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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: 19871570088

1. Entity name: THE CENTENNIAL OWNERS' ASSOCIATION
(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):*

"bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "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)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Firmin David A. _____
(Last) *(First)* *(Middle)* *(Suffix)*

5610 Ward Road, Ste. 300
(Street name and number or Post Office Box number)

c/o HindmanSanchez P.C.

Arvada CO 80002
(City) *(State)* *(Postal/Zip Code)*

_____ United States _____
(Province – if applicable) *(Country – if not US)*

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE CENTENNIAL OWNERS' ASSOCIATION
(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

The Centennial Owners' Association, a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

By their signature below, the authorized managers of the Board of Managers certify these Amended and Restated Articles of Incorporation received the approval of Owners holding at least 66 $\frac{2}{3}$ % of the votes in the Association;

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 VIII, inclusive, and by substituting the following:

ARTICLE 1.

NAME

The name of the corporation is The Centennial Owners' Association (the "Association").

ARTICLE 2.

DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.
DEFINITIONS

The definitions set forth in the Condominium Declaration for the Centennial Condominium, as amended, ("Declaration") shall apply to all capitalized terms contained in these Articles, unless otherwise noted or the context provides otherwise.

ARTICLE 4.
NONPROFIT

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

ARTICLE 5.
PURPOSES AND POWERS OF ASSOCIATION

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

- (a) To operate and manage the common interest community known as "Centennial," a condominium community, and to operate and manage the Property and Common Elements included within the Community, situated in Pitkin County, State of Colorado, subject to the Declaration, plats, Maps, Bylaws and such Rules and Regulations as the Board of Managers may from time to time adopt, for the purposes of enhancing and preserving the value of the Property;
- (b) To maintain Centennial 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 Declaration;
- (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 this Association;
- (e) To provide for administration, maintenance, preservation, improvement, and architectural review as contained in the Declaration;
- (f) To promote, foster, and advance the health, safety, and welfare of the residents;

(g) 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 the Centennial 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 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 6.
ELIMINATION OF CERTAIN LIABILITIES OF MANAGERS**

There shall be no liability, either direct or indirect, of any Manager acting within the scope of his or her duties as a Manager, or any other person serving the Association at the direction of the Board of Managers without compensation, to the Association or to its Members for monetary damages for breaches of fiduciary duties arising out of such services. Notwithstanding the foregoing, this provision shall not eliminate the liability of a Manager to the Association or its Members for any breach, act, omission, or transaction for which the Act or the Colorado Revised Nonprofit Corporation Act expressly prohibits elimination of liability.

**ARTICLE 7.
MEMBERSHIP RIGHTS AND QUALIFICATIONS**

There shall be one membership for each Unit owned within the Community. This membership shall be automatically transferred upon the conveyance of that Unit. The authorized number and qualifications of Members of the Association, 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 Declaration, the Articles of Incorporation and Bylaws of the Association.

**ARTICLE 8.
PRINCIPAL OFFICE AND REGISTERED AGENT**

The current registered agent of the Association is Frederick Soyka at the registered address of 198 Riverdown Dr., Aspen, CO 81611. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Managers.

**ARTICLE 9.
BOARD OF MANAGERS**

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Managers. The Board of Managers may consist of any number between five and nine persons. This number is set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

**ARTICLE 10.
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 11.
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, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

**ARTICLE 12.
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 and provisions of the Declaration shall control over these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 24 day of February, 2014.

**THE CENTENNIAL OWNERS'
ASSOCIATION,**
a Colorado nonprofit corporation,

Andree Kauson
Director

[Signature]
Director

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: David A. Firmin, HindmanSanchez P.C., 5610 Ward Road, Ste. 300, Arvada, CO 80002.