

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WOODMEN HILLS HOMEOWNERS ASSOCIATION, INC.,
A COLORADO NONPROFIT CORPORATION**

WHEREAS, the incorporators established the corporation on February 13, 2007 with the Secretary of State of Colorado; and

WHEREAS, the incorporators and members now wish to amend and restate the Articles of Incorporation in their entirety

THEREFORE, the undersigned, acting as incorporators, re-establish a nonprofit corporation pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act.

**ARTICLE 1
Name of Corporation**

1.1 The name of the nonprofit corporation (the “corporation”) is: WOODMEN HILLS HOMEOWNERS ASSOCIATION, INC., A COLORADO NONPROFIT CORPORATION.

**ARTICLE 2
Period of Duration**

2.1 The corporation shall have perpetual existence.

**ARTICLE 3
Purposes and Powers**

3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code (as hereinafter defined). The corporation will be committed to enforcing covenants encumbering real property within the Woodmen Hills Metropolitan District.

3.2 Powers. The corporation shall have all of the rights, privileges, and powers now or subsequently conferred on nonprofit corporations by the laws of the State of Colorado. The corporation shall have and may exercise all powers necessary or convenient to effect any of the purposes for which the corporation has organized.

3.3 Restriction on Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, officer, or member of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director, officer, or member of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code. The organizations to receive such property shall be designated by the Board of Directors.

(d) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of such Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of such Code.

(e) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(f) All references in these articles of incorporation to provisions of the "Code" are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws,

ARTICLE 4

Membership

4.1 The corporation shall not have voting members.

ARTICLE 5

Bylaws

5.1 The initial bylaws of the corporation shall be adopted by the board of directors. The board of directors may alter, amend, or repeal the bylaws. Such bylaws may contain any provision for the regulation or management of the affairs of the corporation which are not inconsistent with the law or these articles of incorporation, as the same may be from time to time amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of its existence or as an incident to its dissolution.

ARTICLE 6

Initial Offices and Agent

6.1 The address of the initial registered office of the corporation is 660 Southpointe Court, Suite 210, Colorado Springs, CO 80906 and the name of the initial registered agent at that address is Jason W. Downie. The address of the initial principal office of the corporation is 660 Southpointe Court, Suite 210, Colorado Springs, CO 80906.

ARTICLE 7

Board of Directors

7.1 Board of Directors. The management of the affairs of the corporation shall be vested in the Board of Directors, except as otherwise provided by the laws of the State of Colorado, these articles of incorporation, or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to time in force. The initial Board of Directors shall consist of seven individuals.

7.2 Initial Director. The names, titles and addresses of the persons who shall serve the corporation as director until his or her successor or successors are elected and qualified is as follows:

NAME	TITLE	ADDRESS
Joe Henry	Chair	8527 Champie Road, Peyton, CO 80831
Kathy Wennan	Vice Chair	8605 Saddleman Road, Peyton, CO 80831
Debra Wright	Secretary	11455 Dallas Road, Peyton, CO 80831
Connie Kalbach	Treasurer	11460 Dallas Road, Peyton, CO 80831
Ralph Laurie	Director at Large	7982 Fort Smith Road, Peyton, CO 80831

ARTICLE 8
Indemnification of Directors

8.1 The corporation shall indemnify its directors to the full extent permitted by Colorado law, provided any such indemnification not constitute a violation of any provision of the Code applicable to a private foundation as defined in Section 509(a) of the Code (or corresponding provision of any applicable future United States internal revenue law).

ARTICLE 9
Limitation of Liability

9.1 To the fullest extent permitted by the laws of State of Colorado, as the same exist or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its members (if any) for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article 9 shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

9.2 No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation.

9.3 Any limitation on liability pursuant to this Article shall be provided only if it does not constitute a violation of any provision of the Code applicable to a private foundation as defined in Section 509(a) of the Code (or corresponding provision of any applicable future United States internal revenue law).

ARTICLE 10
Incorporator

10.1 The names and addresses of the incorporators are:

Jason W. Downie 660 Southpointe Court, Suite 210, Colorado Springs, CO 80906

ARTICLE 11
Miscellaneous

11.1 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 Geoffrey Lindquist, 660 Southpointe Court, Suite 210, Colorado Springs, CO 80906.

Causing a 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 the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.

