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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: 19871416976

1. Entity name: THE NEWPORT PLACE CONDOMINIUMS 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):

- checkbox "bank" or "trust" or any derivative thereof
checkbox "credit union" checkbox "savings and loan"
checkbox "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: checkbox

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)

- checkbox The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
checkbox checked 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 checkbox 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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE NEWPORT PLACE CONDOMINIUMS ASSOCIATION, INC.

The Newport Place Condominiums Association, Inc, a Colorado nonprofit corporation ("Association"), through its members, hereby certifies to the Colorado Secretary of State that:

FIRST: the Association, through its members, desires to amend and restate its Articles of Incorporation currently in effect as hereinafter provided.

SECOND: the provisions set forth in these Amended in Restated Articles of Incorporation supersede the original Articles of Incorporation of The Newport Place Condominiums Association, Inc.

ARTICLE I
Name

The name of the Corporation is The Newport Place Condominiums Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II
Duration

The duration of the Association shall be perpetual.

ARTICLE III
Principal Place of Business

The principal place of business of the Association, as of the time of filing of these Amended and Restated Articles of Incorporation is 385 Inverness Parkway, Suite 200, Englewood, CO 80112.

ARTICLE IV
Registered Agent and Registered Office

The name of the Registered Agent of the Association as of the date of filing of these Amended and Restated Articles of Incorporation is Moeller Graf, PC, and the address of the registered office is 385 Inverness Parkway, Suite 200, Englewood, CO 80112. The Registered Agent and Registered Office may be changed by filing statements of change with the Secretary of State of Colorado.

ARTICLE V
Definitions

Terms capitalized herein shall have the meanings ascribed to them in that certain Declaration of Covenants, Conditions and Restrictions of The Newport Place Condominiums, A Condominium Project Located in the City and County of Denver, State of Colorado, recorded December 11, 1980, under Reception No. 081508, or Book 2286 and Page 445, as amended (hereinafter referred to as the "Declaration").

ARTICLE VI
Purposes and Powers of the Association

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered). The specific purposes for which it is formed are to operate as a homeowners association and to carry out the obligations and perform the functions set forth in its Declaration and other governing documents. Those purposes and powers shall include, but may not be limited to:

A. All of the powers conferred upon nonprofit corporations by the common law and the statutes of the State of Colorado in effect from time to time.

B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration, including, without limitation, the following powers:

1. To make and collect assessments against Owners for the purpose of paying the costs, expenses and any losses of the corporation, or of exercising its power or of performing its functions;

2. To manage, control, operate, maintain, repair and improve the General Common Elements;

3. To enforce covenants, restrictions and conditions affecting the Property to the extent this corporation may be authorized under any such covenants, restrictions or conditions and to make and enforce rules and regulations for use of property in the Condominium Project;

4. To engage in activities which will actively foster, promote and advance the common ownership interests of the Owners;

5. Subject to the Declaration and Bylaws of this corporation, (herein sometimes called the "Bylaws") to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation;

6. To borrow money and secure the repayment of monies borrowed for any purpose of this corporation, limited in amount or in other respects as may be provided in the Bylaws or in the Declaration;

7. To enter into, make, perform or enforce contracts of every kind and description, including, without limitation, a contract for management services, and to do all other acts necessary, appropriate or advisable in carrying out any purposes of this corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

8. To act as agent, trustee or other representative of other corporations, firms and individuals and as such to advance the business or ownership interests of such corporations, firms or individuals, and

9. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of this corporation, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these

Articles of Incorporation or the Declaration.

The foregoing enumeration of powers shall not limit or restrict, in any manner, the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VII Membership Rights and Qualifications

(a) Any person who holds title to a Condominium Unit in the Project shall be a member of the Association. There shall be one membership for each Condominium Unit owned within the Project. This membership shall be automatically transferred upon the conveyance of that Condominium Unit. The vote to which each membership is entitled is the vote assigned to the Condominium Unit in the Declaration. If a Condominium Unit is owned by more than one person, those persons shall agree among themselves how the vote for that Unit's membership is to be cast. Individual co-owners may not cast fractional votes. A vote by a co-owner for the entire Unit's membership interest shall be deemed to be pursuant to a valid proxy unless another co-owner of the same Unit objects at the time the vote is cast, in which case the vote for such Unit shall not be counted.

(b) There shall be one class of membership consisting of Owners. The Owners shall elect all members of the Board of Directors.

ARTICLE VIII Dissolution

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily, the assets of the Association shall be deemed to be owned by the members at the date of dissolution and distribution of assets made to members in proportion to their allocated interest, as provided for in the Colorado Common Interest Ownership Act.

ARTICLE IX Amendment

Amendment of these Articles shall require the consent of Owners holding at least fifty percent (50%) of the votes of the Association.

ARTICLE X 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 between the terms of the Declaration and the terms of the Articles of Incorporation, the terms of the Declaration shall control.

ARTICLE XI Indemnity

Pursuant to C.R.S. § 7-129-101, *et seq.*, the Association shall eliminate any

personal liability of a Board of Directors member to the Association or to its members for monetary damages for breach of fiduciary duty as a member of the Board of Directors; except that this provision shall not eliminate or limit the liability of a member of the Board of Directors to the Association or to its members for monetary damages: for any breach of the Board member's duty of loyalty to the Association or its members; acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law; or any transaction from which a member of the Board of Directors derived an improper personal benefit.

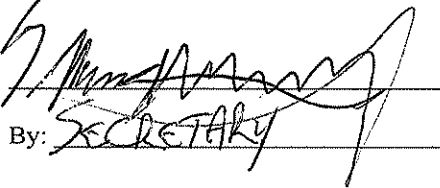
Pursuant to C.R.S. § 7-128-402, no member of the Board of Directors of the Association shall be held liable for actions taken or omissions made in the performance of his duties as a member of the Board of Directors, except for wanton and willful acts or omissions, for breaches of the duty of loyalty, for acts or omissions made not in good faith, or for acts that involve intentional misconduct or a knowing violation of law.

The Association hereby adopts the provisions of C.R.S. § 7-129-101, *et seq*, with respect to indemnification of its Board members. In furtherance hereof, the Association shall indemnify members of its Board of Directors to the full extent permitted by Colorado law and hereby affords members of its Board of Directors the full benefit of this statutory protection.

SECRETARIAL CERTIFICATE

I, the undersigned Secretary of The Newport Place Condominiums Association, Inc., hereby certify that the requisite percentage of owners have approved of these Amended and Restated Articles of Incorporation.

SECRETARY


By: SECRETARY