

The document that follows is the FIRST DRAFT, effective as of October 12, 2020. No reliance should be made, nor representations inferred from, the contents of this draft document.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
CRYSTAL LAKES ROAD AND RECREATION ASSOCIATION, 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

Crystal Lakes Road and Recreation Association, 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 affirmative vote of Members holding at least a majority of the votes entitled to be cast in the Association who were present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum was present;

[Note: Your current Articles are silent with respect to amendment and therefore, this provision reflects the minimum approval required by Colorado law for amendments to the Articles. While the 1997 Articles of Amendment reference a 2/3 voting requirement, we find nothing in the current documents that support this requirement. It is possible that whoever prepared the Amendment used the amendment requirement for the Bylaws to determine the amendment requirement for the Articles, but this would not be consistent with Colorado law since the only amendment requirement in the Bylaws and Declaration are for those specific documents.]

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 the First through Seventh Articles, inclusive, and by substituting the following:

ARTICLE 1.

NAME

The name of the corporation is Crystal Lakes Road and Recreation Association, Inc. (the "Association").

[Note: This provision is similar to the First Article of your current Articles of Incorporation.]

ARTICLE 2.

DURATION

The duration of the Association shall be perpetual.

[Note: This provision is similar to the Second Article of your current Articles of Incorporation.]

ARTICLE 3.

DEFINITIONS

The definitions set forth in the Declaration of Unified Covenants, Conditions and Restrictions for Crystal Lakes Subdivision, as amended, ("Declaration") shall apply to all capitalized terms contained in these Articles, unless otherwise noted.

[Note: This provision has been added.]

ARTICLE 4.

NONPROFIT

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

[Note: This provision has been added.]

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 “Crystal Lakes Subdivision,” a planned community, and to operate and manage the Property and Common Elements 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 Crystal Lakes Subdivision 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 set forth in the Declaration;

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

(e) 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 Crystal Lakes Subdivision 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 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.

[Note: This provision simplifies the powers and duties set forth in the Third Article of your current Articles of Incorporation. The more specific powers and duties have been moved to your Bylaws.]

ARTICLE 6.

ELIMINATION OF CERTAIN LIABILITIES OF DIRECTORS

There shall be no liability, either direct or indirect, of any Director acting within the scope of his or her duties as a Director, or any other person serving the Association at the direction of the Board of Directors without compensation, to the Association or to its Members for monetary damages for breaches of fiduciary duties arising out of such services. Notwithstanding the foregoing, this provision shall not eliminate the liability of a Director to the Association or its Members for any breach, act, omission, or transaction for which the Act or the Colorado Revised Nonprofit Corporation Act expressly prohibits elimination of liability.

[Note: This provision has been added to incorporate limitation of liability provisions pursuant to Colorado law.]

ARTICLE 7.

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.

[Note: This provision has been added. Please note the Seventh Article of your current Articles of Amendment concerning the suspension of voting rights has been moved to the Bylaws.]

ARTICLE 8.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 300 Tami Rd, Red Feather Lakes, CO 80545. The current registered agent of the Association is Altitude Community Law P.C. at the registered address of 555 Zang Street, Suite 100, Lakewood, CO 80228-1011. 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.

[Note: This provision combines and updates the Fourth and Fifth Articles of your current Articles to reflect the information currently on file with Colorado Secretary of State's office.]

ARTICLE 9.

BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors which shall consist of five Directors.

[Note: This provision is similar to the Sixth Article of your current Articles. We could set a range in the number of Directors instead of a specific number so as to allow flexibility to change the number of Directors within that set range in the future without having to amend the Articles. In such event the exact number within that permissible range would be set in the Bylaws. References to the initial Board members have also been removed.]

ARTICLE 10. AMENDMENT

Amendment of these Articles shall require the affirmative vote of Members holding at least a majority of the votes entitled to be cast in the Association who are 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.

[Note: This provision is consistent with your current amendment requirements and Colorado law.]

ARTICLE 11. 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, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

[Note: This provision has been added.]

ARTICLE 12.
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.

[Note: This provision has been added.]

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this ____ day of _____, 20__.

**CRYSTAL LAKES ROAD AND
RECREATION ASSOCIATION, 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: David A. Closson, Altitude Community Law P.C., 555 Zang St., Suite 100, Lakewood, CO 80228.