

CHANGE OF NAME

RESTATED ARTICLES OF INCORPORATION
of
CEDAR PARK ROAD MAINTENANCE CORPORATION
NONPROFIT

DN 871202710

The undersigned President and Secretary of Cedar Park Road Maintenance Corporation, hereby restate the Articles of Incorporation of Cedar Park Road Maintenance Corporation, (a Colorado Nonprofit Corporation) pursuant to the Statutes of Colorado. These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, that they have been duly adopted as required by law, and that they supersede the original Articles of Incorporation and all amendments thereto. This Corporation was incorporated under the Colorado Nonprofit Corporation Act and these Restated Articles of Incorporation amend the Articles of Incorporation of Cedar Park Road Maintenance Corporation, as a Corporation incorporated under the Colorado Nonprofit Corporation Act and existing under the Colorado Nonprofit Corporation Act. The Nonprofit Corporation's present name is "Cedar Park Road Maintenance Co." and the nonprofit corporation's name as amended hereby is "Cedar Park Road Maintenance Corporation".

FIRST: The name of the Corporation as amended, is Cedar Park Road Maintenance Corporation.

SECOND: The Corporation shall have perpetual existence.

THIRD: (a) The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and consistent and subject to said purpose, the Corporation shall have the following powers, nature, object and collateral purposes of the business to be transacted:

(1) To maintain those roads located within those areas subdivided as Cedar Park Filings 1 through 7 inclusive, County of Larimer, Colorado, according to recorded plats thereof, together with and including that certain access road from Larimer

931081020 \$60.00
SOS 08-06-93 08:30
COMPUTER UPDATE COMPLETE
RPM

COMP. CH'D. LJP

County Road #43 over Forestry Road #128 to said Cedar Park Filings 1 through 7, all in the County of Larimer and State of Colorado.

(2) To act through its officers and agents, all in accordance with the Protective Covenants and/or Restrictions for Cedar Park Development Corporation as may be recorded or as, in the future, may be amended or supplemented.

(3) To collect from lot or parcel owners an amount of annual charges as determined for each year in the manner specified in the By-Laws of this Corporation for use of said sums for road maintenance within the above specified areas located in Larimer County, Colorado, provided however, that annual charges for each year are subject to approval by a vote of a majority of the membership present in person or by proxy at a regular meeting of the membership, or a special meeting of the membership called for the purpose of acting on such proposed annual charges.

(4) To file or record liens upon any of the real property to secure the payment of assessments and obligations due from the owners of said property to the Corporation and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said liens and do all other things necessary to perfect the filing, enforcement and discharge of said liens.

(5) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose pertaining to or incidental to its operations in business; to raise money for any of the purposes of this Corporation.

(6) To make contracts with third parties, firms and Corporations and to perform work thereunder, and to make contracts with any of the officers, directors or employees of this Corporation individually and without limitations, restrictions or prejudice, which Contracts, when and if made, shall be considered and construed on the same basis as Contracts with third parties, all in furtherance of management, operation, objects, powers and purposes of this Corporation.

(7) The exercise and enjoyment of all of the rights, powers and privileges conferred upon non-profit

corporations organized under the Colorado Nonprofit Corporation Act whether now or hereafter in effect, and whether or not herein specifically mentioned.

(8) To do everything necessary, suitable or proper for the accomplishment of any of its corporate powers or purposes.

FOURTH: Increment of Income. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

FIFTH: Legislative or Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SIXTH, Operational Limitations. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH, Dissolution Clause. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code

of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The affairs of the Corporation shall be governed by a Board of Directors. The number of Directors shall consist of no more than fifteen (15) members and of no less than three (3) members. Said Board of Directors shall be elected by ballot at the time and in the manner provided in the By-Laws of the Corporation. The directors shall hold office for a term of three years, except as the By-Laws may otherwise provide.

NINTH: The Corporation is a membership Corporation. Qualifications for membership and rights of members are as set forth in the By-Laws of the Corporation, not inconsistent with the Articles, provided that there shall be one kind and class of membership which shall be non-discriminatory and provided that said membership shall be subject to the following:

Membership in this Corporation shall be limited solely to persons, including Corporations, Partnerships and other legal entities recognized by Colorado law, acquiring or owning legal or equitable title to any of the real property within the above described Cedar Park Filings 1 through 7. Each platted lot shall have one membership. Where there is a multiple ownership of the real property, the owners shall designate one of their members who shall have the power to vote at the meetings of the members of the Corporation, each membership in the Corporation, whether evidenced by certificate or not, and shall have such rights, privileges, limitations, prohibitions, restrictions and other attributes as are provided for in the By-Laws of this Corporation.

TENTH: The present address of the Registered Office of the Corporation is 2068 Storm Mountain Drive, Drake, Larimer County,

Colorado, 80515. The present name of the Registered Agent at such address is Walter D. Railsback.

ELEVENTH: The Corporation may conduct part or all of its business in any other part of Colorado of the United States or of the World. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places. The Board of Directors shall be the authority under which conveyance or encumbrance of all or any part of the Corporate property may be made. The Board of Directors shall have the authority and power to execute and accept instruments of conveyance or encumbrance. A two-thirds (2/3) vote of the Board of Directors shall control such conveyance or encumbrance and such vote shall be recorded in the Minutes of the meetings of the Board of Directors.

TWELFTH: The Board of Directors shall have the authority and power, by a two-thirds (2/3) vote of the Directors, to make, adopt, repeal, add to or amend from time to time such By-Laws as they may deem proper for the management of the affairs of the Corporation consistent with the laws of the State of Colorado, provided however, that the proposed amendments to By-Laws shall have been approved by the vote of a majority of the membership present in person or by proxy at a regular meeting of the Membership or a Special Meeting of the Membership called for such purpose at which a quorum of said membership is present.

THIRTEENTH: The Corporation shall indemnify, to the extent permitted by Law, any director, officer, agent, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the Corporation. The Corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents, fiduciaries and employees against any claim, liability or expense arising against or incurred by them and all other circumstances and to maintain insurance providing such indemnification.

FOURTEENTH: The date of adoption and approval of these Restated Articles of Incorporation, and the amendments incorporated

therein was the 17th day of July, 1993.

FIFTEENTH: The number of directors of the Corporation on the date of adoption of these Restated Articles of Incorporation, and amendments incorporated therein, was 13, and the number of Directors entitled to vote thereon at the date of the adoption of these Restated Articles of Incorporation, and the amendments incorporated therein, was 11.

SIXTEENTH: The number of directors who voted for the adoption of these Restated Articles of Incorporation and amendments incorporated therein was 11. No directors voted against the adoption of these Restated Articles of Incorporation and amendments therein.

SEVENTEENTH: These Restated Articles of Incorporation and amendments therein have been effected in conformity with the provisions of the Colorado Corporation Code and these Restated Articles of Incorporation and amendments made by these Restated Articles of Incorporation were duly adopted by the directors of the Corporation on the 20th day of March, 1993, and were duly adopted by the members of the Corporation on the 17th day of July, 1993; that a quorum of members were present at such meeting in person or by proxy; and that such amendments and Restated Articles of Incorporation received at least two-thirds (2/3) of the vote which members present at the meeting or represented by proxy were entitled to cast.

Dated this 17th day of July, 1993.

Cedar Park Road Maintenance Corporation

Alta D. Rink
President

Attested and verified:

Barbara Whitaker
Secretary

STATE OF COLORADO)

:SS

COUNTY OF LARIMER)

931081020 \$60.00
SOS 08-06-93 08:30

I, a notary public, hereby certify that on the 17th day of July, 1993, personally appeared before me Walter D. Railsback and Harriet A. Whittaker, who being by me first duly sworn, declare that they are the persons who signed the foregoing document as President and Secretary, respectively, of Cedar Park Road Maintenance Corporation, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of July, 1993.

My commission expires: 7-7-94

Sharon Anne Railsback
Notary Public

931081020 \$60.00
SOS 08-06-93 08:30