

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BATTLEMENT MESA SERVICE ASSOCIATION

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation ("Articles") for the purpose of amending and restating, in its entirety, the existing Articles of Incorporation of Battlement Mesa Service Association pursuant to the Colorado Nonprofit Corporation Act.

I. NAME

The name of this corporation shall be Battlement Mesa Service Association ("Service Association").

II. DURATION

The period of duration of the Service Association shall be perpetual.

III. PURPOSES

The Service Association is organized to be and constitute the Service Association to which reference is made in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Battlement Mesa ("Declaration"). The Declaration is executed or to be executed by Battlement Mesa Partners, a Colorado general partnership ("Declarant"), and by the Service Association on behalf of the members thereof. The Declaration is recorded or to be recorded in the office of the Clerk and Recorder of Garfield County, Colorado. The Declaration relates to real property in Garfield County, Colorado, which is subject to the Declaration or may become annexed and made subject thereto ("Project Area"). Any real property which is, in fact, annexed and made subject to the Declaration is referred to as the "Service Association Area". Terms defined in the Declaration shall have the same meaning when used herein.

The Service Association is not organized in contemplation of pecuniary gain or profit to Members.

Specific purposes for which the Service Association is organized are:

(a) To exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Service Association as set forth in the Declaration or in any amendment to the Declaration;

(b) To provide for maintenance, preservation and architectural control of the Service Association Area, including Privately Owned Sites, Publicly Owned Sites and Service Association Properties;

(c) To promote, foster and advance the health, safety and welfare of residents within the Service Association Area;

(d) To fix, levy, collect and enforce payment, by any lawful means, of Assessments and other amounts payable by or with respect to Owners within the Service Association Area, as provided in the Declaration;

(e) To manage, control, operate, maintain, repair and improve Service Association Properties and to perform services and functions for or relating to the Service Association Area, all as provided in the Declaration;

(f) To enforce covenants, restrictions, conditions and equitable servitudes affecting the Service Association Area;

(g) To make and enforce rules and regulations with respect to the use of Privately Owned Sites and Service Association Properties, as provided in the Declaration; and

(h) To establish and maintain the Service Association Area as property of the highest quality and value, and to enhance and protect its value, desirability and attractiveness.

IV. POWERS

Except to the extent that its powers are explicitly limited by these Articles, the Bylaws, or the Declaration, the Service Association shall have all of the powers which a non-profit corporation may exercise under the Colorado Nonprofit Corporation Act and the laws of the State of Colorado in effect from time to time.

V. REGISTERED OFFICE AND AGENT

The initial registered office of the Service Association shall be at 73-G Sipprella Drive, Battlement Mesa, Parachute, Colorado 81635. The initial registered agent of the Service Association, whose business office is identical with such registered office, is William W. Wilde. The registered office and registered agent may be changed, without amendment of these Articles, as provided by statute.

VI. BOARD OF DIRECTORS

The affairs of the Service Association shall be managed by a Board of Directors. The duties, qualifications, number and term of Directors, and the manner of their election, appointment and removal, shall be as set forth in the Bylaws.

There shall be seven members of the Board of Directors at the time of filing these Articles. The names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Marge Goldhardt	210 Willow Creek Trail Parachute, Colorado 81635
Ed Grimes	76 W. Tamarack Circle Parachute, Colorado 81635
Dan Hansen	56 Columbine Lane Parachute, Colorado 81635
Fred Malo	4 West Ridge Court Parachute, Colorado 81635
Wes Preble	197 Roan Creek Drive Parachute, Colorado 81635
Rick Heaston	73-G Sipprelle Drive Parachute, Colorado 81635
William Wilde	73-G Sipprelle Drive Parachute, Colorado 81635

VII. MEMBERS

The "members" of the Association, as that term is used in the Colorado Nonprofit Corporation Act, shall be the Delegates elected by Owners (as these terms are defined in the Declaration), notwithstanding the fact that, in the Declaration and in the Bylaws of the Service Association, the Owners are referred to and designated as "Members". Wherever in the Colorado Nonprofit Corporation Act, reference is made to members (as, for example, in statutory provisions requiring an annual meeting of members, permitting removal of directors by members or relating to voting on amendments to these Articles) these references shall be deemed to apply to the Delegates.

Delegates shall be elected by Owners within Delegate Areas, as provided in the Declaration and in the Bylaws of the Service Association.

Each Delegate shall have one vote for each Assessment Unit located in the Delegate Area represented by such Delegate. Owners may instruct a Delegate as to the manner in which the Delegate is to vote on any issue as provided in the Declaration.

VIII. PROXY VOTING

A Delegate shall be entitled to vote in person but shall not be entitled to vote by proxy. Owners may 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.

IX. CUMULATIVE VOTING

Cumulative voting by Delegates shall not be permitted.

X. BYLAWS

The Service Association shall have the power to make and alter Bylaws, not inconsistent with these Articles or with the laws of the State of Colorado or with the Declaration, for the administration and regulation of the affairs of the Service Association.

XI. AMENDMENT OF ARTICLES

The Service Association may amend these Articles from time to time by vote 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. No amendment to these Articles shall be contrary to or inconsistent with any provision of the Declaration.

XII. DISSOLUTION

In the event of dissolution of the Service Association, the Service Association Properties shall, to the extent reasonably possible, be conveyed or transferred to an appropriate governmental agency or agencies, or to a nonprofit corporation, association, trust or other organization, to be used for the common benefit of Owners for similar purposes for which the particular Service Association Properties was held by the Service Association. To the extent that the foregoing is not possible, the Service Association Properties shall be sold or disposed of, and the proceeds from the sale or disposition shall be distri-

buted to Owners in accordance with the provisions of the Declaration relating to dissolution of the Service Association.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Battlement Mesa Service Association were approved by at least two-thirds (2/3) of all those members of the Service Association present in person or by proxy at a duly held special meeting of the Service Association held on August 2, 1991, at which a quorum was present. These Articles are executed this 28th day of August, 1991, by the President and Secretary of the Service Association.

BATLEMENT MESA SERVICE
ASSOCIATION

ATTEST:

Fred C. Malo
Secretary

Dan Hansen
President

STATE OF COLORADO)
) ss.
COUNTY OF GARFIELD)

The foregoing instrument was acknowledged before me this 28th day of August, 1991, by Dan Hansen as President and Fred Malo as Secretary of BATLEMENT MESA SERVICE ASSOCIATION.

Witness my hand and official seal.

My commission expires: June 17 1995.

Constance J. Rowland
Notary Public