

# STATE OF COLORADO

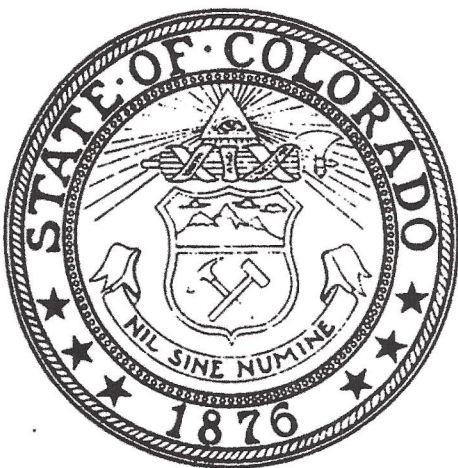


DEPARTMENT OF  
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A CERTIFICATE OF RESTATED AND AMENDED ARTICLES OF INCORPORATION TO LAKERIDGE ASSOCIATION, A NONPROFIT CORPORATION.



*Natalie Meyer*  
SECRETARY OF STATE

DATED: OCTOBER 21, 1986

NONPROFIT

RECEIVED

OCT 21 4 15 PM '86

STATE OF OHIO

RESTATED ARTICLES OF INCORPORATION WITH AMENDMENTS  
ORIGINAL FILED 12-26-46  
OF THE

LAKERIDGE ASSOCIATION

(A Nonprofit Corporation)

- FIRST: The name of the corporation is Lakeridge Association.
- SECOND: These Restated and Amended Articles of Incorporation correctly set forth the provisions of the articles of incorporation of the corporation, as amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation of the corporation and all amendments thereto.
- THIRD: At a meeting of the members of the corporation held on March 24, 1986, at which a quorum was present, a resolution was adopted by at least two-thirds of the members of the corporation whereby the following were designated as the Restated and Amended Articles of Incorporation of the corporation:

Article I

Name

The name of the corporation shall be:

Lakeridge Association.

Article II

Period of Duration

This corporation shall exist in perpetuity, unless dissolved according to law.

Article III

Objects and Purposes

The objects and purposes for which this corporation is formed (none of which shall be for pecuniary profit) are as follows:

- (a) To maintain and operate roadways, lakes, easements, park lands, real estate and interests in real estate, group services, community enterprises, and other undertakings for persons resident in the same general vicinity.

(b) To own real estate, personal property and tangible and intangible rights and interests of every kind; to take conveyances and accept gifts thereof; to convey, lease, encumber and otherwise deal in and dispose of any property of the corporation; to make contracts, to conduct businesses, to borrow money, and generally to engage in any enterprise not prohibited by law which the Directors deem appropriate to carry out the general objects of the Association.

(c) To make and collect assessments against its members in accordance with the bylaws.

#### Article IV

##### Powers

In furtherance of the preceding purposes, and subject only to the subsequent provisions of these Articles of Incorporation, the corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon non-profit corporations organized under the laws of the State of Colorado, provided that the corporation shall not have the power to sell, transfer or dispose of any real property owned by the corporation from time to time except with the prior consent of eighty five percent (85%) of the members of the corporation.

#### Article V

##### Membership

The corporation shall have members, the classes, manner of election or appointment, and qualifications and rights of whom shall be set forth in the bylaws of the corporation.

#### Article VI

##### Capital Stock

The corporation shall have no capital stock.

#### Article VII

##### Board of Directors

The affairs and management of the corporation shall be under the control of a Board of Directors. The Board of Directors of the corporation shall be composed of not less than three nor more than seven directors. Directors shall serve for the terms stated in the bylaws of the corporation.

Article VIII

Bylaws

The Board of Directors, with the consent of 2/3 of the members of the corporation, shall have the power to adopt such bylaws as it may deem proper for the management of the affairs of the corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance. Once adopted, such bylaws may only be altered or amended with the consent of two-thirds of the members of the corporation.

Article IX

Officers

The corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article X

No Pecuniary Profit

No member, director, officer, or employee of the corporation shall receive any pecuniary profit from the operation thereof, but may be paid reasonable compensation for services actually performed in affecting one or more of its objects and purposes.

Article XI

Amendment of Articles

The corporation reserves the right to alter, amend, change or repeal any provision hereof, in the manner now or hereafter prescribed by law, and all rights conferred upon members or directors of the corporation are conferred subject to this reservation.

Article XII

Principal Office, Registered Office and Registered Agent

The principal office for the transaction of the business of

the corporation in the State of Colorado shall be in the City and County of Denver. The address of the registered office of the corporation is 4600 W. Lakeridge Road, Denver, Colorado 80219, and the name of the registered agent at such address is Ralph L. Toran. Either the registered office or the registered agent may be changed in the manner permitted by law.

FOURTH: Except for the designated amendments these Restated and Amended Articles of Incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and these Restated and Amended Articles of Incorporation together with the designated amendments supersede the original articles of incorporation and all amendments thereto.

FIFTH: The number of members of the corporation at the time of these Restated and Amended Articles of Incorporation was 68 and the number of members entitled to vote thereon 67.

SIXTH: The number of members who voted for the Restated and Amended Articles of Incorporation was 36 and the number of members who voted against such Restated and Amended Articles of Incorporation was: None.

IN WITNESS WHEREOF, the undersigned have executed these Restated Articles of Incorporation this 8th day of July 1986.

Ralph L. Toran  
President

Mary Jane Schock  
Secretary

CORPORATE SEAL

STATE OF COLORADO )  
                                  ) )  
CITY AND COUNTY OF DENVER )

Acknowledged before me this 8th day of July, 1986, by Ralph L. Toran as President and Mary Jane Schock as Secretary of Lakeridge Association, a Colorado nonprofit corporation.

WITNESS my hand and official seal.  
My commission expires: March 26, 1988.

Dolores H. Parsons  
Notary Public