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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.)

1. For the entity, its ID number and entity name are

ID number 19871437812
 (Colorado Secretary of State ID number)
 Entity name WOODBRIIDGE TOWNHOME OWNERS ASSOCIATION, INC.

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. 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.)

5. *(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)

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
WOODBRIIDGE TOWNHOME OWNERS ASSOCIATION, INC.
(A COLORADO NONPROFIT CORPORATION)**

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

RECITALS

Woodbridge Townhome Owners Association, Inc., a Colorado nonprofit corporation (“Association”), certifies to the Secretary of State of Colorado that:

By their signatures below, the president and secretary of the Board of Directors certify that these Amended and Restated Articles of Incorporation received the assent of $\frac{3}{4}$ of the Members;

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 I through XIV, inclusive, and by substituting the following:

ARTICLE 1. Name

The name of the corporation is Woodbridge Townhome Owners Association, Inc. (the “Association”).

ARTICLE 2. Duration

The duration of the Association will be perpetual.

ARTICLE 3. Principal Office and Registered Agent

The principal office of the Association is 1710 E. Pikes Peak Avenue, Suite 200, Colorado Springs, CO 80909. The registered agent of the Association is Gorab Group Realty, Inc. at the registered address of 1710 E. Pikes Peak Avenue, Suite 200, Colorado Springs, CO 80909. 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 4. Nonprofit

The Association will be a nonprofit corporation without shares of stock.

ARTICLE 5. Membership Rights and Qualifications

There will be one membership for each Lot owned, which will be automatically transferred upon the conveyance of the Lot. The qualifications of members of the Association, the voting rights, and other rights and obligations of members will be contained in the Declaration and Bylaws of the Association.

Purposes and Powers of the Association

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

- (a) To provide an entity for the furtherance of the interests of the owners of property subject to the Declaration (such property is hereafter referred to as the "Property");
- (b) To operate the common interest community known as "Woodbridge Townhomes," a planned community, and to operate and manage the Property and Common Area in Woodbridge Townhomes, situated in El Paso County, State of Colorado, subject to the Declaration, 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;
- (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 may be 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 the Association;
- (e) To promote, foster and advance the health, safety and welfare of the residents;
and
- (f) 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 members and residents of Woodbridge Townhomes, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Declaration, Bylaws and laws applicable to a nonprofit corporation of the State of Colorado.

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

ARTICLE 6. Liability of Directors

No director will be personally liable to the Association or its members for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Association or its members for monetary damages will be eliminated or limited on account of any of the following:

- (a) any breach of the director's duty of loyalty to the Association or its members;
- (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (c) any transaction in which the director received improper personal benefit.

Nothing herein will be construed to deprive any director of the right to all defenses ordinarily available to a director, nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this article will be prospective only and will not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE 7. Board of Directors

The business and affairs of the Association will be conducted, managed and controlled by a Board of Directors. The number and qualification of directors, method of election, terms of office, and removal and filling of vacancies will be as set forth in the Bylaws.

ARTICLE 8. Amendment

Amendment of these Articles will require the assent of at least a majority (51%) of all Members; provided, however, that no amendment to these Articles of Incorporation will be contrary to or inconsistent with the provisions of the Declaration.

ARTICLE 9. 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 will be deemed to be owned by the members at the date of dissolution, as part of their Lot as provided by the Declaration.

ARTICLE 10. 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 of the Declaration will control over these Articles of Incorporation and the Bylaws. In the case of conflict between the provisions of these Articles of Incorporation and the Bylaws, these Articles of Incorporation will control.

In witness whereof, the undersigned have signed these Amended and Restated Articles of Incorporation this 22 day of May, 2020.

**WOODBIDGE TOWNHOME OWNERS
ASSOCIATION, INC.,
a Colorado nonprofit corporation**



President



Secretary