

**The document that follows is PROPOSED, effective as of June 29, 2005. In order for this document to be adopted, it must be approved by a majority of the Members present, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present.**

***AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
THE PINES AT MEADOW RIDGE LODGES 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**

The Pines at Meadow Ridge Lodges 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 approval of a majority of the Members present, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present;

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 VI, inclusive, and by substituting the following:

**ARTICLE 1.**

**NAME**

The name of the corporation is The Pines at Meadow Ridge Lodges Association (the "Association").

**[Note: This provision is similar to Article I of the current Articles of Incorporation.]**

**ARTICLE 2.  
DURATION**

The duration of the Association shall be perpetual.

**[Note: This provision is similar to Article IV of the current Articles of Incorporation.]**

**ARTICLE 3.  
DEFINITIONS**

The definitions set forth in the Condominium Declaration for The Pines at Meadow Ridge Lodges Courts A, B, C, D, E and F, as amended, (“Declaration”) shall apply to all capitalized terms contained in these Articles, unless otherwise noted.

**[Note: This provision has been added.]**

**ARTICLE 4.  
NONPROFIT**

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

**[Note: This provision is similar to Article III of the 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 “The Pines at Meadow Ridge Lodges,” (hereinafter referred to as “The Pines”) a condominium community, and to operate and manage the Property and Common Elements included within the Community, situated in Grand 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 Pines 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 Members and residents;

(g) To eliminate or limit the personal liability of Directors to the Association or to the Members for monetary damages for breach of fiduciary duty, as allowed by law;

(h) To perform all acts and services and exercise all powers and duties related to management and operation of timeshare Units pursuant to the Declaration and any timeshare declaration; until and unless an owner's association for Units that have been subdivided into timeshare or interval estates is created, as allowed for in the Declaration; and

(i) 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 Pines 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 provision revises and clarifies the powers set forth in Article II of the current Articles of Incorporation.]**

**ARTICLE 6.**  
**MEMBERSHIP RIGHTS AND QUALIFICATIONS**

There shall be one membership for each Unit owned within the Community, whether the Unit is “whole” (not subdivided into timeshare or interval estates) or whether the Unit has been subdivided into timeshare or interval estates. This membership shall be automatically transferred upon the conveyance of a “whole” Unit. As to Units that have been subdivided into timeshare or interval estates, the membership for that Unit shall be deemed vested in the Owners of the timeshare or interval estates for that Unit, until or unless an owner’s association for those Units, subordinate to the Association, is established, as allowed for under the Declaration. The authorized number and qualifications of Members of the Association, classes of membership, 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: This provision has been added.]**

**ARTICLE 7.**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The current principal office of the Association is 78884 US Hwy 40, Winter Park, CO 80482. The current registered agent of the Association is Jon De Vos at the registered address of 78884 US Hwy 40, Winter Park, CO 80482. 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: This provision revises Article V of the current Articles to reflect the information currently on file with Colorado Secretary of State’s office.]**

**ARTICLE 8.**  
**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 five persons.

**[Note: This provision is similar to Article VI of the current Articles.]**

**ARTICLE 9.**  
**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 has been added reflects the minimum consent required under Colorado law.]**

**ARTICLE 10.  
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, 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 Units as provided by the Declaration.

**[Note: This provision is similar to the second paragraph of Article VI of the current Articles.]**

**ARTICLE 11.  
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 provision has been added.]**

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

**THE PINES AT MEADOW RIDGE  
LODGES,**  
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: Jerry C.M. Orten, Orten & Hindman, P.C., 11901 W. 48th Ave., Wheat Ridge, CO 80033.