



Colorado Secretary of State
 Date and Time: 12/16/2005 01:15 PM
 Entity Id: 19891055067
 Document number: 20051467958

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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: 19891055067

1. Entity name: SOUTHMOOR VILLAGE EAST
(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:

Garcia Melissa M. _____
(Last) (First) (Middle) (Suffix)
11901 W. 48th Ave.
(Street name and number or Post Office Box number)
Orten & Hindman, P.C.
Wheat Ridge CO 80033
(City) (State) (Postal/Zip Code)
United States
(Province – if applicable) (Country – if not US)

(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.)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
NELSON FARM HOMEOWNER'S ASSN. INC.
(A Nonprofit Corporation)**

The undersigned signs and acknowledges, for delivery to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

RECITALS

Nelson Farm Homeowner's Assn. Inc., a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

By their signature below, the President and Secretary of the Board of Directors certify these Amended and Restated Articles of Incorporation received the approval of sixty-six percent (66%) of the Members present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present;

The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments;

The Association desires to amend and restate its Articles of Incorporation currently in effect as set forth below and that the Articles of Incorporation of the Association are hereby amended by striking in their entirety Articles First through Sixth, inclusive, and by substituting the following:

ARTICLE 1.

NAME

The name of the corporation is Nelson Farm Homeowner's Assn. Inc. (the "Association").

ARTICLE 2.

DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.

DEFINITIONS

The definitions set forth in the Amended and Restated Protective Covenants and Homeowner's Association Agreement for Nelson Farm Homeowner's Assn. Inc., also known as Southmoor Village East Second and Third Filings, ("Declaration") shall apply to all capitalized

terms contained in these Articles, unless otherwise noted.

**ARTICLE 4.
NONPROFIT**

The Association shall be a nonprofit corporation, without shares of stock.

**ARTICLE 5.
PURPOSES AND POWERS OF ASSOCIATION**

The purposes for which the Association is formed are as follows:

(a) To operate and manage the common interest community known as "Nelson Farm," a planned community, and to operate and manage the Property and Common Area included within the Community, situated in Larimer County, State of Colorado, subject to the Declaration, plats, Maps, Bylaws and such Rules and Regulations as the Board of Directors may from time to time adopt, for the purposes of enhancing and preserving the value of the Property;

(b) To maintain Nelson Farm as a community of the highest quality and value, and to enhance and protect the Property's value, desirability and attractiveness;

(c) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an association of owners charged with the administration of the Property under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act") and as applicable to common interest communities created prior to July 1, 1992, and as set forth in the Declaration;

(d) To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements owned by the Members and this Association;

(e) To provide for administration, maintenance, preservation, improvement and architectural review as contained in the Declaration;

(f) To promote, foster and advance the health, safety and welfare of the residents;

(g) To eliminate or limit the personal liability of Directors to the Association or to the Members for monetary damages for breach of fiduciary duty, as allowed by law; and

(h) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in

the opinion of the Board, will promote the common benefit and enjoyment of the occupants, residents within the Nelson Farm Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Declaration, Bylaws and the laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose shall be construed as a statement of both purposes and powers. The purposes and powers stated in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE 6.

MEMBERSHIP RIGHTS AND QUALIFICATIONS

There shall be one membership for each Lot owned within the Community. This membership shall be automatically transferred upon the conveyance of that Lot. The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for Assessments, and the method of collection of Assessments shall be contained in the Declaration, the Articles of Incorporation and Bylaws of the Association.

ARTICLE 7.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 1510 South College Ave., Suite 204, Fort Collins, Colorado 80524. The current registered agent of the Association is Antares Property Services, Inc. at the registered address of 1510 South College Ave., Suite 204, Fort Collins, Colorado 80524. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Directors.

ARTICLE 8.

BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors may consist of any number between five and seven persons. This number is set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

ARTICLE 9.

AMENDMENT

Amendment of these Articles shall require the assent of a majority of the Members present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary

to or inconsistent with the provisions of the Declaration.

**ARTICLE 10.
DISSOLUTION**

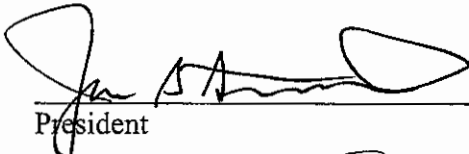
In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as a part of their Lots as provided by the Declaration.

**ARTICLE 11.
INTERPRETATION**

The terms and provisions of the Declaration are incorporated by reference when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms and provisions of the Declaration shall control over these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 6th day of DECEMBER, 2005.

**NELSON FARM HOMEOWNER'S
ASSN. INC.,**
a Colorado nonprofit corporation,



President



Secretary

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is: Melissa M. Garcia, Orten & Hindman, P.C., 11901 W. 48th Ave., Wheat Ridge, CO 80033.

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to the appointment as registered agent for the Association.


ANTARES PROPERTY SERVICES, INC.

BY: Heather Kerwin
Authorized Representative

STATE OF COLORADO)
)ss:
COUNTY OF LARIMER)

The foregoing was acknowledged before me this 9th day of DECEMBER, 2005

Witness my hand and official seal.


Notary Public
My Commission Expires: _____

My Commission Expires 03/24/2007