



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE,

HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.
(COLORADO NONPROFIT CORPORATION)

FILED RESTATED ARTICLES OF INCORPORATION WITH AMENDMENTS
ON NOVEMBER 02, 1998.

Dated: November 02, 1998

Victoria Buckley

SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION
WITH AMENDMENTS OF
HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.

FILED - CUSTOMER COPY
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COLORADO SECRETARY OF STATE

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SECRETARY OF STATE
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Pursuant to applicable Colorado law, HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC., a Colorado nonprofit corporation, restates and amends its articles of incorporation. The original Articles of Incorporation were filed with the Secretary of State of Colorado on September 10, 1981.

Highlands Ranch Community Association, Inc. hereby certifies to the Secretary of State of Colorado that:

1. Highlands Ranch Community Association, Inc. desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided.

2. The provisions set forth in these Restated Articles of Incorporation With Amendments supersede the original Articles of Incorporation and all amendments thereto. These Restated Articles Of Incorporation With Amendments currently set forth the provisions of the Articles of Incorporation, as amended, of the Corporation.

3. The Articles of Incorporation of Highlands Ranch Community Association, Inc. are hereby amended by striking in their entirety Articles I through XIII, inclusive, and by substituting in lieu thereof the following:

I. NAME

The name of this corporation shall be Highlands Ranch Community Association, Inc. ("Association").

II. DURATION

The period of duration of the Association shall be perpetual.

III. PURPOSES

The Association is organized to be and constitute the Association to which reference is made in the Community Declaration for Highlands Ranch Community Association, Inc. ("Community Declaration"). The Community Declaration was executed by the Declarant as defined in the Community Declaration. The Community Declaration was recorded in the office of the Clerk and Recorder of Douglas County, Colorado on September 17, 1981 in Book 421, Page 924.

The Community Declaration relates to real property in Douglas County, Colorado, which may become annexed and made subject to the Community Declaration ("Project Area"). Any real property which is, in fact, annexed and made subject to the Community Declaration is referred to as the "Community Association Area."

The Association is not organized in contemplation of pecuniary gain or profit to Members.

Specific purposes for which the Association is organized are:

- (a) To exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Community Declaration or in any amendment to the Community Declaration.

(b) To provide for maintenance, preservation and architectural control of the Community Association Area including Privately Owned Sites and Community Association Properties within the Community Association Area.

(c) To promote, foster and advance the health, safety and welfare of residents within the Community Association Area.

(d) To fix, levy, collect and enforce payment of, by any lawful means, assessments and other amounts payable by or with respect to Owners of Privately Owned Sites within the Community Association Area as provided in the Community Declaration.

(e) To manage, control, operate, maintain, repair and improve Community Association Properties and any Recreation Centers within Community Association Properties, and to perform services and functions for or relating to the Community Association Area, all as provided in the Community Declaration.

(f) To enforce covenants, restrictions, conditions and equitable servitudes affecting the Community Association Area.

(g) To make and enforce rules and regulations with respect to the use of Privately Owned Sites and Community Association Properties within the Community Association Area, as provided in the Community Declaration.

(h) To establish and maintain the Community Association Area as property of the highest quality and value, and to enhance and protect its value, desirability and attractiveness.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

IV. POWERS

The Association shall have all of the powers which a nonprofit corporation may exercise under applicable law, including when effective the Colorado Revised Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time.

V. REGISTERED OFFICE AND AGENT

The current registered office of the Association is at 9568 South University Boulevard, Highlands Ranch, Colorado 80126. This office is in Douglas County, Colorado. The current registered agent of the Association, whose business office is identical with such registered office, is Gary Debus, Community Manager. The registered office and registered agent may be changed, without amendment of these Restated Articles Of Incorporation With Amendments, as provided by statute.

VI. BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The duties, qualifications, number and term of Directors and the manner of their election, appointment and removal shall be as set forth in the Bylaws.

The Board of Directors shall exercise the powers granted to the Association except those expressly reserved to the Members, and the Board of Directors shall also administer the affairs of the Association in accordance with the provisions of these Articles, the Bylaws, the Community Declaration and laws relating to and governing nonprofit corporations of Colorado.

VII. MEMBERS

Members, as that term is used in Colorado nonprofit law, including the Colorado Revised Nonprofit Corporation Act, shall be the Delegates elected by Owners of Privately Owned Sites in the Community Association Area (as these terms are defined in the Community Declaration), notwithstanding the fact that, in the Community Declaration and in the Bylaws of the Association, the Owners of Privately Owned Sites are referred to and designated as Members. Wherever in the Colorado Revised Nonprofit Corporation Act, reference is made to members (as, for example, in statutory provisions requiring an annual meeting of members, permitting removal of directors by members or relating to voting on amendments to these Articles of Incorporation) the members referred to shall be such Delegates.

Delegates shall be elected by Owners of Privately Owned Sites within Delegate Districts as provided in the Community Declaration and Bylaws of the Association.

Each Delegate shall have one vote for each Privately Owned Site located in the Delegate District represented by such Delegate except that, in the case of each Privately Owned Site improved with residential apartments, the Delegate shall have one vote for each three apartment units located on the Privately Owned Site with a full vote assigned for any extra one or two apartments in lieu of assigning any fractional votes. In no event however may the votes attributable to apartment units or other properties designed for residential rentals exceed 49% of the total votes of all Delegates. Owners may instruct a Delegate as to the manner in which the Delegate is to vote on any issue as provided in the Community Declaration.

VIII. PROXY VOTING

A Delegate shall be entitled to vote in person or by proxy. Owners of Privately Owned Sites may be authorized in the Bylaws of the Association to vote by proxy on any matters on which such Owners are entitled to vote including the election of Delegates.

IX. CUMULATIVE VOTING

~~Cumulative voting by Delegates in the election of Directors shall be permitted.~~ Amended - See following page

**ARTICLES OF
AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HIGHLANDS RANCH COMMUNITY ASSOCIATION, INC.**

This Amendment to the Articles of Incorporation (this "Amendment") of Highlands Ranch Community Association, Inc., a Colorado non-profit corporation ("Corporation"), was adopted by the requisite majority of the votes present in person or by proxy and entitled to be cast at a meeting of the Delegates of the Corporation duly called and held on March 16, 2010.

The existing Article IX of the Articles of Incorporation in effect as of the date hereof shall be amended and replaced in its entirety with the following:

"Cumulative voting by Delegates in the Election of Directors shall not be permitted."

The remainder of the existing Articles of Incorporation of the Corporation shall remain unaffected by this Amendment.

X. BYLAWS

The Association shall have the power to make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Colorado or with the Community Declaration, for the administration and regulation of the affairs of the Association.

XI. AMENDMENT OF ARTICLES

The Association may amend these Articles of Incorporation from time to time in accordance with applicable terms of the Colorado Revised Nonprofit Corporation Act by vote of Delegates and in accordance with the provisions in the Community Declaration for approval of amendments by the FHA or VA and/or by First Mortgagees and so long as the Articles of Incorporation as amended contain only such provisions as are lawful under that Act and so long as the Articles of Incorporation as amended shall not be contrary to or inconsistent with any provision of the Community Declaration.

XII. INDEMNIFICATION OF CORPORATE OFFICIALS

In addition to indemnification provided for in the Bylaws of the Association, and indemnity or insurance coverage the Association may obtain and except as otherwise provided in the Community Declaration, the Association shall indemnify corporate officials to the full extent permitted by applicable Colorado law.

XIII. LIMITATIONS ON LIABILITY

Except as otherwise provided in the Community Declaration, the following provisions shall apply:

(a) Breach of Fiduciary Duty. A Director shall have no personal liability to the Association or its members for monetary damages for breach of fiduciary duty as a Director; except that this provision shall not eliminate the liability of a Director to the Association or to its members for any breach of the Director's duty of loyalty to the Association or to its members, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, acts specified in CRS §7-128-403, or any transaction from which the Director directly or indirectly derived an improper personal benefit. This provision shall not eliminate the liability of a Director to the Association or to its members for monetary damages for any act or omission occurring before the date when this provision became effective.

(b) Obligations of Association. The Directors, officers, employees and members of the Association shall not, as such, be liable for its obligations.

(c) Wanton and Willful Acts. Directors shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions, and as provided for in CRS §38-33.3-303(2)(b).


XIV. DISSOLUTION

In the event of dissolution of the Association, the Community Association Properties shall, to the extent reasonably possible, be conveyed or transferred to an appropriate governmental agency or agencies, or to a nonprofit corporation, association, trust or other organization, to be used for the common benefit of Owners for similar purposes for which the particular Community Association Property was held by the Community Association. To the extent the foregoing is not possible, the Community Association Properties shall be sold or disposed of and the proceeds from the sale or disposition shall be distributed to Owners of Privately Owned Sites in accordance with the provisions of the Community Declaration relating to dissolution of the Association.

4. These Restated Articles Of Incorporation With Amendments were adopted by a vote of the Delegates and the date of the meeting of Delegates at which these Articles were adopted was October 20, 1998, a quorum was present at the meeting, and the amendment received at least two-thirds (2/3rds) of the votes which Delegates present at such meeting or represented in proxy at such meeting were entitled to cast.


IN WITNESS WHEREOF, these Restated Articles of Incorporation with Amendments are executed this 20th day of October, 1998.

ATTEST:


Maureen S. Anderson,
Secretary

HIGHLANDS RANCH COMMUNITY
ASSOCIATION, INC.

By:


Allen E. Chapman,
President

STATE OF COLORADO)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 20th day of October, 1998, by Allen E. Chapman, President and Maureen S. Anderson, Secretary, of Highlands Ranch Community Association, Inc., a Colorado nonprofit corporation.

Witness my hand and official seal.

My commission expires: 1/24/02

Rexy Jack
Notary Public

