



STATE OF COLORADO

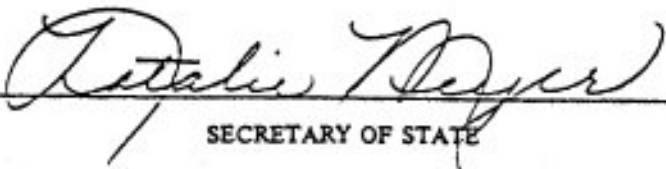
DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A RESTATED CERTIFICATE OF INCORPORATION WITH AMENDMENTS TO MEADOW HILLS IV CONDOMINIUM ASSOCIATION, INC., A NONPROFIT CORPORATION.

Dated: FEBRUARY 4, 1992


SECRETARY OF STATE

RESTATED AND AMENDED
NONPROFIT

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
MEADOW HILLS IV
CONDOMINIUM ASSOCIATION, INC.

FILED
FEB - 6 1992
STATE OF COLORADO
DEPARTMENT OF STATE

Pursuant to the Colorado Corporation Code, Meadow Hills IV Condominium Association, Inc., a Colorado nonprofit corporation, restates and amends its Articles of Incorporation.

1. Name and Incorporation. The present corporate name is Meadow Hills IV Condominium Association, Inc. and the date of incorporation was September 9, 1991.
2. Restated and Amended Articles. The Restated and Amended Articles of Incorporation are as follows:

ARTICLE I
NAME

The name of the corporation is MEADOW HILLS IV CONDOMINIUM ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 7475 East Peakview Avenue, Building No. 10, Englewood, Colorado 80111.

ARTICLE III
REGISTERED AGENT

Michael A. Richardson, whose address is 7475 East Peakview Avenue, Building No. 10, Englewood, Colorado 80111, is hereby appointed the initial registered agent of this Association, and such address shall be the registered address of this Association.

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 architectural control, maintenance, and preservation of the Condominium Units and Common Elements within that certain tract of land described on Exhibit A attached hereto and incorporated herein by this reference and any additions thereto as may hereafter be brought within the jurisdiction of this Association (the "Property"), and to promote the health, safety, and welfare of the residents within the Property for this purpose to:

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(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 Condominium Declaration for Meadow Hills IV Condominiums (the "Declaration") applicable to the Property, and recorded or to be recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado, as the same may be amended from time to time, said Declaration being incorporated herein as if set forth at length (terms which are defined in the Declaration shall have the same meanings herein, unless otherwise defined);

(b) fix, levy, collect, and enforce payment by any lawful means, all charges and 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 license, taxes, or governmental charges levied or imposed against the Property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Elements to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members, and grant permits, licenses and easements over the Common Elements for public utilities, roads and/or other purposes reasonably necessary or useful for the proper maintenance or operation of the Project;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Elements, subject to the prior written approval of the Veterans Administration or the Federal Housing Administration of the U.S. Department of Housing and Urban Development until such time as the Class B membership has terminated, provided that any merger or consolidation shall have the assent of two-thirds (2/3) of each class of Members;

(g) manage, control, operate, maintain, repair, and improve the Common Elements;

(h) enforce covenants, restrictions, and conditions affecting any property to the extent this Association may be authorized under the Declaration;

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

(j) enter into, make, perform or enforce contracts, licenses and agreements of every kind and description, including but not limited to those certain contracts, agreements, licenses, leases, easements and/or rights-of-way as more fully provided in Section 6.7 of the Declaration, and do all other acts necessary, 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;

(k) 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 may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and

(l) 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.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record owners of a fee or undivided fee interest in any Condominium Unit which is now or hereafter subject by the Declaration to assessment, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Condominium Unit which is subject to assessment by the Association.

A transfer of membership, including all rights of an Owner with respect to the Common Elements, shall occur automatically upon the transfer of title to the Condominium Unit to which the membership pertains. The Association may suspend the voting rights of a Member for any period not to exceed 60 days, for failure to comply with rules and regulations of the Association, or for any period during which any Association assessment against such Owner or against such Owner's Condominium Unit remains unpaid. All Members shall be entitled to vote on all matters, except any Members who are in default of any obligations to the Association. Cumulative voting is prohibited.

ARTICLE VI **VOTING RIGHTS**

The Association shall have two classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Condominium Unit owned. When more than one person holds an interest in the same Condominium Unit all such Owners shall be members and they may appoint one of their co-Owners as proxy to cast the vote for

that Condominium Unit. The vote for such Condominium Unit shall be cast as the Owners thereof agree, but in no event shall more than one vote per question be cast with respect to such Condominium Unit. If the Owners of such Condominium Unit do not agree as to the manner in which their vote should be cast when called upon to vote, then they shall be treated as having abstained.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Condominium Unit owned which is neither leased, rented, nor otherwise occupied as a residence, including those Condominium Units described in any Statement of Intention to Annex as more fully provided in Article XVII of the Declaration. Leasing, renting, or allowing entry for residential occupancy shall terminate the Declarant's weighted voting advantage in relation to any Condominium Unit so leased, rented, or residentially occupied, and shall limit Declarant in relation to any such Condominium Unit to the same voting rights as a Class A member. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier;

(a) one hundred twenty (120) days following the date when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; provided, however, that if within said 120-day period, the Declarant shall record in Arapahoe County, Colorado, a Statement of Intention to Annex additional real property to the Declaration pursuant to Article XVII thereof, such that after such recording there are again more votes outstanding in the Class B membership than in the Class A membership, then the Class B membership shall not cease and shall not be converted to Class A membership; or

(b) seven (7) years after the date on which the Declaration is recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) directors, except that the Board which shall serve until the election of the Board of Directors at the first annual meeting of the Members, as hereinafter provided, shall consist of three (3) Directors. Directors shall be Members which, in the case of Declarant, shall include the officers, directors, employees and authorized agents of Declarant, and in the case of other corporate Members shall include the officers and directors of each such corporate Member. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Richardson	7475 East Peakview Avenue, Building No. 10 Englewood, Colorado 80111
Mary Ann Sisk	7475 East Peakview Avenue, Building No.10 Englewood, Colorado 80111
Jane Jurgens	7475 East Peakview Avenue, Building No. 10 Englewood, Colorado 80111

At the first annual meeting of the Association, the Members shall elect two directors for one-year terms, two directors for two-year terms, and one director for a three-year term, and at each annual meeting thereafter the Members shall elect the same number of Directors as there are Directors whose terms are expiring at the time of each election, for terms of two years. At the first annual meeting of the Association, the candidate for the Board of Directors who receives the largest number of votes shall be elected for a three-year term, the two candidates who receive the next largest number of votes shall each be elected for a two-year term, and the two candidates who receive the next largest numbers of votes shall each be elected for a one-year term.

ARTICLE VIII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association other than incident to a merger or consolidation, 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 OFFICERS

The Board of Directors of the Association may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interests of the Association. The officers shall have such duties as may be prescribed in the Bylaws of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE X DURATION

The corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

Subject to the terms and provisions of Section 18.1(b) of the Declaration, amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of a quorum of Members voting in person or by proxy at an annual meeting of the Members or at any special meeting called for that purpose; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with any provision of the Declaration.

ARTICLE XII
VA OR FHA APPROVAL

As long as there is a Class B membership, the following actions shall require the prior approval of the Veterans Administration or the Federal Housing Administration of the U.S. Department of Housing and Urban Development: annexation of additional properties, mergers and consolidations, mortgaging of Common Elements, dedication of Common Elements, dissolution and amendment of these Articles of Incorporation.

ARTICLE XIII
CONFLICTS IN DOCUMENTS


Except as to a change in the number of directors made by amendment to the Bylaws of the Association, whenever a provision of these Articles of Incorporation is inconsistent with said Bylaws, the provisions of the Articles of Incorporation shall be controlling.

3. Effect. These articles correctly set forth the provisions of the Articles of Incorporation of the corporation, as amended; these restated articles have been duly adopted as required by law; and these restated Articles of Incorporation supersede the original articles of incorporation and all amendments and supplements thereto.

4. Approval. As of this date there are no Members of this corporation so these restated Articles of Incorporation were approved by resolution adopted by the unanimous vote of the directors of the corporation at a meeting held on the 12th day of December, 1991.

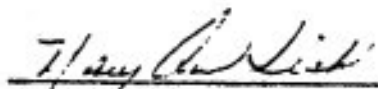
IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of this corporation under the laws of the State of Colorado, the undersigned have executed these Restated and Amended Articles of Incorporation this 12th day of December, 1991.

MEADOW HILLS IV CONDOMINIUM ASSOCIATION, INC.



Michael A. Richardson, President

Attest:

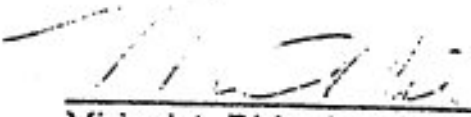


Mary Ann Sisk, Secretary

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 12th day of December, 1991.

Address of Incorporator:

7475 East Peakview Avenue, Building No. 10
Englewood, Colorado 80111




Michael A. Richardson

STATE OF COLORADO)
)ss:
CITY AND COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 29th day of January, 1992, by Michael A. Richardson.

WITNESS MY HAND AND OFFICIAL SEAL.

My Commission expires: 8-11-92



Notary Public

(SEAL)

EXHIBIT A
TO
RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
MEADOW HILLS IV
CONDOMINIUM ASSOCIATION, INC.
PAGE 1 of 2

A PARCEL OF LAND LOCATED IN THE WEST ONE-HALF OF SECTION 6,
TOWNSHIP 5 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL
MERIDIAN, CITY OF AURORA, COUNTY OF ARAPAHOE, STATE OF
COLORADO, AND BEING PART OF LOT 1, BLOCK 2, MEADOW HILLS
COUNTRY CLUB SUBDIVISION FILING NO. 8, RECORDED IN THE LAND
RECORDS OF SAID ARAPAHOE COUNTY IN PLAT BOOK 72 AT PAGE 14, AND
MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID LOT 1, BLOCK 2, FROM
WHICH THE WEST ONE-QUARTER CORNER OF SAID SECTION 6 BEARS SOUTH
89 DEGREES 49 MINUTES 35 SECONDS WEST, A DISTANCE OF 1245.05
FEET;

THENCE ALONG THE BOUNDARY OF SAID LOT 1, BLOCK 2, THE FOLLOWING
TWO (2) COURSES:

1. NORTH 38 DEGREES 51 MINUTES 55 SECONDS EAST, A DISTANCE OF
123.46 FEET;
2. SOUTH 70 DEGREES 11 MINUTES 04 SECONDS EAST, A DISTANCE OF
235.00 FEET TO THE EASTERLY LINE OF MEADOW HILLS NO. II
CONDOMINIUMS, PHASE 11-A;

THENCE SOUTH 05 DEGREES 33 MINUTES 49 SECONDS EAST, ALONG SAID
EASTERLY LINE, A DISTANCE OF 140.00 FEET TO THE POINT OF
BEGINNING;

THENCE SOUTH 12 DEGREES 07 MINUTES 34 SECONDS EAST, A DISTANCE
OF 84.20 FEET TO A POINT ON A NON-TANGENT CURVE ON THE
NORTHERLY RIGHT-OF-WAY LINE OF SOUTH CARSON STREET, THE CENTER
OF WHICH CURVE BEARS SOUTH 16 DEGREES 02 MINUTES 07 SECONDS
EAST;

THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE, AND ALONG THE
ARC OF SAID CURVE TO THE LEFT, HAVING A CENTRAL ANGLE OF 16
DEGREES 44 MINUTES 25 SECONDS AND A RADIUS OF 308.00 FEET, A
DISTANCE OF 89.99 FEET TO THE NORTHEASTERLY LINE OF AN EXISTING
PRIVATE ROAD, EMERGENCY AND UTILITY EASEMENT AND FIRE LANE AS
SHOWN ON THE PLAT OF SAID MEADOW HILLS COUNTRY CLUB SUBDIVISION
FILING NO. 8;