



**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
COLORADO NONPROFIT CORPORATION**

Return to: Secretary of State  
1560 Broadway, Suite 200  
Denver, CO 80202  
(303) 894-2251  
Fax (303) 894-2242

FILING FEE: \$25.00  
Submit 1 typed original + 1 copy  
(Please include a self-addressed envelope)

FOR OFFICE USE ONLY

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

1. The name of the corporation is: Glen-Vista Property Owners' Association, Inc.  
(If this is a change of name amendment, the name to be typed is the corporate name prior to this amendment being filed)
2. Text of the amendment adopted: as set forth in the attached Amended Articles of Incorporation of Glen-Vista Property Owners' Association, Inc.
3. The amendment to the Articles of Incorporation was adopted on the 11<sup>th</sup> day of September, 1999, in the manner prescribed by the Colorado Revised Nonprofit Corporation Act. [mark (✓) applicable procedure below]:
  - A. The amendment was adopted by the board of directors/incorporators without member action and member action was not required;
  - B. The amendment was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group;
  - C. An approval of the amendment was obtained by some person or persons other than the members, the board of directors, or the incorporators required pursuant to section 7-130-301.

Signature *James J. Minni* Title Attorney for corporation

\* authorized to execute this document by the corporation pursuant to the provisions of § 7-121-201 (6) (s), C.R.S.

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DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

**AMENDED**

**ARTICLES OF INCORPORATION**

**OF**

**GLEN-VISTA PROPERTY OWNERS ASSOCIATION, INC.**

The Board of Directors of the Glen-Vista Property Owners Association, Inc. pursuant to the authority set forth in §7-130-101, C.R.S., et seq, acting as the incorporator, hereby amends its articles of incorporation for its non-profit corporation pursuant to the Colorado Nonprofit Corporation Act as follows:

**ARTICLE I**

The name of the corporation is the GLEN-VISTA PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II**

The period of its duration is perpetual.

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\$ 25.00  
SECRETARY OF STATE  
11-18-1999 10:14:03

**ARTICLE III**

The address of the principal office of the corporation is P.O. Box 1140, Cañon City, Fremont County, Colorado. The address of the registered office of the corporation is 718 Main Street, Cañon City, Colorado 81212 and the name of the registered agent at such address is Rocco F. Meconi.

**ARTICLE IV**

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are primarily to promote the common good and general welfare of the owners and residents within the various Glen-Vista Subdivisions, Fremont County, Colorado, hereinafter referred to as the "Properties", and to bring about civic betterment and social improvements, and for these purposes the corporation may, in its discretion, but is not required to, exercise the following powers:

- a. own, acquire, build, improve, operate and maintain the "common facilities", as more particularly described in a Declaration of Covenants, Conditions Restrictions and Lien of Glen-Vista Property Owners Association, Inc. (the "Declaration"), to be recorded hereafter in the Office of the County Clerk and recorder of Fremont County, Colorado;

- b. maintain roads not maintained by governmental authority;
- c. fix assessments to be levied against the Properties;
- d. enforce any and all covenants, restrictions, liens for the benefit of the corporation and agreements applicable to the Properties, whether contained in the Declaration or not;
- e. pay taxes, if any, on the common facilities; and,
- f. insofar as permitted by law, do any other thing that, in the opinion of the board of Directors, will promote the common benefit and enjoyment of all of the residents and owners of the Properties.

#### ARTICLE V

Provisions for the regulation of the internal affairs of the corporation are:

a. Members and Voting. The membership of the corporation shall consist of such classes of members as may be provided for in the bylaws and/or the Declaration. The voting rights and privileges of the members shall be such as are prescribed by the bylaws and the Declaration. Cumulative voting of members in the election of directors shall not be allowed.

b. Management. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall be composed of such number of directors as the Board of Directors shall, from time to time, determine.

#### ARTICLE VI

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

#### ARTICLE VII

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following:

[a] Any breach of the director's duty of loyalty to the corporation or its members;

[b] Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law;

[c] The director's assent to or participation in a loan by the corporation to any director of the corporation;

[d] Any transaction in which the director received improper personal benefit.

Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE VIII

The corporation may indemnify its directors, officers, employees and agents.

#### ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE X

Notwithstanding any other provision of these Articles, if at any time or times the corporation is a private foundation within the meaning of §509(c)(3) of the Internal Revenue Code, then during such time or times:

[a] The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under §4942 of the Internal Revenue Code;

[b] The corporation shall not engage in any act of self-dealing, as defined in §4941(d) of the Internal Revenue Code;

[c] The corporation shall not retain any excess business holdings, as defined in §4943(c) of the Internal Revenue Code;

[d] The corporation shall not make any investments in such manner as to subject the corporation to tax under §4944 of the Internal Revenue Code; and

[e] The corporation shall not make any taxable expenditures as defined in §4045(d) of the Internal Revenue Code.

The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the corporation, dispose of all of the assets of the corporation exclusively to or for the benefit of such organization or organizations as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes as said Court shall determine.

IN WITNESS WHEREOF we have hereunto set out hands and seals this 11<sup>th</sup> day of Sept., 1999.

GLEN-VISTA PROPERTY OWNERS  
ASSOCIATION, INC.  
a Colorado non-profit corporation

ATTEST:

By: Howard Thurber  
Howard Thurber, President

By: Patti Myers  
Patti Myers, Secretary

Subscribed and sworn before me this 11<sup>th</sup> day of Sept., 1999 by Howard Thurber as president and by Patti Myers as secretary of Glen Vista Property Owners Association, Inc. a Colorado non-profit corporation.

My commission expires: 2/10/2002

Draugh Misener  
Notary Public

The undersigned consents to his appointment as the Registered Agent for Glen-Vista Property Owners Association, Inc.

Rocco F. Meconi  
Rocco F. Meconi  
Registered Agent