

FILED  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

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**FIRST AMENDMENT TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

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SECRETARY OF STATE  
10-30-2002 14:21:42

NONPROFIT

**BATTLEMENT MESA SERVICE ASSOCIATION  
(A Nonprofit Corporation)**

THIS AMENDMENT is made this 3rd day of October, 2002.

The undersigned signs and acknowledges, for delivery to the Secretary of State of Colorado, this Amendment to the Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

**RECITALS**

A. Battlement Mesa Service Association ("Service Association") filed its Amended and Restated Articles of Incorporation of Battlement Mesa Service Association ("Amended Articles") with the State of Colorado, October 9, 1991 pursuant to the Colorado Nonprofit Corporation Act. Battlement Mesa Service Association is a duly incorporated nonprofit corporation.

B. Pursuant to Article XI of the Amended Articles, Service Association may amend the Amended Articles with the approval of Delegates representing at least two-thirds (2/3) of the Assessment Units present at a meeting of Delegates at which a quorum is in attendance. Pursuant to Article 6, Section 6.6 of the Amended and Restated Bylaws of Battlement Mesa Service Association, the presence of fifty-one percent (51%) of the votes of all Delegates, in person, shall constitute a quorum.

C. The undersigned, being the President and Secretary of the Association, hereby certify that the approval of Delegates representing at least two-thirds (2/3) of the Assessment Units present at a meeting of Delegates at which a quorum was in attendance, at a duly constituted Delegates meeting of the Service Association has been obtained for this Amendment as required under Article XI of the Amended Articles, and that the filed copy of this First Amendment shall be placed in the Battlement Mesa Service Association's corporate records and shall be available for review and inspection upon request.

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NOW THEREFORE,

I. Amendments. The Amended Articles are hereby amended as follows:

(a) **Repeal and Restatement.** Article VIII is hereby repealed in its entirety and the following Article VIII is substituted:

VIII. Proxy Voting

A Delegate may execute, in writing, and as more fully provided in the Bylaws, a proxy for the purposes of determining quorum with respect to a particular proposal and casting a vote for or against that proposal. Owners may also be authorized in the Bylaws of the Service Association to vote by proxy on any matters on which such Owners are entitled to vote, including the election of Delegates.

II. No Other Amendments. Except as amended by the terms of Amendment and all previous Amendments, the Amended Articles shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment is executed by the undersigned.

**BATTLEMENT MESA SERVICE ASSOCIATION,**  
a Colorado nonprofit corporation

By:   
President

By:   
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: Louisa K. Sanchez, Orten & Hindman, P.C., 11901 W. 48<sup>th</sup> Ave., Wheat Ridge, CO 80033.

FIRST ARTICLES OF AMENDMENT  
TO THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
BATTLEMENT MESA SERVICE ASSOCIATION

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Pursuant to the provisions of Article XI of the Amended and Restated Articles of Incorporation, the undersigned nonprofit corporation adopts the following Articles of Amendment to the Amended and Restated Articles of Incorporation:

**FIRST:** The name of the Corporation is Battlement Mesa Service Association. *Mcg*

**SECOND:** The following amendment to the Amended and Restated Articles of Incorporation was approved by vote of Delegates representing at least two-thirds (2/3's) of the Assessment Units at a meeting of the Delegates of the Association held on December 19, , 1995 in the manner prescribed in the Amended and Restated Articles of Incorporation. A Quorum was present at the meeting.

(a) Effective upon the filing of these First Articles of Amendment with the Colorado Secretary of State, the following shall be added to Article IV of the Articles of Incorporation:

The Service Association shall have the power and authority and has exercised this power and authority to eliminate or limit the personal liability of a Director to the Association or to the members, as allowed by law.

(b) Effective upon the filing of these First Articles of Amendment with the Colorado Secretary of State, the following shall be added to the Articles of Incorporation, as Article XIII:

XIII. Indemnification

The Service Association shall indemnify its directors, delegates, officers and employees to the extent and as allowed by C.R.S. § 7-109-101, et seq., as those statutes may be amended from time to time.

**THIRD:** No other amendments are presently made by the Corporation.

COMP. CH'D BJS

BATTLEMENT MESA SERVICE ASSOCIATION,  
a Colorado nonprofit corporation

George Helfenbein  
, President

ATTEST:

Deanna Traener  
, Secretary

STATE OF COLORADO )  
 ) ss.  
COUNTY OF Garfield )

Subscribed and sworn to before me this 19th day of December,  
1995, by George Helfenbein, President of Battlement Mesa  
Service Association.

Witness my hand and official seal.

My commission expires:

November 16, 1999

James D. Chapman  
Notary Public