

RESTATED
ARTICLES OF INCORPORATION
OF
FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION

For the purpose of continuing a nonprofit corporation, pursuant to the provisions of Title 7, Article 20, Colorado Revised Statutes, 1973, as amended, the undersigned have made, signed and acknowledged the following Restated Articles:

ARTICLE I

NAME

The name of the corporation shall be:

FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The business, objectives and purposes for which the corporation is formed are as follows:

A. To constitute the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions of Forest Park Homeowner's Recreation

Association, recorded in the office of the County Clerk and Recorder of the County of Arapahoe, State of Colorado, herein sometimes called "the Association," and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

B. To provide an entity for the furtherance of the recreational interest of the owners of Lots in the Association.

ARTICLE IV

POWERS

In furtherance of its purposes, but not otherwise, the corporation shall have the following powers:

A. All of the powers conferred upon nonprofit corporations by the common law and the Statutes of the State of Colorado in effect from time to time.

B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the above-referenced Declaration, including, without limitation, the following powers:

1. To make and collect assessments against members for the purpose of defraying the costs, expenses and any losses of the corporation, or of exercising its powers or of performing its functions.

2. To manage, control, operate, maintain, repair and improve the recreation area as defined in the Declaration.

3. To enforce covenants, restrictions, or conditions affecting any property to the extent this corporation may be

authorized under any such covenants, restrictions, or conditions, and to make and enforce rules and regulations for use of property in the recreation areas as defined in said Declaration.

4. To engage in activities which will actively foster, promote and advance the recreational interests of owners of Lots within the Association.

5. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation.

6. To borrow money for any purpose of this corporation, limited in amount or in other respects as may be provided in the aforesaid Declaration and the By-laws of this corporation.

7. To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of this corporation, with or in association with, any person, firm, association, corporation, or other entity or agency, public or private.

8. To act as agent, Trustee, or other representative of other corporations, firms and individuals, and as such, to advance the business or ownership interests of such corporations, firms or individuals.

9. To adopt, alter, and amend or repeal such By-laws as may be necessary or desirable for the proper management of the affairs of this corporation; provided, however, that such By-laws may not be inconsistent with or contrary to any provisions of the above-referenced Declaration.

10. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article IV.

ARTICLE V

MEMBERSHIPS

This Corporation shall be a membership corporation without certificates or shares of stock.

The membership of the Corporation shall be all those Owners as defined in Article II of the Declaration. All members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Article II. When more than one (1) person holds such 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 (1) vote be cast with respect to any Lot.

A membership in the Corporation and the share of a member in the assets of the Corporation shall not be assigned, encumbered, or transferred in any manner except as an appurtenance to transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, Deed of Trust, or other security instrument on a Lot as further security for a loan secured by a lien on such Lot.

A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains; provided, however, that the By-laws of the Corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the Corporation.

The Corporation may suspend the voting rights of a member for failure to comply with rules and regulations of the By-laws of the Corporation or with any other obligations of the owners of a Lot under the above-referenced Declaration, or agreement created thereunder.

The By-laws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of not less than three (3) nor more than ten (10) members, the specific number to be set forth from time to time in the By-laws of the Corporation. In the absence of any provisions in the By-laws, the Board shall consist of three (3) members.

Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the By-laws. Cumulative voting in the election of Directors shall be permitted.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner to be provided in the By-laws.

ARTICLE VII

OFFICERS

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed by the By-laws of the corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

CONVEYANCES AND ENCUMBRANCES

Corporate property may be conveyed or encumbered by authority of the Board of Directors or such person or persons to whom such authority may be delegated by Resolution of the Board. Conveyances or encumbrances shall be by instrument executed by the President or Vice President and by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The Registered Office of the Corporation shall be: Saunders, Snyder, Ross & Dickson, P.C., 303 East Seventeenth Avenue, Suite 600, Denver, Colorado 80203. The Registered Agent at such office shall be: Robert E. Schween, Esq.

ARTICLE X

INCORPORATION

The initial incorporators of this Corporation were as follows:

Joseph Barton

Richard Landrum

Elaine R. Spurgeon

ARTICLE XI

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner as provided under Colorado law provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provisions of the above-referenced Declaration.

IN WITNESS WHEREOF, for the purpose of restating these Articles of Incorporation under the laws of the State of Colorado, we, the undersigned, have executed these Restated Articles of Incorporation this ____ day of November, 1985.

Tom Galie

George Gabbard

Rob Schween

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The above and foregoing Restated Articles of Incorporation of Forest Park Homeowner's Recreation Association were duly sworn to and acknowledged by Tom Galie, George Gabbard, and Rob Schween this ____ day of _____, 198__.

Notary Public

(SEAL)

My Commission Expires:

Address:

318

1439

NOTICE OF RECORDING
STATE OF COLORADO

11/19/77

ARTICLES OF INCORPORATION

NOTICE OF RECORDING
STATE OF COLORADO

OF

FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION

325042

For the purpose of forming a non-profit corporation, pursuant to the provisions of Title 7, Article 20, COLORADO REVISED STATUTES, 1973, as amended, the undersigned hereby associate themselves together and have made, signed and acknowledged the following Articles:

ARTICLE I

NAME

The name of the corporation shall be:
FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The business, objects and purposes for which the corporation is formed are as follows:

A. To be and constitute the Association to which reference is made in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION, to be recorded in the office of the County Clerk and Recorder of the County of Arapahoe, State of Colorado, herein sometimes called "THE ASSOCIATION", and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein.

B. To provide an entity for the furtherance of the recreational interest of the owners of Lots in the Association.

TRANSACTION NO
D44917

100

ARTICLE IV

POWERS

In furtherance of its purposes, but not otherwise, the corporation shall have the following powers:

A. All of the powers conferred upon non-profit corporations by the common law and the Statutes of the State of Colorado in effect from time to time.

B. All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the above-referenced Declaration, including, without limitation, the following powers:

(1) To make and collect assessments against members for the purpose of defraying the costs, expenses and any losses of the corporation, or of exercising its powers or of performing its functions.

(2) To manage, control, operate, maintain, repair and improve the recreation area as defined in the Declaration.

(3) To enforce covenants, restrictions, or conditions affecting any property to the extent this corporation may be authorized under any such covenants, restrictions, or conditions, and to make and enforce rules and regulations for use of property in the recreation area as defined in said Declaration.

(4) To engage in activities which will actively foster, promote and advance the recreational interests of owners of lots within the Association.

(5) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of this corporation.

- 11 -

(6) To borrow money for any purpose of this corporation, limited in amount or in other respects as may be provided in the aforesaid Declaration and the By-laws of this corporation

(7) To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of this corporation, with or in association with, any person, firm, association, corporation, or other entity or agency, public or private.

(8) To act as agent, Trustee, or other representative of other corporations, firms and individuals, and as such, to advance the business or ownership interests of such corporations, firms or individuals.

(9) To adopt, alter, and amend or repeal such By-laws as may be necessary or desirable for the proper management of the affairs of this corporation; provided, however, that such By-laws may not be inconsistent with or contrary to any provisions of the above-referenced Declaration.

(10) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article IV.

ARTICLE V

MEMBERSHIPS

This corporation shall be a membership corporation without certificates or shares of stock. There shall be two (2) classes of memberships, to-wit: CLASS "A" and CLASS "B":

CLASS A. Class A Members shall be all those Owners as defined in ARTICLE II of the DECLARATION with the exception of the Declarant, K-B Industries, Inc. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by ARTICLE II. When more than one person holds such 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 (1) vote be cast with respect to any Lot.

CLASS B. The Class B Member shall be the Declarant, K-B Industries, Inc. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by ARTICLE II provided that the Class B Membership shall cease and be converted to Class A Membership in the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) On December 31, 1980.

A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered, or transferred in any manner except as an appurtenance to transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, Deed of Trust, or other security instrument on a Lot as further security for a loan secured by a lien on such Lot.

A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership

pertains; provided, however, that the By-laws of the corporation may contain reasonable provisions and requirements with respect to recording such transfers on the books and records of the corporation.

The corporation may suspend the voting rights of a member for failure to comply with rules and regulations or the By-laws of the corporation or with any other obligations of the owners of a Lot under the above-referenced Declaration, or agreement created thereunder.

The By-laws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties and responsibilities of the members.

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors.

The Board of Directors shall consist of not less than three (3) nor more than ten (10) members, the specific number to be set forth from time to time in the By-laws of the corporation. In the absence of any provisions in the By-laws, the Board shall consist of three (3) members.

Members of the Board of Directors shall be elected at the annual meeting of the members in the manner determined by the By-laws. Cumulative voting in the election of Directors shall be permitted.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner to be provided in the By-laws.

The names and addresses of the members of the first Board of Directors, who shall serve until the first election

1221

of Directors by the members and until their successors are duly elected and qualified, are as follows:

JOSEPH H. BARTON, 37 Viking Drive, Englewood, Colorado-80110.

MICHAEL D. BOCK, 2727 East Jamison Avenue, Littleton, Colorado - 80122

S. THOMAS GRAY, 2755 East Jamison Avenue, Littleton, Colorado - 80122

R. WILLIAM BARKER, 2798 East Jamison Avenue, Littleton, Colorado - 80122

LILLY BUDD, 7755 Park Drive, Franktown, Colorado - 80116.

Any vacancies in the Board of Directors occurring before the first election of Directors by members shall be filled by the remaining Directors.

ARTICLE VII

OFFICERS

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board believes will be in the best interests of the corporation. The officers shall have such duties as may be prescribed by the By-Laws of the corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

CONVEYANCES AND ENCUMBRANCES

Corporate property may be conveyed or encumbered by authority of the Board of Directors or such person or persons to whom such authority may be delegated by Resolution of the Board. Conveyances or encumbrances shall be by instrument executed by the President or Vice President and by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of the corporation

shall be:

2788 East Jamison Avenue
Littleton, Colorado - 80122

The initial Registered Agent at such office shall be:

JOSEPH BARTON

ARTICLE X

INCORPORATION


The incorporators of this corporation and their addresses are as follows:


- | | |
|--------------------|---|
| JOSEPH BARTON | 2788 East Jamison Avenue
Littleton, Colorado - 80122 |
| RICHARD LANDRUM | 373 Race
Denver, Colorado - 80206 |
| ELAINE R. SPURGEON | 5856 Parfet Court
Arvada, Colorado - 80004 |

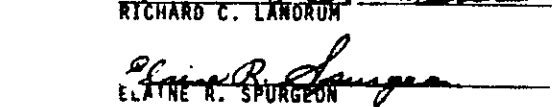
ARTICLE XI

Amendments to these Articles of Incorporation shall be adopted, if at all, in the manner as provided under Colorado Law provided, however, that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provisions of the above-referenced Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Colorado, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this ___ day of April, 1977.


 JOSEPH BARTON


 RICHARD C. LANDRUM


 ELAINE R. SPURGEON

STATE OF COLORADO }
COUNTY OF JEFFERSON } ss.

The above and foregoing Articles of Incorporation of Forest Park Homeowner's Recreation Association were duly

1416

sworn to and acknowledged by JOSEPH BARTON, RICHARD LANDRUM and
ELAINE R. SPURGEON, this 26 day of April, 1977.

My Commission Expires: My Commission expires March 26, 1980

Sharon C. Jones
Notary Public

(SEAL)

RECORDED
ROLL 381 PAGE 1433

STATE OF COLORADO
STATEMENT OF CHANGE

For Office Use Only

REGISTERED OFFICE AND/OR REGISTERED AGENT
PLEASE TYPE OR PRINT CLEARLY

The exact Corporate Name, current Registered Office & current Registered Agent are:
 JOHN BURTON
 AGENT FOR
 FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION
 2783 EAST JAMISON AVENUE
 LITTLETON, CO 80122

LN 0325042 ✓
003742

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STATE OF COLORADO
DEPT. OF STATE

The Corporation named herein makes the following statement:

385275
310

The State or Country of incorporation is: COLORADO

The complete street address of the Corporation's REGISTERED OFFICE shall be changed to:
REMAIN THE SAME

The name of the Corporation's SUCCESSOR REGISTERED AGENT IS:
MICHAEL D. BOCK

The address of the Corporation's Registered Office and the address of the Corporation's Registered Agent, as changed, will be identical.

The complete street address of the Corporation's principal place of business in Colorado is:
2783 E. JAMISON AVE LITTLETON, CO 80122

(If this statement is executed by the Registered Agent) A copy of this statement has been forwarded to the corporation.

STATE OF Colorado
COUNTY OF Arapahoe

Pursuant to the provisions of Title 7, C.R.S. 1973, I, MICHAEL D. BOCK, the
PRES. of FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION, COLORADO
 (Title) (Corporate Name) (State or Country of incorporation)

corporation, being duly sworn or affirmed, deposes and declares that this statement has been examined by me and to the best of my knowledge and belief, is true, correct and complete.

Corporate Name: Forest Park Homeowner's Recreation Assoc
 By: Michael D. Bock
 (Authorized Signature)
 Its _____ President

Subscribed and sworn to before me this 15th day of February, 1979

My commission expires 12/12/82
Linda Featherstone
 Notary Public

RECORDED

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FILED

MAIL TO:

COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

for office use only

SUBMIT ONE
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

This document must be typewritten ...

2116325042

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of the State of Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

FOREST PARK HOMEOWNER'S RECREATION ASSOCIATION

Second: the address of its REGISTERED OFFICE is Saunders, Snyder, Ross & Dickson, P.C., 303 East Seventeenth Avenue, Suite 600, Denver, CO 80203

Third: The name of its REGISTERED AGENT is Robert E. Schween, Esq.

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is P. O. Box 2193, Littleton, CO 80161

Forest Park Homeowner's (Note 1)
Recreation Association

By Tom Galie (Note 2)
Tom Galie, President

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

Its _____ resident
Its _____ registered agent (Note 3)
Its _____ general partner

STATE OF COLORADO

COUNTY OF ARAPAHOE

Subscribed and sworn to before me this 21 day of August, 1985.
My commission expires July Commission Expires 7-1-85

Denise Smith
UNITED BANK OF ARAPAHOE
NATIONAL ASSOCIATION
8350 E. ARAPAHOE ROAD
ENGLEWOOD, COLO. 80112

- Notes: 1. Exact name of corporation or limited partnership making the statement.
- 2. Signature and title of officer signing (for the corporation, must be president or vice-president; for a limited partnership, must be a general partner).
- 3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- 4. Signature of notary public must be exactly as shown on notarial seal, and must agree with notarial commission.

[Handwritten initials]

SS Form DEF 11 Rev. 1-88

MAIL TO:

COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

for office use only

SUBMIT ONE
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

This document must be typewritten.

10-3-25042

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

Forest Park Homeowner's Recreation Association

Second: the address of its REGISTERED OFFICE is 707 17th Street, Suite 3500,
Denver, Colorado 80202

Third: The name of its REGISTERED AGENT is Robert E. Schween

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is None

FOREST PARK HOMEOWNER'S (Note 1)
RECREATION ASSOCIATION

By [Signature] (Note 2)

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not for profit corporation or a limited partnership, this form must be notarized. If you are a business profit corporation, no notarization is required.

Its X president
Its _____ registered agent (Note 3)
Its _____ general partner

STATE OF COLORADO

COUNTY OF ARAPAHOE

Subscribed and sworn to before me this 3rd day of December, 1987.

My commission expires Nov. 14, 1990

[Signature]
Notary Public (Note 4)
1218 Quari Street, Aurora, CO 80011
Address

- Note 1 Exact name of corporation or limited partnership making the statement
- Note 2 Signature and title of officer signing (for the corporation, must be president or vice president, for a limited partnership, must be a general partner)
- Note 3 Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- Note 4 Signature of notary public must be exactly as shown on notary seal. Notary must agree with notarial commission.

COMPUTER UPDATE COMPLETE