

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE ORCHARD HOMEOWNERS' ASSOCIATION, INC.
(A Colorado 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

The Orchard 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 assent of two-thirds percent of the Members;

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 I through XI, inclusive, and by substituting the following:

**ARTICLE 1
NAME**

The name of the corporation is The Orchard Homeowners' Association, Inc. (the "Association").

[Note: This provision is similar to Article I of your current Articles of Incorporation.]

**ARTICLE 2
DURATION**

The duration of the Association shall be perpetual.

[Note: This provision is similar to Article II of your current Articles of Incorporation.]

ARTICLE 3 DEFINITIONS

The definitions set forth in The Amended and Restated Declaration of Covenants, Conditions and Restrictions of The Orchard, a Planned Residential Community, as amended, ("Declaration") shall apply to all capitalized terms contained in these Articles of Incorporation, unless otherwise noted.

[Note: This provision is similar to Article IV of your current Articles of Incorporation.]

ARTICLE 4 NONPROFIT

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

[Note: This provision is similar to Article VI of your current Articles of Incorporation.]

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 "The Orchard," 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 The Orchard 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 set forth in the Declaration;

(d) To provide for administration, maintenance, preservation, improvement, and architectural review as contained in the Declaration; and

(e) To do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, and do any and all acts that, in the opinion of the Board, will promote the common benefit and enjoyment of the Owners and residents within The Orchard Community, and to have and to exercise any and all powers, rights, and privileges which are granted under the Act, the Declaration, Bylaws, and the laws applicable to a nonprofit corporation of the State of Colorado.

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.

[Note: This provision simplifies the powers and duties set forth in Article V of your current Articles of Incorporation. The more specific powers and duties have been moved to the Amended and Restated Bylaws.]

ARTICLE 6 ELIMINATION OF CERTAIN LIABILITIES OF DIRECTORS

There shall be no liability, either direct or indirect, of any Director acting within the scope of their duties as a Director, or any other person serving the Association at the direction of the Board of Directors, without compensation, to the Association or to its Members for monetary damages for breaches of fiduciary duties arising out of such services. Notwithstanding the foregoing, this provision shall not eliminate the liability of a Director to the Association or its Members for any breach, act, omission, or transaction for which the Act or the Colorado Revised Nonprofit Corporation Act expressly prohibits elimination of liability.

[Note: This provision has been added to incorporate limitation of liability provisions pursuant to the Colorado Revised Nonprofit Corporation Act ("[Nonprofit Act](#)").]

ARTICLE 7 MEMBERSHIP RIGHTS AND QUALIFICATIONS

There shall be one membership for each Lot owned within the Community. This membership shall be automatically transferred upon the conveyance of that Lot. The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for Assessments, and the method of collection of Assessments shall be contained in the Declaration, the Articles of Incorporation, and Bylaws of the Association.

[Note: This provision simplifies and combines Articles VII and VIII of your current Articles of Incorporation. The more specific membership and voting provisions have

been moved to the A&R Bylaws and/or Declaration.]

ARTICLE 8 PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 4618 Fig St., Golden, CO 80403. The current registered agent of the Association is Altitude Community Law P.C. at the registered address of 555 Zang St., Ste 100, Lakewood, CO 80228. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Directors.

[Note: This provision is similar to Article III of your current Articles of Incorporation and reflects the information currently on file with Colorado Secretary of State's office as far as the principal office, and to be updated with respect to the registered agent.]

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. The specific number is set forth in the Bylaws.

[Note: This provision revises Article IX of your current Articles of Incorporation to remove references to the names of the initial Board members. Additionally, this provision has been revised to set a range in the number of Directors instead of a specific number so as to allow the Board flexibility to change in the future without having to amend the Articles of Incorporation. The Bylaws specify the exact number of directors pursuant to Colorado law.]

ARTICLE 10 AMENDMENT

Amendment of these Articles of Incorporation, except for amendments that may be adopted by the Board of Directors pursuant to the Colorado Revised Nonprofit Corporation Act, shall require the affirmative vote of a majority of Members, assuming at least a quorum of Members vote; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

[Note: This provision revises Article X of your current Articles of Incorporation to lower the future amendment requirement from 67% of all Owners to a majority of the Members present and voting, at a duly constituted meeting of the Members, which

reflects the minimum owner approval required under the Nonprofit Act for amendments to the Articles of Incorporation.]

ARTICLE 11 DISTRIBUTION OF ASSETS UPON 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.

[Note: This provision is similar to Article XI of your current Articles of Incorporation.]

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.

[Note: This provision has been added per recommendation of the attorney.]

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this _____ day of _____, 20____.

THE ORCHARD HOMEOWNERS'
ASSOCIATION, INC., a Colorado
nonprofit corporation

President

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: Melissa M. Garcia, Altitude Community Law P.C., 555 Zang Street, Suite 100, Lakewood, Colorado 80228-1011.

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to the appointment as registered agent for the Association.

Altitude Community Law P.C.

BY: _____
Melissa M Garcia, Authorized
Representative

STATE OF COLORADO)
)ss:
COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this _____ day of _____,
2025.

Witness my hand and official seal.

Notary Public
My Commission Expires: