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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

COACHMAN TOWNHOME ASSOCIATION

DNC 19871359498

Pursuant to C.R.S., §7-130-105 and 106, the undersigned person causes the Amended and Restated Articles of Incorporation ("Articles") to be filed for the following Corporation under the Colorado Revised Non-Profit Corporation Act ("Non-Profit Act").

ARTICLE I

Name

The name of this Corporation shall be (THE) COACHMAN TOWNHOME ASSOCIATION. ✓

ARTICLE II

Duration

The term of existence of this Corporation is perpetual.

ARTICLE III

Purposes

The business, objects and purposes for which the Corporation is formed are as follows:

1. To be and constitute the homeowners association (the "Association") to which reference is made in the Declaration of Covenants, Conditions and Restrictions for the Coachman Townhomes Subdivision and any amendment, restatement, or supplement thereto (hereinafter called the "Declaration" and the definitions and provisions thereof are incorporated herein by this reference as if set forth at length) which has been or will be recorded in the records of the Clerk and Recorder of the County of El Paso, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.
2. To provide an entity for the furtherance of the interests of all of the Owners of Lots with the objectives of establishing and maintaining Coachman Townhomes (the "Community") as a project of quality and value; enhancing and protecting its value, desirability and attractiveness; promoting the health, safety and welfare of the residents of said project and providing for the maintenance, preservation and architectural control of the Lots and Common Area within said Community.

ARTICLE IV

Powers

In furtherance of its purposes, this Corporation shall have all of the powers conferred upon non-profit corporations by the statutes and common law of the State of Colorado in effect from time to time, shall have all rights and powers conferred upon non-profit corporations under the Non-profit Act and upon owners' associations by C.R.S., §38-33.3-117 of the Colorado Common Interest Ownership Act, as now or hereafter enacted, and shall have 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 which shall include, but shall not be limited to, the following, which shall be subject to the limitations, requirements, restrictions and provisions of the Declaration and the Non-profit Act:

- (a) To fix, levy, collect and enforce payment by any lawful means, all charges, fines, liens or assessments pursuant to the terms of the Declaration or as allowed by law or statute; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Association or its Property;
- (b) To 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 Corporation;
- (c) To borrow money, and, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (d) To dedicate, convey, sell or transfer all or any part of the Common Area;
- (e) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, and to annex additional residential property and Common Area as provided in the Declaration;
- (f) To manage, control, operate, maintain, repair and improve the Community;
- (g) To enforce the covenants, restrictions and conditions contained in the Declaration as provided therein and to have all rights, powers, duties, and interests of the Association under the Declaration;
- (h) To engage in activities which will actively foster, promote and advance the common ownership interests of Owners of Lots;

(i) To enter into, make, perform or enforce contracts of every kind and description 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, subject to the requirements of the Declaration; and

(j) To adopt, alter and amend or repeal such Bylaws and the Association's rules and regulations (the "Rules") as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such Bylaws and Rules may not be inconsistent with or contrary to any provisions of these Articles or the Declaration.

ARTICLE V

Membership

1. This Corporation shall be a membership corporation without certificates or shares of stock. As more fully provided in the Declaration and Bylaws, every person or entity, who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

2. A membership in this Corporation and the share of a Member in the assets of this Corporation shall not be assigned, encumbered or transferred in any manner except as appurtenant to the transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust or other security instrument on a Lot as further security for a loan secured by a lien on such Lot; foreclosure of a membership interest shall not be considered a purchase of such interest under C.R.S. §7-126-303.

3. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains; provided however, that the Bylaws of this Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of this Corporation.

4. This Corporation may suspend the voting rights of a Member for failure to comply with the Rules or the Bylaws of the Corporation or with any other obligations of the Owners of a Lot under the Declaration. All Members shall be entitled to vote on all matters, except any Members who are in default in any obligations to the Corporation which shall also subject them to the remedies set forth in the Declaration or as provided by law or statute. Cumulative voting is prohibited.

5. The Bylaws and Rules may contain additional provisions setting forth the rights, privileges, duties and responsibilities of the Members; provided however, the provisions of these Articles and the

Bylaws shall be subject to the covenants, terms and provisions of the Declaration which shall control in the event of any conflict, and the provisions of these Articles shall control over any conflicting provisions in the Bylaws.

ARTICLE VI

Voting Rights

1. Unless otherwise provided herein or in the Association's Declaration or Bylaws, each Lot shall have one vote on all matters, and the affirmative vote of a majority based upon those Lots voting shall be required for decisions and action by the Corporation. If only one of the multiple Owners of a Lot is present at a meeting of the Corporation, such Owner is entitled to cast the vote allocated to that Lot. Alternatively, if more than one person holds an interest in a Lot, they may appoint one of their co-owners as proxy to cast the vote for that Lot. The vote for such Lot shall be cast as the Owners holding a majority interest in thereof agree, but in no event shall they cast more than one vote for that Lot on any one question. If such Owners of such Lot cannot agree as to the manner in which their vote shall be cast when called upon to vote, then they will be treated as having abstained; during any such period, each Owner shall retain all other rights and obligations of membership in the Corporation.

2. Notwithstanding any provision of these Articles or the Bylaws to the contrary, the Owners, by a vote of Members holding at least sixty-seven percent (67%) of the votes and entitled to vote at any meeting of the Owners at which a quorum is present, may remove any member of the Board with our without cause.

ARTICLE VII

Board of Directors

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of not less than three (3) Directors, and not more than five (5) Directors who shall be Members of the Association. The number of Directors may be changed by amendment of the Bylaws of this Association. At each annual meeting, the Members shall elect a director for each expiring director's term for a term of three (3) years.

2. Directors shall be elected, replaced and removed and vacancies of the Board of Directors shall be filled in the manner and for the terms as provided in the Declaration and the Bylaws.

ARTICLE VIII

Officers

The Board of Directors may appoint 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 Corporation. The Officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE IX

Dissolution, Merger or Consolidation

The Corporation may be dissolved, merged or consolidated as provided by the Non-Profit Act, but subject to the provisions of the Declaration. Upon dissolution of the Corporation other than incident to a merger or consolidation, the assets of the Corporation shall be distributed and transferred as the Members may direct, subject to the requirements, limitations and other provisions of the Declaration and the Non-Profit Act. In such event, the assets may be granted, conveyed and assigned to any public agency, non-profit corporation, Association, trust or other organization to be devoted to purposes similar to those for which this Corporation was created.

ARTICLE X

Registered Office and Agent and Address of Principal Office

The registered office and initial principal office of the Corporation shall be 2101 Sussex Lane, Colorado Springs, El Paso County, Colorado, 80909. The registered agent shall be that person shown as such, now or hereafter on the Colorado Secretary of State's records, whose address shall be the same as the registered office.

ARTICLE XI

Amendment

Amendments to these Articles shall require the approval, at a meeting duly called under the Bylaws, of Members holding at least two-thirds (2/3's) of the votes, provided however, that no amendment to these Articles shall be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE XII

Nonprofit Purposes

The Corporation is formed under the Non-Profit Act and not for pecuniary profit or financial gain. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Community as provided in the Declaration. The Corporation is organized and operated to provide for the acquisition, construction, management, maintenance and care of property of the Community as provided in the Declaration. Unless the Board determines otherwise, the Corporation is intended to qualify as an "owners association" under applicable provisions of the United States Internal Revenue Code and so the Corporation shall receive only such income and make only such expenditures as will enable it to maintain such status.

No part of the net earnings of the Corporation shall inure to the benefit of any Director or Member of the Corporation, other than by acquiring, constructing, or providing management, maintenance, and care of such property of the Corporation qualifying as "Association property" under Section 528(c)(4) of the Internal Revenue Code, and other than by a rebate of excess membership dues, fees, or assessments. The Corporation shall not pay any dividends.

ARTICLE XIII

Non-Liability and Indemnity of Officers and Directors

1. No Officer or Director of the Corporation shall be personally liable to the Corporation or to its Members for monetary damages for breach of fiduciary duty as a Director to the fullest extent of the Non-Profit Act, or other law or statute. If the Non-Profit Act hereafter is amended to further eliminate or limit the liability of an Officer or Director, then such Officer or Director shall not be liable to the fullest extent permitted by the amended Non-Profit Act, in addition to the other provisions of these Articles of Incorporation.

2. No Officer or Director of the Corporation shall be personally liable for any contract or claim against the Corporation nor for any injury to person or property arising out of a tort committed by such person unless such Officer or Director committed a criminal offense or committed a wanton and willful wrongful act or omission. The protections afforded by these Articles shall not restrict other common law and statutory protections and rights that such Officer or Director may have and shall not reduce or impair any insurance coverage of such persons.

3. Unless otherwise specifically provided herein, or in the Non-Profit Act, or the Declaration, no Officer or Director shall be held liable for actions taken or omissions made in the performance of his or her duties as an Officer or Director except for wanton and willful wrongful acts or omissions.

4. A Director or Officer is not liable as such to the Corporation or its Members for any action taken or omitted to be taken as a Director or Officer in the performance of the duties of such position in compliance with Section 7-128-401(2).

5. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, fiduciary, or agent of the Corporation or who, while a Director, Officer, employee, fiduciary, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the Non-Profit Act or the Declaration or otherwise.

6. Each Officer and Director of the Corporation, before, now or hereinafter serving in any such capacity, shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in any such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in any such capacity, to the fullest extent allowable by law and statute, including without limitation, the Non-Profit Act. The right of indemnification herein provided shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law or statute, provided however, this indemnification shall not reduce or impair any insurance coverage of the Corporation, Officer or Director.

7. Any repeal or modification of any of the foregoing paragraphs shall not adversely affect any right or protection of a Director or Officer of the Corporation existing on or before such repeal or modification.

ARTICLE XIV

Conflicts of Interest

No contract, transaction, or other financial relationship shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a Member of the Corporation or by or in the right of the Corporation, solely because of any conflicting interest so long as the contract, transaction, or other financial relationship complies with the Non-Profit Act, including without limitation, C.R.S., §7-128-501. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XV

Amendment and Restatement

These Articles amend, replace, supersede and restate, in the entirety, the prior Articles of Incorporation of this Corporation which were filed on November 16, 1978 with the Colorado Secretary of State. These Articles were adopted on the date shown below by the Corporation's Board of Directors without Member action because Member action was not required. The Corporation has authorized the undersigned, as president, whose name and mailing address are shown below, to cause this document to be delivered for filing.

IN WITNESS WHEREOF, the undersigned, constituting the President of this Corporation, and person causing this document to be filed, has executed these Amended and Restated Articles of Incorporation this 7 day of Feb., 2004.

Raymond E. Mayo
Address: 2101 Sussex Lane
Colorado Springs, Colo. 80909
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