARTICLE 7. Corporate Office and Registered Agent**

The current principal office of the Association is Club House, C.O.R.A. 6820 US Highway 285, Fairplay, Colorado 80440. The current registered agent of the Association is Orten & Hindman, LLC P.C. at the registered address of 11901 W. 48<sup>th</sup> Avenue, Wheat Ridge, Colorado 80033-2166. The principal office, registered agent and/or office of the Association may change from time to time, by action of the Board of Directors.

#### **ARTICLE 8. Board of Directors**

(a) The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) members, the specific number to be set forth in the Bylaws of the Association. Directors shall be Members of the Association as defined in the Declaration and Bylaws.

(b) Members of the Board of Directors shall be elected at the annual meeting of the Members in the manner determined by the Bylaws.

(c) Directors may be removed and vacancies of the Board of Directors shall be filled in the manner to be provided by the Bylaws.

**ARTICLE 9. Officers.**

The Board of Directors may appoint a president, one or more vice-presidents, a secretary, a treasurer and such other officers as the Board believes will be in the best interest of the Association. The Officers shall have such duties as may be prescribed in the Bylaws and shall serve at the pleasure of the Board of Directors.

**ARTICLE 10. Amendment**

Amendment of these Articles shall require the assent of at least a majority of a quorum of Members of the Association, who are present at a meeting, in person or by proxy; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration. Further, an Amendment may also be made pursuant to the assent of at least a majority of a quorum of the Members voting by mail.

**ARTICLE 11. Conveyances and Encumbrances**

Corporate property may be conveyed or encumbered by authority of the Board of Directors or by such person(s) to whom such authority may be delegated by resolution of the Board. Conveyances or encumbrances shall be by an instrument executed by the president or a vice president and by the secretary or an assistant secretary, or executed by such other person(s) to whom such authority may be delegated by the Board.

**ARTICLE 12. General**

This Association is one which does not contemplate pecuniary gain or profit to the Members thereof and is organized for nonprofit purposes. This Association does not afford pecuniary gain to its Members incidentally or otherwise, but Members shall be reimbursed for authorized, reasonable costs they may incur for or on behalf of the Association.

**ARTICLE 13. 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, as a part of their Unit, in proportion to their allocated interests, unless otherwise agreed or provided by law.

**ARTICLE 14. Interpretation**

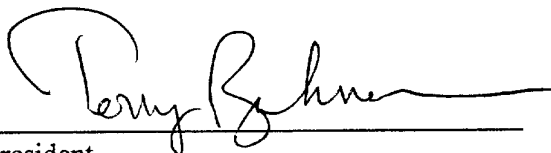
Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation.

**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 set forth the foregoing Amended and Restated Articles of Incorporation. The foregoing Amended and Restated Articles of Incorporation received the approval of at least a majority of the Members present, in person or by proxy, at a meeting at which a quorum is present.

**IN WITNESS WHEREOF,** CAMPGROUND OF THE ROCKIES ASSOCIATION, INC. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 4<sup>th</sup> day of September, 1999 and its President acknowledges that these **Amended and Restated Articles of Incorporation** are the act and deed of Campground of the Rockies Association, Inc., 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.

CAMPGROUND OF THE ROCKIES ASSOCIATION, INC.,  
a Colorado nonprofit corporation

By:

  
\_\_\_\_\_  
President

ATTEST:

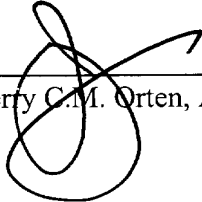
By:

  
\_\_\_\_\_  
Secretary

**CONSENT OF REGISTERED AGENT**

The undersigned hereby consents to its appointment as registered agent.

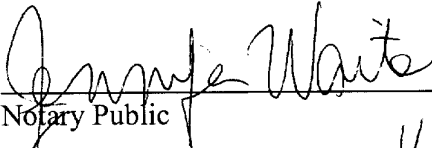
**ORTEN & HINDMAN, P.C.**

  
\_\_\_\_\_  
Jerry C.M. Orten, Authorized Agent

STATE OF COLORADO    )  
  ) ss.  
COUNTY OF JEFFERSON )

The foregoing was acknowledged before me this 4<sup>th</sup> day of February, 2000, by Jerry C.M. Orten, as an authorized agent of Orten & Hindman, P.C.

Witness my hand and official seal.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 1/17/2004