

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MOUNTAIN SPRINGS RANCH HOMEOWNERS ASSOCIATION**

WHEREAS, Charles S. Marsh and Loyal E. Leavenworth created the Mountain Springs Ranch Homeowners Association (the "Association") by adopting Articles of Incorporation on August 22, 1980 pursuant to Articles 20 through 29, of Title 7, Colorado Revised Statutes, which Articles were duly filed with the Colorado Secretary of State; and

WHEREAS, the Association's members adopted a resolution to amend the Articles of Incorporation by the First Amendment thereto, adopted on February 6, 2021; and

WHEREAS, the Association's members adopted a resolution on October 16, 2023 to further amend and restate the Articles, of Incorporation incorporating the First Amendment and making certain other necessary and desirable amendments to the Articles of Incorporation and replacing all prior Articles of Incorporation in their entirety.

NOW THEREFORE, effective as of the day of October 16, 2023, the Amended and Restated Articles of Incorporation of Mountain Springs Ranch Homeowners Association (the "Articles") shall read as follows:

ARTICLE I – NAME

The name of the corporation shall be MOUNTAIN SPRINGS RANCH HOMEOWNERS ASSOCIATION, hereinafter called the "Association."

ARTICLE II – ORGANIZATION

The Association is organized pursuant to the Colorado Common Interest Ownership Act ("CCIOA"), C.R.S. §§ 38-33.3-101, *et seq.* and the Colorado Nonprofit Corporation Act, C.R.S. § 7-121-101 *et seq.*

ARTICLE III – DURATION

The period of duration of the Association shall be perpetual.

ARTICLE IV – PURPOSES

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

1. To protect and maintain the lands within Mountain Springs Ranch located within Garfield County, Colorado, as a highly desirable rural residential area; and to do all things and perform all acts necessary or desirable in connection with said purpose as may be assigned to it in the Declaration of Covenants for Mountain Springs Ranch, as may be amended and recorded in the real property records of Garfield County, Colorado;

2. To exercise all the powers authorized or permitted to a corporation not for profit by the laws of the State of Colorado, now in force or hereinafter in effect.

ARTICLE V – DIRECTORS

The business, affairs, and property of the Association shall be managed by a Board of Directors, elected by the Members according to duly adopted Bylaws of the Association.

ARTICLE VI – OFFICES

The Association may have one or more offices at such place or places within or without the State of Colorado as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE VII – MEMBERSHIP

1. This Association shall be a membership association without certificates or shares of stock. The members of the Association shall be those persons or entities who are the owners, from time to time, of individually described tracts of land located within the area known as Mountain Springs Ranch (“Lots”) as described in Exhibit A, attached hereto, ownership of which automatically makes the owner a “Member” of the Association.

2. No person or entity shall continue to be a Member after divesting themselves of title in fee to any Lot within Mountain Springs Ranch.

3. The Bylaws may contain provisions, not inconsistent with the foregoing, setting forth the rights, privileges, duties, and responsibilities of the Members.

ARTICLE VIII – INDEMNIFICATION

The Association shall indemnify any and all of its Directors, officers or agents as set forth in the Bylaws.

ARTICLE X – AMENDMENTS

This Association reserves the right to amend, alter, change, or repeal provisions contained in, or to add any provision to, its Articles of Incorporation from time to time by resolution adopted by sixty-seven percent (67%) of the votes of all of the Members.

ARTICLE XI – DISSOLUTION

This Association may be dissolved by a vote of seventy-five percent (75%) of the votes entitled to be cast by its Members and in accordance with the laws of the State of Colorado. Upon dissolution, the properties and assets of this Association shall be distributed to its Members pro rata in the same proportion as the votes entitled to be cast by the Members at the time of dissolution, and in accordance with the laws of the State of Colorado.

