

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
GREENBROOK TOWNHOUSE ASSOCIATION, INC.**

GREENBROOK TOWNHOUSE 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 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 definitions set forth in the Amended and Restated Declaration for Greenbrook Townhouses (the "Declaration") shall apply to all capitalized terms set forth herein

FOURTH: The Articles of Incorporation of the Association are hereby amended by striking in their entirety Articles I through XVII inclusive, of the Articles of Incorporation and by striking in its entirety the Articles of Amendment to Articles of Incorporation and by submitting in lieu thereof the following:

**ARTICLE I
NAME**

The name of the corporation is GREENBROOK TOWNHOUSE ASSOCIATION, INC., hereafter called the "Association".

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at Westwind Management Company, Inc., 15150 E. Iliff Avenue, Aurora, CO 80014. The principle office may change from time to time by action of the Board.

**ARTICLE III
REGISTERED AGENT**

Tim Larson of Westwind Management Group, Inc., whose address is 15150 E. Iliff Avenue, Aurora, CO 80014, is hereby appointed the registered agent of this Association, and such address shall be the registered address of the Association. The registered agent and the registered address of the Association may change from time to time by action of the Board.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the Common Interest Community known as Greenbrook Townhouses (hereinafter called the "Community") and to promote the health, safety, and welfare of the residents within the Community and any additions thereto as may hereafter be brought within the jurisdiction of the Association for this purpose to:

(a.) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions of Greenbrook Townhouse Association, Inc., hereinafter called the "Declaration", applicable to the Community, and recorded or to be recorded in the Office of the Clerk and Recorder of the County of Arapahoe, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b.) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c.) manage, control, operate, maintain, repair and improve the Community

(d.) enforce covenants, restrictions, and conditions affecting the Community or any portion thereof to the extent this corporation may be authorized under the Declaration

(e.) engage in activities which will actively foster, promote, and advance the common ownership interests of Owners;

(f.) enter into, make, perform, or enforce contracts of every kind and description and do all other acts necessary and appropriate, or advisable in carrying out any purpose of this Association with or in association with any person, firm, association, corporation, or other entity or agency, public or private;

(g.) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this Association; provided, however, that such Bylaws shall not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(h.) have and exercise any and all powers, rights, and privileges which a corporation organized under the Colorado Nonprofit Corporation Act by law may now or hereafter have or exercise.

(i.) convey or encumber corporate property or delegate such authority by resolution. 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.

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 V MEMBERSHIP AND VOTING RIGHTS

The authorized number and qualifications of Members of the Association, the voting rights, and other rights and privileges of Members, Members' liability for assessments, and the method of collection of assessments shall be set forth in the Declaration and Bylaws of the Association.

The Association may suspend voting rights of a Member for the failure to comply with the Rules or Regulations of the Association or with any other obligations of the Members under the Declaration and Bylaws.

ARTICLE VI BOARD OF DIRECTORS

(a.) The business and affairs of the Association shall be conducted, managed and controlled by a Board of not less than seven (7) and not more than nine (9) directors. Directors shall be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association.

(b.) Members of the Board of Directors shall be elected at the annual meeting of the Members in the manner prescribed in the Bylaws.

(c.) The term of office of the members of the Board of Directors shall be staggered, to the extent practicable, so that the terms of approximately one-third (1/3) of the members of the Board of Directors expire annually.

ARTICLE VII OFFICERS

The Board of Directors may elect 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, Articles of Incorporation, Declaration and by Colorado law.

**ARTICLE VIII
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, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE X
LIMITED LIABILITY OF DIRECTORS AND OFFICERS**

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(es) 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 Colorado Nonprofit Corporation Act (as in effect from time to time) expressly prohibits the elimination of liability. However, this provision shall not limit the rights of directors or officers of the Association for indemnification or other assistance from the Association. Also, this provision shall not restrict or otherwise diminish the provisions of Section 13-21-116(2)(b), Colorado Revised Statutes, as amended, or any other law that would limit or eliminate liabilities. Any repeal or modification of the foregoing provisions of this Article by the Members or any repeal or modification of the provisions of the Colorado Nonprofit Corporation Act which permits the limitation or elimination of liability of directors or officers, shall not adversely affect any elimination of liability, or any right or protection, for any breach, act, omission or transaction that occurred prior to the time of such repeal or modification.

**ARTICLE XI
AMENDMENT**

Amendment of these Articles shall require the assent of majority of a quorum of the Members of the Association voting in person or by proxy at an annual meeting of members or at a special meeting called for this purpose; provided however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration. In addition to the foregoing, these Articles of Incorporation may be amended by a vote of Members by mail as provided in the Bylaws of the Association.

ARTICLE XII
INTERPRETATION

Express reference is hereby made to the terms and provisions of the Declaration, 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 and the Bylaws. In the case of conflict between the provisions of these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

FIFTH: By resolution of the Aboard 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 sixty-seven percent (67%) of a quorum of the Members.

IN WITNESS WHEREOF, Greenbrook Townhouse Association, Inc., has caused these presents to be signed in its name on its behalf by its President and attested by its Secretary on this 15th day of August, 2004 and its President acknowledges that these Amended and Restated Articles of Incorporation are the act and deed of Greenbrook Townhouse Association and, under penalties of perjury, that the matters and facts set forth herein with respect to the authorization and approval are true in all material respects to the best of his/her knowledge, information and belief.

GREENBROOK TOWNHOUSE ASSOCIATION, INC.
A Colorado nonprofit corporation

BY: Barbara Kennedy
President

ATTEST:

BY: Susan Meade
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, are: Charlene M. Long, 7009 S. Potomac St., Suite 106, Centennial, Colorado 80112.

Document processing fee
If document is filed on paper \$125.00
If document is filed electronically \$ 50.00

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Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

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: 19871485393

1. Entity name: Greenbrook Townhouse Association
*(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)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Long	Charlene	M.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
7009 S. Potomac St., Suite 106			
<i>(Street name and number or Post Office Box number)</i>			
Centennial	CO	80112	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>		

(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.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.