

Amended and Restated Articles of Incorporation
of
Stagecoach Meadows Homeowners Association

The undersigned sign and acknowledge, for delivery to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

RECITALS

A. Stagecoach Meadows Homeowners Association, a Colorado nonprofit corporation (“Association”), certifies to the Secretary of State of Colorado that:

- By their signatures below, the Members/officers of the Board of Directors certify that these Amended and Restated Articles of Incorporation received the approval of an affirmative vote 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 was present; and
- The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments.

B. The Association desires to amend and restate its Articles of Incorporation currently in effect as set forth below and the Articles of Incorporation of the Association are hereby amended by striking in their entirety Articles I through X, inclusive, and by substituting the following:

ARTICLE I: Name

The name of the corporation shall be the Stagecoach Meadows Homeowners Association. Defined terms herein denoted by capitalization shall have the meanings set forth in the Definitions of the Declaration of Covenants, Conditions and Restrictions for Stagecoach Meadows Homeowners Association (“Declaration”) unless otherwise defined herein.

ARTICLE II: Duration

The period of existence shall be perpetual.

ARTICLE III: Purpose, Powers and Objects

3.1 The purposes for which the corporation is organized are to act as the designated Association as defined in and to exercise all rights and powers granted by the Declaration applicable to that certain real property described as Stagecoach Meadows, Grand County, Colorado (the “PROPERTY”);

3.2. In furtherance of the purposes set forth in Article 3, of these Articles of Incorporation, the Association shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the State of Colorado. In addition, the corporation may do all things permitted by the Colorado Revised Nonprofit Corporation Act (the "Act") necessary, suitable, or proper for the accomplishment of its corporate purposes;

3.3 The Association may fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Bylaws of the Association ("Bylaws") and the Declaration;

3.4 Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

3.5 The nature, objects, and purposes of the Association shall not be for pecuniary gain or profit to the Members thereof and the specific purposes for which is formed are to provide for the acquisition, construction, management, maintenance, care, and architectural control of the PROPERTY as provided in the Bylaws and Declaration; and

3.6 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 have and to exercise any and all powers, rights, and privileges which are granted under the Act, the Declaration, Bylaws and laws applicable to a nonprofit corporation of the State of Colorado.

ARTICLE IV: **Membership**

4.1 Membership Qualification. The corporation shall have one (1) class of voting Membership, as more fully set forth in the Stagecoach Meadows Homeowners Association Bylaws.

4.2 Membership Voting. Members are entitled to vote on each matter submitted to a vote of the Members in accordance with the Declaration and Bylaws.

ARTICLE V: **Bylaws**

The initial Bylaws of the corporation were adopted by the Declarant, and Board of Directors. The Board of Directors may alter, amend or repeal the Bylaws by obtaining a Fifty- One Percent **(51%) approval of the total allocated voting rights referenced in Exhibit D, attached to the** Declaration, by the Members.

ARTICLE VI: **Registered Agent and Registered Office**

The registered agent of said corporation is Stagecoach Meadows Owners Association, and the registered office of the corporation in Colorado is 62510 US HWY 40, Granby, CO 80446, with a mailing address of PO Box 2161, Winter Park, CO 80482. The registered office and the registered agent may be changed from time to time as provided by law.

ARTICLE VII: **Board of Directors**

7.1 The number of directors shall be determined by the Bylaws.

7.2 The manner of election, appointment, term and removal of directors shall be stated in the Bylaws.

7.3 Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such Board. The Board of Directors shall have the maximum discretion allowed by law to construe and execute their duties under these Articles, the Declarations and the Bylaws.

ARTICLE VIII: **Indemnification of Directors**

8.1 The corporation shall indemnify its directors and agents to the full extent permitted by Colorado Law.

8.2 The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which that person may be made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

8.3 Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act.

ARTICLE IX: **Limitation of Liability**

9.1 The Association, the Board of Directors, the DRC, and any Member, agent, or employee of any of the same shall not be liable to any Person for any action or for any failure to act if the action or failure to act was in good faith and without malice.

9.2 Breach of Fiduciary Duty. The personal liability of a director to the corporation or its Members for monetary damages for breach of fiduciary duty is limited to the full extent provided by Colorado law.

9.3 Obligation of Corporation. The directors, officers, employees, agents and Members of the corporation shall not, as such, be liable on any obligation of the corporation.

ARTICLE X: **Distribution of Assets on Dissolution**

10.1 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 part of their Lots as provided by the Declaration.

ARTICLE XI: **Annexations, Mergers and Consolidations**

To the extent permitted by law, the Association may participate in annexations or in mergers and consolidations with other nonprofit corporations organized for the same purposes according to the criteria set forth in Article 3, section 3.5 and Bylaw 3 and the Declaration.

ARTICLE XII: **Amendments**

These articles may be amended by obtaining fifty-one percent (51%) approval of the total allocated voting rights referenced in Exhibit D, attached to the Declaration, by the Members.

APPROVED FOR ADOPTION BY THE UNDERSIGNED THIS 15th DAY OF October 2016.

Signature:

Christopher Koerner
Board of Directors, President (Printed name & signature)

Signature:

Ronald Wawrzyniak
Board of Directors, Vice-President (Printed name & signature)

Signature:

DAWN SCHOEN
Board of Directors, Secretary (Printed name & signature)

Signature:

DAWN SCHOEN
Board of Directors, Treasurer (Printed name & signature)