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FILED
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
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THE LAKE SHORE COMMUNITY ASSOCIATION, INC. *nc92*

The Lake Shore Community 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 for Country Lane Filing No. 2 Community Association, Inc. 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 XII, inclusive, and by substituting in lieu thereof the following:

ARTICLE 1. Name

The name of this Association is THE LAKE SHORE COMMUNITY ASSOCIATION, INC. ("Association").

ARTICLE 2. Duration

The duration of the Association shall be perpetual.

ARTICLE 3. Nonprofit

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

ARTICLE 4. Purposes and Powers of Association

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

- (a) To operate and manage the Common Interest Community known as The Lake Shore Community ("The Lake Shore Community") and to operate and manage the Properties and Community Property, as defined in the Declaration of Covenants, Conditions and Restrictions for Country Lane Filing No. 2 ("Declaration") and the

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Bylaws, included within the Common Interest Community, situated in Arapahoe County, Colorado, subject to the Declaration, Protective Covenants, 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 Community Property for the benefit of the Members;

(b) 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;

(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 Properties and Community Property under the terms of the Colorado Common Interest Ownership Act, C.R.S. §38-33.3-101 *et seq.* (the "Act"), and as set forth in the Declaration;

(d) To promote the health, safety, and welfare of the Members within The Lake Shore Community;

(e) 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 Community Property, including without limitation, representing the Association before any City Council or other governmental body having jurisdiction over the Association or services provided to the Association; and

(f) 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 and Members of the Common Interest 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 Protective Covenants, the Bylaws, these Articles 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 5. Qualification of Members, Voting

The authorized number and qualifications of Members of the Association, the voting and

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Aurora, CO 80013

Anthony Hamilton 18206 E. Dickenson Place
Aurora, CO 80013

ARTICLE 8. 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 or as provided by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE 9. Amendment

Amendment of these Articles shall require the affirmative votes of at least two-thirds (2/3) of the Members of the Association, present at a meeting, in person or by proxy, 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. Further, an Amendment may also be made pursuant to the assent of at least two-thirds (2/3) of a quorum of the Members voting by mail.

ARTICLE 10. Conveyances and Encumbrances

Corporate property may be conveyed or encumbered by authority of the Board of Directors or by such person or persons to whom such authority may be delegated by resolution of the Board upon approval of at least fifty-one percent (51%) of all Members of The Lake Shore Community. 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 or persons to whom such authority may be delegated by the Board and shall certify that at least fifty-one percent (51%) of all of the Members of the Association approved the conveyance or encumbrance.

ARTICLE 11. 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 12. 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 as tenants in common in fractional interests as provided in the Section 218 of the Act. Upon dissolution or termination of the Association as a corporation, the Members may agree, by a vote of sixty-seven percent (67%) of all Members, to sell all or part of the Community Property.

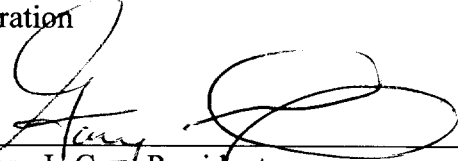
ARTICLE 13. Interpretation

Express reference is hereby made to the terms and provisions of the Declaration of Covenants, Conditions and Restrictions for Country Lane Filing No. 2, as amended, 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.

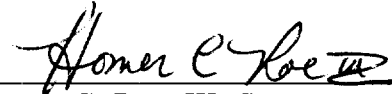
FOURTH: By resolution of the Board of Directors of the Association, pursuant to and in accordance with Colorado law, the Board of Directors of the Association set forth the foregoing Amended and Restated Articles of Incorporation. The foregoing Amended and Restated Articles of Incorporation received the approval of at least two-thirds (2/3) of a quorum of the Members eligible to vote, voting in person or by proxy.

IN WITNESS WHEREOF, The Lake Shore Community 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 10th day of June, 1998, and its President acknowledges that these Amended and Restated Articles of Incorporation are the act and deed of The Lake Shore Community 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.

THE LAKE SHORE COMMUNITY
ASSOCIATION, INC., a Colorado non-profit
corporation

By: 
Gary I. Cox, President

ATTEST:

By: 
Homer C. Roe, III, Secretary