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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.)

ID number: 19871502621

1. Entity name: TOWN AND COUNTRY VILLAGE HOMEOWNERS ASSOCIATION, INC.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name: _____
 (if applicable)

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires: _____
(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box:

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

6. 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.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

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Lansky Myra J Esq
(Last) *(First)* *(Middle)* *(Suffix)*

(Street name and number or Post Office Box number)
700 17th Street, Suite 1600

Denver CO 80202
(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) United States
(Country – if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

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No such paper document was filed. Consequently, no copy of a paper document is available regarding this document.

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Attachment 1

Amended & Restated Articles of Incorporation

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
TOWN AND COUNTRY VILLAGE
HOMEOWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)**

The undersigned signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

RECITALS

Town and Country Village Homeowners Association, Inc., a Colorado nonprofit corporation ("Association"), 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 and replace the existing 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 XII, inclusive, and by substituting the following:

ARTICLE 1.

NAME

The name of this corporation is Town and Country Village Homeowners Association, Inc. (the "Association").

ARTICLE 2.

DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.
DEFINITIONS

The definitions set forth in the Declaration of Covenants, Conditions, and Restrictions of Town and Country Village Townhomes, as amended, shall apply to all capitalized terms contained in these Articles, unless otherwise noted.

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 community known as "Town and Country Village Townhomes," a Planned Community, and to operate and manage the Property and Common Area included within the Town and Country Village Townhomes Community situated in Douglas County, 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 Town and Country Village Townhomes 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 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 the 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 residents;

(g) To eliminate or limit the personal liability of Directors and any person serving, without compensation, at the request of the Association to the Association or to the Members for monetary damages for breach of fiduciary duty, as allowed by law; and

(h) 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 Town and Country Village Townhomes 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. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 6.

MEMBERSHIP RIGHTS AND QUALIFICATIONS

There shall be one (1) membership for each Lot owned within the Community. This membership shall be automatically transferred upon the conveyance of a 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 and Bylaws of the Association.

ARTICLE 7.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 19731 East Pikes Peak Court, Suite 102, Parker, Colorado 80138. The current registered agent of the Association is Laura Williams at the registered address of P.O. Box 1180, Parker, Colorado 80134. 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 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 any number between five (5) and nine (9) persons. This number is set forth in the Bylaws and may be changed by a duly adopted

amendment to the Bylaws.

**ARTICLE 9.
AMENDMENT**

Amendment of these Articles shall require the assent of two-thirds (2/3) of a quorum of Members voting, in person or by proxy, at a any annual meeting of the Association or at a special meeting duly called for the purpose; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

**ARTICLE 10.
DISSOLUTION**

In the event of the dissolution of the Association as a corporation, either voluntarily by the Members or involuntarily 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 Lots as provided by the Declaration.

**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.

FOURTH: 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 two-thirds (2/3) of a quorum of Members voting, in person or by proxy, at an annual meeting of the Association or at a special meeting duly called for the purpose.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation in duplicate this 25th day of July, 2007~~6~~

**TOWN AND COUNTRY VILLAGE
HOMEOWNERS ASSOCIATION, INC.**

Kusley J. Suttler

President

Sharon Ryba

Secretary