

**RESTATED ARTICLES OF INCORPORATION
OF
RAINBOW VALLEY PROPERTY OWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, Rick Ritchie, Linda Yates, and Cori Freed, natural persons of the age of 21 years or more, and as officers of Rainbow Valley Property Owners Association, Inc., originally incorporated by Howard Ehlers, Judy Lee and Paul Schneebeck in accordance with, the then Colorado Non-Profit Corporation Act (Chapter 31, Article 19), restate the following Articles of Incorporation pursuant to Colorado Revised Statutes Title 7, Article 130, Section 106, wherein, we hereby make, sign, and acknowledge restatement of these certificates as a body corporate under and by virtue of law, which certificates, when filed, constitute and replace the prior Articles of Incorporation of said corporation.

I.

The corporate name is RAINBOW VALLEY PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

II.

The principal address of the Association is 111 Sportsmans Lane, Divide, Colorado 80814.

III.

The Board of Directors act in a whole as managing agent of the Association, whose contact information is 111 Sportsmans Lane, Divide CO 80814, or through email at board@rvpoa.com.

IV.

The purpose for which this Association is formed is to provide a means for the homeowners and landowners of Rainbow Valley, in Teller County, Colorado, to address common problems and issues of the area and to promote the health, safety and welfare of the residents and landowners within the area, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance thereof to:

(a) purchase, lease or otherwise acquire and own real property for the use and enjoyment of the members of the Association and or otherwise sell and dispose of real property owned by the Association;

(b) have one or more offices and to carry on all of its operations and business without restriction;

(c) do any and all things hereinabove enumerated and to carry on any business incidental or accessory thereto; to have and exercise all the rights and powers now or hereafter conferred under the laws of the State of Colorado and to do any and all things to the same extent as a natural person might or could do;

(d) the Association shall have the right to borrow money and pledge any of its assets as security therefor, provided, however such borrowing may only be made upon the affirmative vote of two-thirds of its membership in good standing at a meeting called specifically for such purpose, or at the Association's annual members meeting, and upon prior notification of such meeting at least ten days prior to such meeting.

V.

The said corporation is to have perpetual existence, unless sooner dissolved by operation of law.

VI.

The business and affairs of the corporation shall be under the control and management of a Board of Directors consisting of not less than three (3) nor more than nine (9) Directors. The Board of Directors as of this Article were duly elected and act as Directors until their respective successors shall be duly elected.

Rick Ritchie	111 Blue Spruce Road Divide, CO 80814
Linda Yates	30 Grosbeak Circle Divide, CO 80814
Cori Freed	50 Rainbow Lane Divide, CO 80814
Gordon Heiniger	493 Horseshoe Drive Divide, CO 80814

VII.

Every person or entity who is a record owner of a fee or undivided interest in any lot in Rainbow Valley Subdivision in Teller County, Colorado, including persons or entities with a contract to purchase any such lot, shall be members of the Association. Ownership of an interest in any such lot shall be the sole qualification for membership, however, to hold office on the Board and to vote in matters of the Association, a member must have paid any membership annual dues assessments, and must not owe any fee for violation of the covenants or Bylaw rules. Unless the Bylaws of the Association determine otherwise, there shall be one vote for each lot regardless of the number of persons or entities owning an interest in such lot. In the event a person or entity owns interest in more than one lot, then such person or entity shall have one vote per lot owned in the Association. Membership shall be appurtenant to and may not be separated from ownership of an interest in any lot, and the sale or disposition of such lot shall automatically exclude such person or entity from further membership in the Association.

VIII.

This Association is one which does not contemplate pecuniary gain or profit to the members thereof and is organized and shall be solely for non-profit services. The Association shall not afford pecuniary gain or profit to its members incidental or otherwise, but the members may be paid reasonable compensation for actual services given to the Association, provided, however, any such compensation shall be subject to prior approval of two-thirds of the Board of Directors as constituted. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association 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.

IX.

The Board of Directors shall meet at times and places as designated by the Board and there shall be an annual meeting of the members of the Association in August of each year, at which time the Board of Directors for the ensuing year shall be elected. Such meeting shall be at a time and place designated by the Board of Directors in a notice of such meeting.

X.

The Association may be dissolved at any time at a special meeting held for that purpose upon affirmative vote of two-thirds (2/3) of the total membership. In the event of dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created.

XI.

The Board of Directors of the Association shall have the power to make, alter, amend or repeal the Bylaws and these Articles of Incorporation or any part thereof of this corporation not inconsistent with the laws of the State of Colorado as they may deem proper for the management of the affairs of the corporation. Provided, however, a majority of the members present at a regular meeting called for that purpose may vote to rescind such action by the Board.

XII.

The Board of Directors is empowered to set a reasonable annual dues assessment for membership, payment of which is mandatory and shall be a prerequisite to membership in the Association. Such assessments shall be determined and enforced in accordance with the provisions of the Colorado statute commonly known as the Colorado Common Interest Ownership Act (the "CCIOA"), including but not limited to C.R.S. 38-33.3-303 (4), 315 and 316. Any assessment that is not paid within thirty (30) days after the due date shall bear interest from the date of delinquency, and the Association may impose an administration fee, which both will be set forth in the Policies, Rules and Regulations.

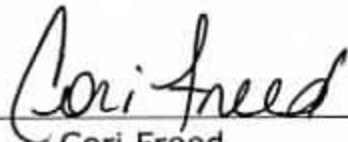
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 28th day of August, 2018.



Rick Ritchie



Linda Yates



Cori Freed



Gordon Heiniger