

ATTACHMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR COURSESIDE 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

By their signatures below, the members of the Board of Directors certify that these Amended and Restated Articles of Incorporation received the assent of a majority of Members voting, in person or by proxy, at an annual meeting or special meeting of the Members called to amend and restate the Articles of Incorporation;

The provisions set for the in these Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments;

ARTICLE 1. NAME

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

ARTICLE 2. DURATION

The duration of the Association shall be perpetual.

ARTICLE 3. REGISTERED AGENT

Until changed, the registered agent of the Association is Kathryn S. Avery at the registered address of 787 Kendall Court, Lakewood, CO 80214. The registered agent and registered address may change from time to time, by action of the Board of Directors.

ARTICLE 4. NONPROFIT

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

ARTICLE 5. PURPOSES AND POWERS OF THE ASSOCIATION

The purposes for which the Association is formed are as follows:

(a) To provide an entity for the furtherance of the interests of the owners of property subject to the Declaration of Covenants, Conditions and Restrictions of CourseSide Homeowners Association recorded on December 14, 2006 at Reception No. 2006147549 in the office of the Clerk and Recorder of Jefferson County, Colorado (the "Declaration") (such property is hereafter referred to as the "Community");

(b) To operate the Community, and to manage the Community and Common Areas in CourseSide, subject to the Declaration, 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 Community;

(c) To perform all acts and services and exercise all powers and duties permitted by, and in accordance with, requirements for an association of owners charged with the administration of the Community under the terms of the Colorado Common Interest Ownership Act, (the “Act”) and the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Act”).

(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 the Association;

(e) To promote, foster and advance the health, safety and welfare of the residents while creating a cohesive, vibrant, community; and

(f) 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 members and residents 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 Nonprofit Act.

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.

ARTICLE 6. VOTING RIGHTS; MEMBERSHIP RIGHTS AND QUALIFICATIONS

The Association will have one class of voting membership. Owners shall be allocated the number of votes as provided in the Declaration. Cumulative voting by Owners shall not be permitted. All Members shall be entitled to vote on all matters except any Members who are not in Good Standing. Good Standing means an Owner is no more than thirty (30) days late in the payment any Assessments, and who has none of his, her or its membership privileges suspended. There shall be one (1) membership for each Lot owned, which shall be automatically transferred upon the conveyance of the Lot. The qualifications of members of the Association, the voting rights, and other rights and obligation of members shall be contained in the Declaration and Bylaws of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association. The Association may suspend the rights of a Member in compliance with the provisions of C.R.S. 7-126-302.

ARTICLE 7. BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors consisting of no less than three (3) and no more than five (5) persons. The number of directors may be changed by amendment of the Bylaws of the Association. The number and qualification of directors, method of election, term of office, removal and filling of vacancies shall be as set forth in the Bylaws.

The Association shall indemnify its Directors to the full extent permitted by Colorado law. The personal liability of a Director, other than Declarant appointed Directors, to the nonprofit Association or its members for monetary damages for breach of fiduciary duty as a Director is eliminated; except that this shall not eliminate or limit the liability of a Director to the Association or its members for monetary damages for: any breach of the Director's duty of loyalty to the Association or its members; wanton or willful acts or omissions; acts specified in Section 7-128-403 C.R.S., as now in effect or hereafter amended; or any transaction from which the Director derived an improper personal benefit; or any act or omission occurring prior to the date when this provision becomes effective.

ARTICLE 7. LIABILITY OF DIRECTORS

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation, except that, notwithstanding the foregoing, personal liability of a director to the Association or to its members for monetary damages is not eliminated for any breach of the Director's duty of loyalty to the Association or to its members, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, unlawful distributions, loans to a Director, or any transaction from which the Director directly or indirectly derived an improper personal benefit.

Any repeal or modification of the Articles shall be prospective only and shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification.

ARTICLE 9. AMENDMENT

Amendment of these Articles shall require the assent of a majority of the Members present and voting, in person or by proxy, at a regular or special meeting of the Members at which a quorum is present; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provision of the Declaration.

ARTICLE 10. DISSOLUTION

The Association may be dissolved with the assent given in writing, and signed by not less than sixty-seven percent (67%) of the Members. In the event of the dissolution of the Association, then the assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as part of their Lots as provided by the Declaration.

ARTICLE 11. INTERPRETATION

Capitalized terms herein shall have the same meaning as in the Declaration unless such terms are otherwise defined herein. The terms and provision 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 of the Declaration shall control over these Articles of Incorporation and the Bylaws. In the case of conflict between the provisions of these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

In witness whereof, the undersigned has signed these Amended and Restate Articles of Incorporation this ____ day of _____, 20____.

COURSESIDE HOMEOWNERS ASSOCIATION, INC.
a Colorado nonprofit corporation,

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 of filing if this document is refused is: Kathryn S. Avery, 787 Kendall Court, Lakewood, CO 80214.