



Colorado Secretary of State
 Date and Time: 09/20/2012 10:12 AM
 ID Number: 20071188812

Document must be filed electronically.
 Paper documents will not be accepted.

Document processing fee
 Fees & forms/cover sheets
 are subject to change.

\$25.00

Document number: 20121513898
 Amount Paid: \$25.00

To access other information or print
 copies of filed documents,
 visit www.sos.state.co.us and
 select Business.

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: 20071188812

1. Entity name: Brookwood Subdivision Filing No. 1 Homeowners 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):*

- "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:

Staples	Teresa		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<hr/>			
<small>(Street name and number or Post Office Box number)</small>			
116 Inverness Drive East, Suite 275			
<hr/>			
Englewood	CO	80112	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<hr/>		<hr/>	
United States			
<small>(Province – if applicable)</small>		<small>(Country – if not US)</small>	

(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.

4. The true name and mailing address of the incorporator are:

Name (if an individual): Rechlitz Anthony J.
(Last) (First) (Middle) (Suffix)

OR (if a business organization):

Mailing address 116 Inverness Drive East
(Street name and number or Post Office Box information)
Suite 275
Englewood CO 80112
(City) (State) (Postal/Zip Code)
(Province – if applicable) (Country – if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an attachment.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

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.

9. The true name and mailing address of the individual causing the document to be delivered for filing are:

Staples Teresa M
(Last) (First) (Middle) (Suffix)

116 Inverness Drive East

(Street name and number or Post Office Box information)

Suite 275

Englewood

(City)

CO

(State)

80112

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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.

**ATTACHMENT TO
ARTICLES OF INCORPORATION FOR A NONPROFIT CORPORATION FOR
BROOKWOOD SUBDIVISION FILING NO. 1 HOMEOWNERS ASSOCIATION, INC.**

Section 6: A Description of the Distribution of Assets upon Dissolution

- 6.1 The Association may be dissolved with the assent given in writing and signed by the Owners to which at least sixty-seven percent (67%) of the votes in the Association are allocated. 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/or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

Section 7: Additional Information Pursuant to Section 7 of the Secretary of State Articles of Incorporation Form

- 7.1 In addition to its other powers, the Association may exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Amendment In Its Entirety and Restatement of Declaration of Protective Covenants, Conditions and Restrictions for Brookwood Subdivision Filing No. 1 (Timber Ridge) applicable to the Community and recorded or to be recorded in the Office of the Clerk and Recorder of Douglas County, Colorado, as the same may be amended, clarified and supplemented from time to time (hereinafter called the "**Restated Declaration**," which is incorporated herein by this reference) (terms which are defined in the Restated Declaration shall have the same meanings herein unless otherwise defined).
- 7.2 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 Revised Nonprofit Corporation Act in effect from time to time (hereinafter referred to as the "**Nonprofit Act**") expressly prohibits the elimination of liability. This provision is effective on the date of incorporation of the Association, and shall not eliminate or limit the liability of a director or officer to the Association or to its Members for monetary damages for any act or omission occurring prior to such date. 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 the Board of Directors, or any repeal or modification of the provisions of the Nonprofit Act or CCIOA, 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.

- 7.3 The Association shall indemnify its directors and officers as now or hereafter required by the Nonprofit Act, and may indemnify its directors, officers, and employees as otherwise permitted by law or as the Board of Directors in its sole discretion may determine from time to time.
- 7.4 At any time after dissolution of the Association, the Board of Directors may reinstate the Association without action, approval or consent of the Members or Owners, unless such dissolution was done by the Owners as provided in Section 7.1, above.
- 7.5 These Amended and Restated Articles of Incorporation may be amended with the approval of the votes of sixty-seven percent (67%) of a quorum of the Members, at an annual or special meeting of the Members at which a quorum is present in person or by proxy. However, no amendment to these Amended and Restated Articles of Incorporation shall be contrary to or inconsistent with any provision of the Restated Declaration. Further, each amendment of these Amended and Restated Articles of Incorporation enacted by the Members shall be applicable only to disputes, issues, events, circumstances, actions, claims or causes of action that arose out of circumstances or events that occurred after the date of filing of such amendment in the office of the Secretary of State of the State of Colorado; and no such amendment shall be applied retroactively to any earlier occurring disputes, issues, events, circumstances, actions, claims or causes of action.
- 7.6 In case of any conflict between the Restated Declaration and these Amended and Restated Articles of Incorporation or the Amended and Restated Bylaws of the Association, the Restated Declaration shall control. In the case of any conflict between these Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Association, these Amended and Restated Articles of Incorporation shall control.
- 7.7 Notwithstanding anything to the contrary contained in the Governing Documents, to the extent permitted by applicable law, the Association contemplates the use of technology and electronic representation, including electronic mail and electronic posting. In this regard, any reference in any of the Governing Documents to action, attendance, representation, notice, quorum, voting or acknowledgement, as well as any and all other matters, may be conducted by authenticated electronic activity and, to the extent permitted by applicable law, the provisions of these Amended and Restated Articles of Incorporation shall be deemed to include provisions which permit such authenticated electronic activity.