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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: 19871521085

1. Entity name: PHEASANT CREEK HOMEOWNERS ASSOCIATION, 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

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<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>555 Zang St., Suite 100</u>			
<small>(Street name and number or Post Office Box number)</small>			
<u>c/o HindmanSanchez P.C.</u>			
<u>Lakewood</u>	<u>CO</u>	<u>80228</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<u></u>	<u>United States</u>		
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
PHEASANT CREEK HOMEOWNERS 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

Pheasant Creek Homeowners 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 a majority of the Members present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present;

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

**ARTICLE 1.
NAME**

The name of the corporation is Pheasant Creek Homeowners Association, Inc. (the "Association").

**ARTICLE 2.
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE 3.
DEFINITIONS**

The definitions set forth in the Declaration of Covenants, Conditions, and Restrictions of Pheasant Creek Townhomes, as amended, ("Declaration") shall apply to all capitalized terms contained in these Articles, unless otherwise noted or the context provides otherwise.

**ARTICLE 4.
NONPROFIT**

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

**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 "Pheasant Creek Townhomes," a planned community, and to operate and manage the Property and Common Area included within the Community, situated in Jefferson 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 Pheasant Creek Townhomes 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 applicable to common interest communities created prior to July 1, 1992, and as set forth in the Declaration;
- (d) To act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance, and improvement of the lands and improvements owned by the Members and this Association;
- (e) To provide for administration, maintenance, preservation, improvement, and architectural review as contained in the Declaration;
- (f) To promote, foster, and advance the health, safety, and welfare of the residents;

**ARTICLE 9.
BOARD OF DIRECTORS**

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors may consist of any number between three and five persons. This number is set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

**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 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.

**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.

**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.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 9th day of October, 2016.

**PHEASANT CREEK HOMEOWNERS
ASSOCIATION, INC.,**
a Colorado nonprofit corporation,

Mark Taylor
President

Lucretia L. Wells
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: Elina B. Gilbert, HindmanSanchez P.C., 555 Zang St., Suite 100, Lakewood, CO 80228.