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Office of the Secretary of State

1487

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is DER BERGHOF ASSOCIATION.

SECOND: The following amendment has been adopted by the members of the corporation in the manner prescribed by the Colorado Nonprofit Corporation Act:

The following Articles I through 14 are substituted for existing Articles I through XIV:

1. Name. The name of this corporation shall be:

Der Berghof Association.

2. Duration. The period of duration of this corporation shall be perpetual.

3. Purposes. The purposes for which this corporation is organized are:

(a) To be and constitute the Association to which reference is made in the General Law Declaration for Der Berghof (herein called the "Declaration") recorded in Book 287, beginning at page 219, in the office of the Clerk and Recorder of the State of Colorado, relating to a condominium ownership project in the City of Aurora, Colorado, created pursuant to the provisions of the Condominium Act.

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(d) To maintain the Project as a prime condominium ownership project of the highest quality and value, and to enhance and protect its value, desirability and attractiveness.

(e) To levy and collect assessments from owners of condominium units in the Project, as provided in the Condominium Declaration.

(f) To manage, control, operate, maintain, repair and improve, or to engage another party to manage, control, operate, maintain, repair and improve, the common elements of the Project, as defined in the Colorado Condominium Ownership Act and the Condominium Declaration.

(g) To enforce covenants, restrictions and conditions affecting the Project to the extent this corporation may be authorized to do under any such covenants, restrictions or conditions.

(h) To make and enforce rules and regulations with respect to the use of common elements and condominium units in the Project, as provided in the Condominium Declaration.

(i) To perform all obligations of the Association under the Condominium Declaration.

(j) To exercise all of the powers which a nonprofit corporation may exercise under the common law and the statutes of the State of Colorado in effect from time to time.

Each purpose specified herein is an independent purpose and is not to be restricted by reference to or inference from the terms of any other purpose.

4. Registered Office and Registered Agent. The corporation shall have and continuously maintain in Colorado a registered office which may be the same as its principal office

The initial registered office of the corporation shall be 624 17th Street, Denver, Colorado 80202. The initial registered agent of the corporation, whose business office is identical with such registered office, is James W. Manning.

5. Board of Directors. The affairs of the corporation shall be managed by a Board of Directors. Directors need not be residents of Colorado but must be members of the corporation. The Bylaws of the corporation may prescribe other qualifications for directors.

The number of directors of the corporation shall not be less than three. Subject to such limitation, the number of directors shall be fixed by the Bylaws and may be increased or decreased from time to time by amendment of the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

The initial Board of Directors shall consist of four members who shall hold office until their successors have been elected by members as provided for in the Bylaws. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
James W. Manning	4193 South Dahlia Street Englewood, Colorado 80110
Hugh J. McGee, Jr.	3928 South Jasmine Street Denver, Colorado 80237
James Carder	2225 South Columbine Street Denver, Colorado 80210
Robert H. Durham	3100 South Cherry Creek Drive Denver, Colorado 80209

6. Incorporator. The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
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7. Members. Each owner of a condominium unit in the Project, by virtue of being such an owner and for so long as he is such an owner, shall be a member of the corporation; provided, however, that there shall be only one membership in the corporation for each condominium unit. No person or entity other than an owner of a condominium unit in the Project may be a member of the Association.

8. Voting Rights. Where the vote of the members is required or permitted by the statutes of the State of Colorado, the Condominium Declaration, these Articles of Incorporation, or the Bylaws of the corporation, the owner or, in the case of multiple owners of the same condominium unit, the multiple owners together of each condominium unit shall have one vote.

In the event of multiple owners of the same condominium unit in the Project, the multiple owners shall share the vote of the condominium unit so owned in the same proportionate interest as fee simple title to the condominium unit is held; by purchasing a condominium unit in the Project, each such multiple owner appoints each other multiple owner of the same condominium unit as the agent and attorney-in-fact for the multiple owners who are not present or represented by proxy, for the purpose of casting the vote of that condominium unit.

Voting by proxy shall be permitted. Proxies must be executed in writing by the owner or owners of condominium units in the Project or by his or their duly authorized attorney-in-fact and must be filed with the Secretary of the corporation before the appointed time of each meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

The corporation may suspend the voting rights of a member for failure to comply with rules or regulations of the Association or for failure to comply with any other obligations of the owners of a condominium unit under the Condominium Declaration; provided that no such suspension of voting rights shall invalidate the rights of First Mortgagees, as defined in the Condominium Declaration.

At any election of the members of the Board of Directors of the corporation, every owner entitled to vote may cumulate his votes and give any one or more candidates a number of votes equal to the number of votes said owner may cast multiplied by the number of directors to be elected.

9. Record Date. The Board of Directors of the Association shall have the power to fix in advance a date as a record date for the purpose of determining owners entitled to notice of or to vote at any meeting, or in order to make a determination of owners for any purpose. Notwithstanding any provisions hereof to the contrary, the owners existing on any such record date shall be deemed the owners for such notice, meeting or other purpose and for any supplementary notice with respect to the same matter and for any adjournment of the same meeting. A record date shall not be more than fifty (50) days prior to the date on which the particular action requiring determination of owners is proposed or expected to be taken or to occur. If no record date is established for a meeting, the date on which notice of such meeting is first given to any owner shall be deemed the record date for the meeting.

10. Transactions Between Interested Parties. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other

void or voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction.

11. Indemnification. In addition to and in no way limiting the powers or authority now or hereafter conferred upon the corporation by these Articles of Incorporation, the Bylaws of the corporation, or by the laws of the State of Colorado, the corporation shall possess and may exercise all powers of indemnification of directors, officers, employees, agents and other persons and all powers and authority incidental thereto (including without limitation the power and authority to advance expenses and to purchase and maintain insurance with respect thereto), without regard to whether or not such powers and authority are provided for by the Colorado Nonprofit Corporation Act. The Board of Directors of the corporation is hereby authorized and empowered on behalf of the corporation and without member action to exercise all of the corporation's authority and powers of indemnification.

12. Nonprofit Status. No dividend shall be paid and no part of the income or profit of the corporation shall be distributed to its members, directors, or officers, although the corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its purposes and, upon dissolution or final liquidation, may make distribution to its members as permitted by the Colorado Nonprofit Corporation Act.

The corporation shall not have or issue shares of stock although the corporation may issue certificates evidencing

in accordance with the Colorado Nonprofit Corporation Act and the Bylaws of the corporation and all rights and powers conferred upon directors and members hereby are granted subject to this reservation, except that no amendment to the Articles of Incorporation shall be contrary to or inconsistent with any provision of the Condominium Declaration.

14. Incorporation. The undersigned, acting as incorporator under the Colorado Nonprofit Corporation Act, signs and acknowledges these Articles of Incorporation for such corporation this 21st day of November, 1973.

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THIRD: At a meeting of the Members held on December 17, 1975, at which a quorum was present, such amendment received at least two-thirds of the votes which Members present at the meeting or represented by proxy were entitled to cast.

DER BERGHOF ASSOCIATION

By Robert H. Durham
President

and James W. Manning
Assistant Secretary

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

Before me, DIANNE L. BIRLE, a Notary Public in and for said County and State, personally appeared Robert H. Durham, Jr, who acknowledged before me that he is the President of Der Berghof Association and James W. Manning who acknowledged before me that he is the Assistant Secretary of Der Berghof Association, and that each signed the foregoing Articles of Amendment as his or her free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of December, 1975.

My commission expires: April 8, 1979.

Dianne L. Birle
Notary Public

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