

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**FOR**  
**ANTLERS CONDOMINIUM ASSOCIATION, INC.**  
**(A Nonprofit Corporation)**

The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

Antlers Condominiums Vail Lionshead Corp., a Colorado nonprofit corporation (hereinafter referred to as the "Association"), hereby certifies to the Secretary of State of Colorado that:

**FIRST:** The Association desires to amend and restate its Articles of Incorporation currently in effect as hereinafter provided.

**SECOND:** The provisions set forth in these Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto. These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended.

**THIRD:** The Articles of Incorporation of the Association are hereby amended by striking in their entirety Articles I through X, inclusive, and by substituting in lieu thereof the following:

**ARTICLE 1.**

**NAME**

The name of this corporation is Antlers Condominium 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 Antlers Condominiums Vail/Lionshead, a Condominium Community, as amended, shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

**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 "Antlers Condominiums Vail/Lionshead, a Condominium Community," and to operate and manage the Real Estate and Common Elements included within the Community, situated in the County of Eagle, State of Colorado, subject to the Declaration, a Condominium Map, 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 Units and the Common Elements in the Community for the benefit of the Members;
- (b) To eliminate or limit the personal liability of a Director to the Association or to the Members for monetary damages for breach of fiduciary duty as a Director, as allowed by law;
- (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 Real Estate and Common Elements under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act"), 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 and to act for and on behalf of the Real Estate and Common Elements, including, without limitation, exercising any development rights allowed in the Declaration, and representing the Association before any city council or other governmental body having jurisdiction over the Association or services proved to the Association; 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 occupants, residents and Unit Owners of the 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 foregoing statements of purpose shall be construed as a statement of both purposes and powers. 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. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

## **ARTICLE 6.**

### **MEMBERSHIP RIGHTS AND QUALIFICATIONS**

Any person who holds title to a Unit in the Community shall be a "Member" of the Association. There shall be one (1) membership for each Unit owned within the Community. This membership shall be automatically transferred upon the conveyance of that Unit. The authorized number and qualifications of Members of the Association, any classes of Members, the voting and other rights and privileges of Members, Members' liability for dues and assessments, and the method of collection of dues and assessments shall be as set forth in the Declaration and Bylaws of the Association.

## **ARTICLE 7.**

### **PRINCIPAL OFFICE AND REGISTERED AGENT**

The current principal office of the Association is 680 West Lionshead Place, Vail, CO 81657. The current registered agent of the Association is Orten & Hindman, P.C., at the registered address of 11901 W. 48<sup>TH</sup> Avenue, Wheat Ridge, Colorado 80033-2166. 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.

**ARTICLE 8.**  
**EXECUTIVE BOARD/BOARD OF DIRECTORS**

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors (Executive Board). The initial Executive Board shall consist of five (5) persons, and this number may be changed by a duly adopted amendment to the Bylaws.

**ARTICLE 9.**  
**AMENDMENT**

Amendment of these Articles shall require the assent of at least a majority of the votes which Members of the Association present, in person or by proxy, at a meeting of the Members at which a quorum is obtained, are entitled to cast; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration. Further, an Amendment may also be made pursuant to the assent of at least a majority of a quorum of the Members voting by mail.

**ARTICLE 10.**  
**DISSOLUTION**

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as a part of their Unit, in proportion to their allocated interests, unless otherwise agreed or provided by law.

**ARTICLE 11.**  
**INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Declaration shall control over these Articles of Incorporation.

FOURTH: By resolution of the Board of Directors of the Association, pursuant to and in accordance with Colorado law, the Board of Directors of the Association set forth the foregoing Amended and Restated Articles of Incorporation. The foregoing Amended and Restated Articles of Incorporation received the approval of at least a majority of the votes, at a meeting of the Members at which at least a quorum was present.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation in duplicate this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Name  
Title

\_\_\_\_\_  
Name  
Title

STATE OF COLORADO            )  
  )ss:  
COUNTY OF JEFFERSON        )

The foregoing was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 1999.

Witness my hand and official seal.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

**CONSENT OF REGISTERED AGENT**

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

**ORTEN & HINDMAN, P.C.**

BY: \_\_\_\_\_  
Authorized Agent

STATE OF COLORADO            )  
  )ss:  
COUNTY OF JEFFERSON        )

The foregoing was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 1999.

Witness my hand and official seal.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_