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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
DORY LAKES PROPERTY OWNERS ASSOCIATION
(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

Dory Lakes, a Colorado nonprofit corporation (“Association”), certifies to the Secretary of State of Colorado that:

By their signatures below, the President and Secretary of the Board of Directors certify that these Amended and Restated Articles of Incorporation received the approval of an affirmative vote of a majority of the members present, in person or by proxy, at a regular or special meeting of the members at which a quorum was present;

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

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

ARTICLE 1. Name

The name of the corporation is Dory Lakes Property Owners Association, also known as DLPOA (the “Association”).

ARTICLE 2. Duration

The duration of the Association shall be perpetual.

ARTICLE 3. Principal Office and Registered Agent

The principal office of the Association is P.O. Box 666, Black Hawk, CO 80422. The registered agent of the Association is Orten Cavanagh & Holmes, LLC at the registered address of 1445 Market Street, Suite 350, Denver, CO 80202. 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 4. Nonprofit

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

ARTICLE 5. Membership Rights and Qualifications

There shall be one 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 obligations of members shall be contained in the Declaration and Bylaws of the Association.

ARTICLE 6. Purposes and Powers of the Association

The purposes for which this 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 (such property is hereafter referred to as the "Property");
- (b) To operate the common interest community known as "Dory Lakes," a planned community, and to operate and manage the Property and Common Property and easements as defined in the Declaration, in Dory Lakes, situated in Gilpin County, State of Colorado, 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 Property;
- (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 may be amended (the "Act") and as applicable to common interest communities created prior to July 1, 1992, and as set forth in the Declaration;
- (d) To act for and on behalf of the members of the Association in 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 do any and all permitted acts suitable or incidental to any of the foregoing purposes and objects to the fullest extent permitted by law, to promote the common benefit and enjoyment of the members and residents of the Dory Lakes Community, and to have and exercise any rights and privileges which are granted under the Act, the Declaration, Bylaws and 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.

ARTICLE 7. Liability of Directors

No director shall be personally liable to the Association or its members for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Association or its members 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 Association 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; or
- (c) Any transaction in which the director received improper personal benefit.

Nothing herein will be construed to deprive any director of the right to all defenses 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 Association existing at the time of such repeal or modification.

ARTICLE 8. Board of Directors

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors may consist of any number between five (5) and seven (7) persons. 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.

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 provisions of the Declaration.

ARTICLE 10. Dissolution

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the members, 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 part of their Units/Lots as provided by the Declaration.

ARTICLE 11. Interpretation

The terms and provisions 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 Restated Articles of Incorporation this ____ day of _____, 201__.

**DORY LAKES PROPERTY OWNERS
ASSOCIATION
a Colorado nonprofit corporation**

President

Secretary