

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TIMBERS ESTATES HOMEOWNERS ASSOCIATION**

The undersigned, in compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, hereby signs, acknowledges and delivers these Amended and Restated Articles of Incorporation to the Secretary of State of Colorado.

**RECITALS**

Timbers Estates Homeowners Association, a Colorado nonprofit corporation certifies to the Colorado Secretary of State that:

By signature below, the Secretary of the Board of Directors certifies that these Amended and Restated Articles of Incorporation received the affirmative vote of a majority of members at any regular or special meeting of the Association or via action by written ballot as permitted by §-127-109, C.R.S., and that at least a majority of all members have approved any revisions to Article 6 of the Articles of Incorporation;

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

The Association desires to amend and restate the existing Articles of Incorporation in effect as set forth below and that the existing Articles of Incorporation are hereby amended by striking in their entirety Articles 1 through 13, inclusive, of the Articles of Incorporation and substituting the following:

**ARTICLE 1.  
NAME**

The name of the corporation is Timbers Estates Homeowners Association (the “Association”).

**[This Article is similar to Article 1 of your existing Articles of Incorporation.]**

**ARTICLE 2.  
DEFINITIONS**

The definitions set forth in the Second Amended and Restated General Declaration for Timbers Estates (the “**Declaration**”) shall apply to all capitalized terms herein, unless otherwise defined herein.

**[This Article has been added.]**

**ARTICLE 3.  
PRINCIPAL OFFICE**

The current principal office of the Association is 26303 N. Turkey Creek Road, Evergreen, CO 80439. The principal office of the Association may be changed from time to time by action of the Board of Directors of the Association.

**[This Article updates Article 4 of your existing Articles of Incorporation as the same relates to the principal office of the Association.]**

**ARTICLE 4.  
REGISTERED AGENT**

The current registered agent of the Association is Lynne A. Schwartau, at the registered address of 26303 N. Turkey Creek Road, Evergreen, CO 80439. The registered agent and office of the Association may change from time to time by action of the Board of Directors of the Association.

**[This Article updates Article 4 of your existing Articles of Incorporation as the same relates to registered agent of the Association.]**

**ARTICLE 5.  
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association shall be a nonprofit corporation, without shares of stock. The purposes for which the Association is formed are as follows:

(a) To operate and manage the common interest community known as “Timbers Estates” in accordance with the Declaration, the Bylaws, and any rules and regulations promulgated by the Association, for the purpose of enhancing and preserving the value of the property within the Timbers Estates community;

(b) To perform all acts and services and to exercise all powers and duties for the Association in accordance with the terms of the Colorado Common Interest Ownership Act, the Colorado Revised Nonprofit Corporation Act (the “**Nonprofit Act**”) and the Declaration.

(c) 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 property in the Property; and

(d) To do any and all permitted acts suitable or incidental to any of the foregoing purposes to the fullest extent permitted by law, and to do any and all acts that, in the opinion of the Board of Directors of the Association, will promote the common benefit of the occupants, residents and Owners of the Property, and which may be necessary or desirable to promote the health, safety and welfare of the occupants, residents and Owners of the Property.

**[This Article simplifies Article 3 of your existing Articles of Incorporation to give the Association broad powers upon which it can rely, with more specific powers set forth in the Amended and Restated Declaration and the Amended and Restated Bylaws.]**

#### **ARTICLE 6. MEMBERSHIP**

The Association shall have voting Members. Any person who holds title to a Lot in the Property shall be a “Member” of the Association. There shall be one membership for each Lot owned within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains. The authorized number and qualifications of Members of the Association, the voting rights and other rights, privileges and obligations of Members shall be as set forth in the Declaration and/or Bylaws of the Association.

**[This Article is similar to Article 5 of your existing Articles of Incorporation.]**

#### **ARTICLE 7. BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors of three (3) to nine (9) directors, as more fully set forth in the Bylaws.

**[This Article simplifies Article 6 of your existing Bylaws, with the majority of the detail contained therein being moved to the Amended and Restated Bylaws.]**

**ARTICLE 8.  
LIMITATION OF LIABILITY**

There shall be no personal liability, either direct or indirect, of any director or officer of the Association to the Association or its Members for monetary damages for any breach of fiduciary duty as a director or officer; except that this provision shall not eliminate the liability of a director or officer to the Association or its Members for monetary damages for any breach, act, omission or transaction as to which the Nonprofit Act expressly prohibits the elimination of liability.

**[This Article has been added to provide liability protection to members of the Board of Directors of the Association.]**

**ARTICLE 9.  
DURATION**

The duration of the Association shall be perpetual.

**[This Article is similar to Article 2 of your existing Articles of Incorporation.]**

**ARTICLE 10.  
DISSOLUTION**

In the event of the dissolution of the Association as a nonprofit 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 Nonprofit Act.

**[This Article simplifies Article 10 of your existing Articles of Incorporation.]**

**ARTICLE 11.  
AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of Members holding a majority of a quorum of the votes in the Association voting in person or by proxy at a regular or special meeting of the Association called for such purpose; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

**[This Article is similar to Article 12 of your existing Articles of Incorporation]**

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

**TIMBERS ESTATES HOMEOWNERS  
ASSOCIATION**

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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: Trisha K. Harris, White Bear Ankele Tanaka & Waldron, P.C., 2154 E. Commons Avenue, Suite 2000, Centennial, CO 80122.