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Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871234963

1. Entity name: ROXBOROUGH PARK FOUNDATION
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

<input type="checkbox"/>	"bank" or "trust" or any derivative thereof	<input type="checkbox"/>	"savings and loan"
<input type="checkbox"/>	"credit union"	<input type="checkbox"/>	"insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement 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.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

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HindmanSanchez P.C.			
Arvada	CO	80002	
<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>	
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No such paper document was filed. Consequently, no copy of a paper document is available regarding this document.

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Attachment 1
A&R Articles

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
ROXBOROUGH PARK FOUNDATION
(A 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

Roxborough Park Foundation, a Colorado nonprofit corporation ("Foundation"), certifies to the Secretary of State of Colorado that:

By their signatures below, the President and Secretary of the Board of Directors certify these Amended and Restated Articles of Incorporation received the affirmative vote of seventy-five percent (75%) of the Members present, in person or by proxy, at a meeting called for such purpose.

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

The Foundation desires to amend and restate its Articles of Incorporation currently in effect as set forth below and that the Articles of Incorporation of the Foundation are hereby amended by striking in their entirety Articles I through XIII, inclusive, and by substituting the following:

**ARTICLE 1.
Name**

The name of this corporation is Roxborough Park Foundation (the "Foundation")

ARTICLE 2.

Duration

The duration of the Foundation shall be perpetual.

ARTICLE 3.

Definitions

The definitions set forth in the Amended Declaration of Restrictions, Covenants and Conditions, Roxborough Park, as amended (the "Protective Covenants"), shall apply to all capitalized terms contained in these Articles, unless otherwise noted.

ARTICLE 4.

Nonprofit

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

ARTICLE 5.

Purposes and Powers of Foundation

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

- (a) To operate and manage the common interest community known as "Roxborough Park," a planned community, and to operate and manage the Property and Common Area included within Roxborough Park, situated in Douglas County, State of Colorado, subject to the Protective Covenants, plats, Subdivision 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 Property;
- (b) To maintain Roxborough Park as a community of the highest quality and value, and to enhance and protect the Property's value, desirability and attractiveness;
- (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 Property under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act") and as applicable to common interest communities created prior to July 1, 1992, and as set forth in the Protective Covenants;
- (d) To act for and on behalf of the Members of the Foundation in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements owned by the Members and this Foundation, subject only to the limitations on the exercise of such powers as are expressly set forth herein, in the Foundation's Bylaws and in the Roxborough Park Protective Covenants;

(e) To provide for administration, maintenance, preservation, improvement and architectural review as contained in the Protective Covenants;

(f) To promote, foster and advance the health, safety and welfare of the residents;

(g) To eliminate or limit the personal liability of Directors and any person serving, without compensation, at the request of the Foundation, to the Foundation or to the Members for monetary damages for breach of fiduciary duty, as allowed by law; and

(h) 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 within Roxborough Park, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Protective Covenants, Bylaws and the laws applicable to a nonprofit corporation of the State of Colorado subject only to the limitations on the exercise of such powers as are expressly set forth herein, in the Foundation's Bylaws and in the Roxborough Park Protective Covenants.

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.

Membership Rights and Qualifications

There shall be one (1) membership for each Lot, Unit, Project Area, Commercial Area and Golf Course within Roxborough Park. This membership shall be automatically transferred upon the conveyance of that Lot, Unit, Project Area, Commercial Area and Golf Course. The authorized number and qualifications of Members of the Foundation, the voting and other rights and privileges of Members, Members' liability for Assessments, and the method of collection of Assessments shall be contained in the Protective Covenants, the Articles of Incorporation and Bylaws of the Foundation. Fractional and cumulative voting shall be prohibited.

ARTICLE 7.

Principal Office and Registered Agent

The current principal office of the Foundation is 6901 S. Pierce St., Suite 225, Littleton, Colorado 80128. The current registered agent of the Foundation is Orten & Hindman, P.C. at the registered address of 11901 W. 48th Ave., Wheat Ridge, Colorado 80033. The principal office and the registered agent and office of the Foundation may change from time to time, by action of the Board of Directors.

ARTICLE 8.
Board of Directors

The business and affairs of the Foundation shall be conducted, managed and controlled by a Board of Directors. The Board of Directors may consist of any number between three (3) and five (5) persons. This number is set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

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, according to the voting and meeting requirements set forth in the Bylaws; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Protective Covenants.

ARTICLE 10.
Dissolution

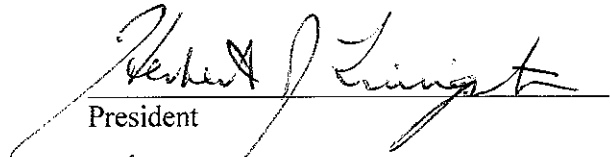
In the event of the dissolution of the Foundation as a corporation, either voluntarily or involuntarily by the Members, by operation of law or otherwise, then the assets of the Foundation shall be deemed to be owned by the Members at the date of dissolution, as a part of their Lots as provided by the Protective Covenants.

ARTICLE 11.
Interpretation

The terms and provisions of the Protective Covenants are incorporated by reference when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms and provisions of the Protective Covenants shall control over these Articles of Incorporation.

In Witness Whereof, the undersigned has signed these Amended and Restated Articles of Incorporation on this 13th day of May, 2008.

ROXBOROUGH PARK FOUNDATION,
a Colorado nonprofit corporation,



President



Secretary

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 if filing of this document is refused is: Laura K. Sanchez, Orten & Hindman, P.C., 11901 W. 48th Ave., Wheat Ridge, CO 80033.