

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
NORTHRIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC
(A Colorado Nonprofit Corporation)**

the undersigned hereby signs and files these Amended and Restated Articles of Incorporation with the Secretary of State of Colorado, to adopt for such corporation.

RECITALS

The Northridge Estates Property Owners Association, Inc. hereinafter referred to as the "Association", a Colorado nonprofit corporation, hereby certifies to the Secretary of State of Colorado that:

By signing below, the President and Secretary of the Board of Directors certify that these Amended and Restated Articles of Incorporation, hereinafter referred to as the "Articles" have received the affirmative vote of fifty one percent (51%) of the entire membership.

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

**ARTICLE I
NAME AND DEFINITIONS**

Added reference to definitions

The name of the corporation is Northridge Estates Property Owners Association, Inc.

The definitions in the Declaration of Covenants and Colorado law apply to all capitalized terms in these Articles of Incorporation, unless stated otherwise.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

New

The principal place of business of the Association is currently PO Box 1657, Grand Junction, CO 81502. The registered agent of the Association is Divergent Properties, LLC, located at the same address. The Board of Directors has the authority to change the principal office and the registered agent and office of the Association as needed.

ARTICLE III

DURATION AND PURPOSE

Combined Articles II and III. Removed reference to starting the corporation.

The period of duration of this corporation shall be perpetual.

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific objectives and purposes of the corporation are as follows:

1. To be and constitute an entity for the furtherance of the interests of the owners of the property in Northridge Estates Filings 1, 2, and 3, a subdivision of Mesa County, Colorado (hereinafter "Subdivision"), with the object maintaining the Subdivision as a prime residential area of high quality and value and enhancing and protecting such area's value, desirability, and attractiveness.

2. To supply its members with water for irrigation purposes; to purchase or construct, operate and maintain ditches, reservoirs, pipelines, pumping systems and other distribution systems for irrigation water for the benefit and sue of the members owning lots in the Subdivision.

ARTICLE IV POWERS

Changed the section to match the amended Declaration of Covenants, Conditions, & Restrictions

In furtherance of its purposes, the corporation shall have all of the powers conferred upon the nonprofit corporation by the Association's Governing Documents and Colorado law in effect from time to time including all the powers necessary and desirable to perform the obligation and duties and exercise the rights and powers of the corporation, which include, but are not limited to the following:

1. The Association may contract with a managing agent, and delegate specific powers, functions, or duties through a written and signed contract, but retains ultimate responsibility for all Association matters. Any agreement for professional management of the Community shall be terminable with or without cause, with thirty (30) days written notice.

2. The Association shall own and maintain all Association Water and main irrigation lines running to the shut-off valve on each Lot.

3. To have the authority to enter upon and landscape, maintain or improve any Lot that an Owner fails to landscape or maintain in accordance with this Declaration and to levy a Special Assessment against such Lot for all expenses incurred, including court costs and attorney fees for the collection of such Supplemental Assessment.

4. To grant easements where necessary for utilities, on-site storm drain systems, drainage, and public services to serve the Community.

5. To obtain and maintain such policy or policies of insurance as is required by Colorado law to protect the interest of the Association, its Members or any mortgagees.

6. To have the power to establish and maintain a working capital and contingency fund from Assessments in an amount to be determined by the Board.

7. To have the power and duty to enforce the provisions of the Governing Documents by appropriate means, including without limitation, the expenditure of funds of the Association, the employment of legal counsel and the commencement of actions.

8. To create committees, appoint and remove members of the committees, and to oversee the functions and actions of such committees.

9. To levy and enforce collection of the Assessments as provided in Article IV of this Declaration and in the Collection Policy.

10. To assign its right to future income, including the right to assign its right to receive Assessments for Common Expenses, with fifty-one percent (51%) of Owner approval.

11 To convey, upon dissolution of the Association, the assets of the Association to an appropriate public agency or agencies to be used for purposes similar to those for which the Association was created, or to a nonprofit corporation, association, trust or other organization organized and operated for such similar purposes.

No part of the income or net earnings of the corporation shall be distributable to or incur the benefit of its Members, directors, officers or any individual; provided, however, that reasonable compensation may be paid for any services rendered to the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under the provisions, applicable to this corporation, of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States or Colorado law).

In the event of dissolution of the corporation, the property and assets thereof remaining, after providing for all obligations and liabilities of the corporation, shall then be disposed of exclusively for the purposes of the corporation in such manner, or to such

organization or organizations exempt from taxation under the Internal Revenue Code (or the corresponding provision of any future United States or Colorado law), as shall be determined by the Board of Directors.

ARTICLE V MEMBERSHIP

Mostly the same, with a few edits to clarify the governing documents of the Association.

1. This corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each subdivision lot within the Subdivision.

2. Each membership shall have one vote on all matters in which members are entitled to vote.

3. A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of title to property within the Subdivision; provided, however, that the rights of membership may be assigned to the holder of mortgage, deed of trust, or other security instrument on property of an owner as further security for a loan secured by a lien on such property.

4. A transfer of membership shall occur automatically upon the transfer of title to the property to which the membership pertains; provided, however, that the Bylaws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

5. The corporation may suspend the voting rights of any member for a violation of or a failure to comply with the Governing Documents.

6. The Association's Governing Documents may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties, and responsibilities of the members.

ARTICLE VI BOARD OF DIRECTORS

Changed that there can be 3-7 board members, to 7 board members (matching amendment to Bylaws. Removed the names of the initial board members.

1. The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board of Directors shall consist of seven (7) members, or as set by the Bylaws of the corporation from time to time. Members of the Board of Directors shall be members of the corporation and owners of lot(s) within the

Subdivision.

2. Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Cumulative voting shall not be required.

3. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner to be provided by the Bylaws.

4. To the fullest extent permitted by the Association's Governing Documents and Colorado law, as the same exists or may hereafter be amended, a director or this corporation shall not be liable to the corporation or its members for monetary damages from breach of fiduciary duty as a director.

ARTICLE VII OFFICERS

Very similar to the existing article. Added that officers shall be directors, and that a person may hold multiple offices, except the president.

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board believes will be in the best interest of the corporation. The officers shall have such duties as may be prescribed the Bylaws and other Governing Documents, and shall serve at the pleasure of the Board of Directors. Officers shall be directors in the corporation. Any person may hold two or more offices simultaneously, except that the president shall not hold any other office.

ARTICLE VIII DISSOLUTION

New Section

The Association may be dissolved by an affirmative vote from Members holding at least sixty-seven percent (67%) of the total votes in the Association entitled to be cast. This vote must occur either in person or by proxy at a regular or special meeting of the Members where a quorum is present, or via a written ballot as authorized by Colorado law. Upon dissolution of the Association, other than incident to 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 assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX INTERPRETATION

New Section

The provisions of these Articles of Incorporation aim to create a consistent plan to

promote its purpose. The Board of Directors has the authority to interpret any provision in these Articles of Incorporation.

ARTICLE X
CONFLICT OF PROVISIONS

New Section, to match Declarations & Bylaws

In the event of any conflict between these Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions, or the Bylaws of the Association, the Declaration shall prevail, unless such provision is contrary to law. Should there be any conflict between these Articles of Incorporation and the Bylaws of the Association, these Articles of Incorporation shall take precedence. Any provision that is contrary to law shall be deemed unenforceable and void.

ARTICLE XI
INDEMNIFICATION

New Section, to match Declarations

To the fullest extent permitted by law, the Association shall indemnify its officers, directors, committee members, and volunteers against all expenses and liabilities, including attorney fees, reasonably incurred in connection with any legal proceeding resulting from their role in the Association—except in cases where they are found to have breached their duty of care as defined by the Colorado Common Interest Ownership Act or the Colorado Revised Nonprofit Corporation Act.

ARTICLE XII
AMENDMENTS

This has been changed from stating that amendments can be made as set forth by Colorado statute, to 51% of the total votes in the Association. This is more common than having state statutes dictate.

Any amendments to these Articles of Incorporation, aside from those that may be adopted by the Board of Directors in accordance with the Colorado Revised Nonprofit Corporation Act, will require an affirmative vote from Members holding at least fifty-one percent (51%) of the total votes in the Association entitled to be cast. This vote must occur either in person or by proxy at a regular or special meeting of the Members where a quorum is present, or via a written ballot as authorized by Colorado law; provided, however, that no amendment shall be made to these Articles of Incorporation that are contrary to or inconsistent with the provisions of the Declaration.

We, the undersigned, serving as the President and Secretary of Northridge Estates Property Owners Association, Inc., do hereby certify that, in accordance with the current Articles of Incorporation, the Owners of Lots representing at least fifty-one percent (51%) of the votes allocated within the Association have duly approved these Amended and Restated Articles of Incorporation.

Northridge Estates Property Owners Association, Inc.,
a Colorado nonprofit corporation

By: _____
Jonathan Phelps, President

By: _____
Jitka Nelb Sinecka, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF MESA)

The foregoing Articles of Incorporation were acknowledged before me on this day of _____, 20 by Jonathan Phelps and Jitka Nelb Sinecka, as President and Secretary of Northridge Estates Property Owners Association, Inc., a Colorado nonprofit corporation.

My commission expires: _____

Notary Public