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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871275557

1. Entity name: TAMARRON ASSOCIATION OF CONDOMINIUM OWNERS, INC.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

7. *(Optional)* Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

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8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

| | | | |
|---|------------------------------|--------------------------|-----------------|
| Landeryou | Christina | | |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> | <i>(Suffix)</i> |
| Suite 213 | | | |
| <i>(Street name and number or Post Office Box number)</i> | | | |
| 1199 Main Avenue | | | |
| Durango | CO | 81301 | |
| <i>(City)</i> | <i>(State)</i> | <i>(Postal/Zip Code)</i> | |
| | United States | | |
| <i>(Province - if applicable)</i> | <i>(Country - if not US)</i> | | |

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
TAMARRON ASSOCIATION OF CONDOMINIUM OWNERS, INC.**

WHEREAS, the members of the Tamarron Association of Condominium Owners, Inc. a Colorado nonprofit corporation desire to amend and restate the Articles of Incorporation to conform with the Colorado Common Interest and Ownership Act and accurately reflect the purposes of the Association. It is intended that these Amended and Restated Articles of Incorporation supersede all prior Articles and amendments filed with the Colorado Secretary of State on behalf of the Association.

WHEREAS, the nonprofit corporation has been in existence pursuant to Articles of Incorporation filed with the Colorado Secretary of State on July 15, 1974.

WHEREAS, not less than 66 2/3rds % of the entire membership of the Executive Board and not less than 66 2/3rds % of the entire membership of the Association have approved this amendment.

NOW THEREFORE, the undersigned hereby amend and restate the Articles of Incorporation, in their entirety, as follows:

ARTICLE I

Name

The name of the nonprofit corporation is: Tamarron Association of Condominium Owners, Inc. ("Association").

ARTICLE II

Term

This Association shall have perpetual existence.

ARTICLE III

Purposes and Powers of the Association

3.1 The Association shall operate the common interest community known as the Condominiums At Tamarron located in the County of La Plata, Colorado, (the "TACO Community") in accordance with the Amended and Restated Declaration of Covenants and Restrictions recorded April 2, 2009 under Reception No. 993460 (the "Declaration") as amended from time to time, the Colorado Common Interest Ownership Act ("CCIOA") of the Colorado Revised Statutes, as amended, and the Colorado Nonprofit Corporation Act, as amended.

3.2 The Association shall promote the health, safety, welfare, and common benefit of the residents of the TACO Community.

3.3 The Association shall do any and all permitted acts, and shall have and exercise any and all powers, rights, and privileges which are granted to a common interest community Association under the laws of the State of Colorado and the Declaration, Bylaws, Rules and Regulations, and other governing documents of the Association.

3.4 The foregoing statements of purpose shall be construed as a statement of both purposes and powers. 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.

3.5 The basic definitions set forth in the Declaration shall be applicable to these Articles.

ARTICLE IV **Nonprofit**

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

ARTICLE V **Membership Rights and Qualifications**

5.1 The classes, rights and qualifications and the manner of election or appointment of members are as follows: Any person who holds title to a Unit in the Common Interest Community shall be a member of the Association. A membership shall be automatically transferred upon the conveyance of a Unit.

5.2 The members shall be of one class: an Owner who owns a Unit as defined in the Declaration.

5.3 The Owners shall elect or remove members of the Executive Board as provided in the Bylaws. Each member shall be entitled to one vote per Unit owned, regardless of the number of Owners to the Unit. Neither fractional nor cumulative voting shall be allowed. The manner and exercising of votes by a Unit Owner shall be as set forth in the Bylaws of the Association.

ARTICLE VI **Executive Board**

The Executive Board shall consist of seven persons, all of whom shall be Owners. The number of board members may be changed from time to time by amendment to the Bylaws, except that in no event may the number of directors be fewer than three. The Executive Board shall be qualified and elected pursuant to the terms and conditions of the Bylaws of the Association.

ARTICLE VII
Liability and Indemnification

The standards of conduct, and liability, of the members of the Executive Board and officers of the Executive Board shall be as provided in the Bylaws and CCIOA. Indemnification of members of the Executive Board and officers of the Executive Board shall be as provided in the Bylaws.

ARTICLE VIII
Dissolution

Upon dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of any assets it may have to the Owner(s) in accordance with the Declaration. Any such assets not disposed of shall be disposed of by the District Court of La Plata County in such manner as to carry out the purposes of the Association and the Declaration.

ARTICLE IX
Amendment

Amendment to the Articles of Incorporation shall be proposed and adopted in the following manner:

5.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

5.2 Proposal and Adoption of Amendments. A resolution adopting a proposed amendment may be proposed by either the Executive Board of the Association or by members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, providing such writing is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, approval of such amendments must be either by the affirmative votes of:

a. Not less than 66-2/3% of the entire membership of the Executive Board and by not less than 66-2/3% of the members of the Association voting on the proposed amendment in person, by proxy, by ballot or otherwise; or

b. Not less than 75% of the members of the Association voting on the proposed amendment in person by proxy, by ballot or otherwise.

5.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing

by all members and the joinder of all record owners of mortgages upon the condominium units affected thereby. No amendment shall be made that is in conflict with CCIOA and the Declaration.

ARTICLE X

Registered Agent for Service and Address

The registered agent and registered office of the Association shall be the certified public accountant for the Association or such other person as determined by resolution of the Executive Board of the Association.

ARTICLE XII

Incorporators

The original incorporators of the Association were the following persons: Stanley D. Wadsworth, Lester I. Sherman, E.B. Hamilton, E.B. Hamilton, Jr.

ARTICLE XIII

Name and Address of Person Causing Document to Be Filed

The name and mailing address, of any one or more of the individuals who cause 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: Christina A. Landeryou, Esq., Gregory, Golden & Landeryou, LLC, Attorneys at Law, 1199 Main Avenue, Suite 213, Durango, CO 81301.

