

STATE OF COLORADO

DEPARTMENT OF
STATE



NONPROFIT
CERTIFICATE OF
AMENDMENT

I. **Byron A. Anderson,**

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

-----The Woodmoor Improvement Association-----

duly signed and acknowledged pursuant to the provisions of the Colorado Nonprofit Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated this -----Third----- *day of* -----August----- *A. D. 19* 71 *..*

Byron A. Anderson
SECRETARY OF STATE

Joemial J. Connolly
DEPUTY



AMENDED ARTICLES OF INCORPORATION
OF
THE WOODMOOR IMPROVEMENT ASSOCIATION

In compliance with the requirements of Colorado Revised Statutes, 1963, Chapter 31, Article 24, the undersigned officers, for the purpose of setting forth the Articles of Incorporation of the corporation, do hereby certify:

That the amended Articles of Incorporation were submitted to the members of the Woodmoor Improvement Association at which a quorum was present on the 8th day of July 1971 and approved by two-thirds (2/3) vote of the members present at such meeting and that the following Articles are hereby declared to be the Articles of Incorporation of the Woodmoor Improvement Association.

ARTICLE I

The name of the corporation is the Woodmoor Improvement Association, hereafter called the "Association".

ARTICLE II

The period of its duration is perpetual.

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members hereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Area within that certain tract of property described as Woodmoor:

WHEREAS, Declarant is the owner of certain property in the County of El Paso, Colorado, lying in Sections 1, 2, 7, 11, 12, 13, 14 and 18, Township 11 South, Range 67 West of the 6th Prime Meridian, which has been platted as: DEER CREEK ESTATES; KNOLLWOOD ESTATES FILING NO. 2; HARMON HILLS FILING NO. 1; WOODMOOR FILING NO. 1; HARMON HILLS FILING NO. II; WOODMOOR HILLS, WOODMOOR COUNTRY CLUB; WOODMOOR OAKS; WOODMOOR RIDGE; TOP O'THE MOOR I; TOP O'THE MOOR II; LAKE WOODMOOR; TOP O'THE MOOR III; WOODMOOR MEADOWS; WOODMOOR HIGHLANDS I; WOODMOOR HIGHLANDS II; WOODMOOR FOREST; TOP O'THE MOOR IV; AND WOODCREST;

And to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

Section 1. Specific Purposes. The purpose or purposes for which the corporation is organized are:

(a) To promote and encourage the participation of all members of this organization in aiding and helping better, improve, and develop the Properties in any of the Woodmoor Subdivisions filed by the Woodmoor Corporation, El Paso County, Colorado.

(b) To prevent nuisances: to prevent the impairment of the attractiveness of the property, and thereby to secure to each individual owner the full benefit and enjoyment of his home and/or property with no greater restrictions upon the free and undisturbed use of his property than is necessary to insure the same advantage to other similar property owners; and, to insure the lasting beauty and investment value of the property.

(c) To control the building and structures placed in the Subdivision upon proper authority granted by the Woodmoor Corporation.

(d) To control Subdivision appearances, including the clearing of trees, control of commercial vehicles, refuse and rubbish, signs, animals, clotheslines and exterior tanks, and all other matters pertaining to the general appearance of the Subdivision.

(e) To enforce, either in its own name upon proper authority being granted by The Woodmoor Corporation, or in the name of the owner or owners of the property above described, any or all building restrictions which may have been heretofore, or may hereafter be, imposed upon any of the said above-described property, either in the form as originally placed thereon or as modified subsequently thereto; provided, however, that this right of enforcement shall not serve to prevent the right of the owner or owners of any Lot or parcel of land above described to enforce said building restrictions in the event they or any one of them elects so to do, or prevent such changes, releases, or modifications as are permissible in the deeds, contracts, declarations, agreements, or plats in which such restrictions and reservations are set forth; nor wherever and whenever such right of assignment exists. The expenses and costs of any such proceedings instituted by the Woodmoor Improvement Association shall be paid out of the general fund of said Association.

(f) To exercise all other and further rights, powers, and authority permitted by the laws of the State of Colorado governing non-profit corporations.

Section 2. Specific Authority. Specific authority is granted to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Offices of the County Clerk and Recorder, El Paso County, Colorado, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as set forth at length.

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members voting in person or by proxy, mortgage, pledge, deed in trust, or hypothecate an or all of its real or personal property as security for money borrowed or debts incurred.

(e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members voting in person or by proxy, agreeing to such dedication, sale, or transfer.

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of members voting in person or by proxy.

(g) Have and to exercise any and all powers, rights, and privileges, which a corporation organized under the Non-Profit Corporation Law of the State of Colorado by law, may now or hereafter have or exercise.

ARTICLE IV BOARD OF DIRECTORS

A Board of nine (9) Directors, who must be members of the Association, shall manage the affairs of this Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Steven N. Arnold	Monument, Colorado
John A. Thompson	Monument, Colorado
Robert L. Hanson	Denver, Colorado

From and after the date of this amendment and at the 1971 annual meeting, the members shall elect three (3) Directors for a term of one (1) year, three (3) directors for a

term of two (2) years, and three (3) Directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three (3) years.

ARTICLE V VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B Class B members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on January 1, 1975.

ARTICLE VI OFFICERS

The officers of this corporation shall be President, one or more Vice President, Secretary, and Treasurer, who shall serve for one (1) year or until their successors are duly elected and qualified. The election of said officers shall be held at the annual meeting of the Directors of the corporation and the officers shall assume the duties of their respective office immediately upon election.

The duties and responsibilities of the respective offices shall be set forth in the By-Laws of the Association.

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No dividend or distribution of the property of the corporation shall be made until all debts are fully paid, and then only upon its final dissolution upon a vote of the majority of the members.

ARTICLE VIII GOALS

This corporation shall never be operated for the primary purpose of carrying on a trade of business for profit. The assets and earnings of the corporation shall be used only for the purposes for which the corporation has been formed. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or interfere in any political campaign on behalf of any candidate for public office.

ARTICLE IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds of each class of members. Upon dissolution of the Association, other than incident to a 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 X MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to assessment, by the Association.

ARTICLE XII REAL AND PERSONAL PROPERTY

The corporation shall have the authority to convey or encumber any and all real and personal property belonging to the corporation. Any instrument of conveyance or encumbrance shall be executed by the President or Vice President of the corporation, and the seal of the corporation affixed and attached by the Secretary of the corporation. Any such conveyance or encumbrance shall be first approved by two-thirds (2/3) of the members in each class.

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended by a seventy-five per cent (75%) affirmative vote of all members present in person or by proxy at a meeting called for such purpose, as specified in the By-laws.

ARTICLE XIV
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of amending these Articles of Incorporation under the laws of the State of Colorado, we, the undersigned hereby certify that we have executed these amended Articles of Incorporation on this 8th day of July 1971.

John R. Perkins, President

ATTEST:
E. W. Humphrey, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

The foregoing instrument was acknowledged before me this 8th day of July 1971, by John R. Perkins, President, and E. W. Humphrey, Secretary, respectively, of the Woodmoor Improvement Association.

Witness my hand and seal

My commission expires:

Notary Public

232751

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF The Woodmoor Improve-
ment Association

NOT FOR PROFIT
DOMESTIC

FILED in the office of the Secretary of
State, of the State of Colorado, on the
3rd day of August A.D. 1971
BYRON A. ANDERSON
Secretary of State
Filing Clerk Sunahara Fees \$5
Old Age Pension Fund

RECORDED
ROLL 178 PAGE 2139

This document has been inspected
and properly indexed on the Re-
cords of the Flat Tax Department.

DEPARTMENT OF STATE
STATE OF COLORADO

Date Aug 5, 1971

[Signature] Clerk

8881 4 1971

[Signature]
Secretary of State

