

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR THE
HEATHER OF VAIL CONDOMINIUM ASSOCIATION, INC.
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, C.R.S. §7-121-101, *et seq.*

RECITALS

The Heather of Vail Condominium Association, Inc. a Colorado nonprofit corporation, (the "Association") 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 the members (the "Owners") as required by the original Articles and the Colorado Revised Nonprofit Corporation Act; and

Upon filing with the Colorado Secretary of State, the provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the original Articles of Incorporation and all amendments.

The original Articles of Incorporation are hereby amended and restated as follows:

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of the Association is the Heather of Vail Condominium Association, Inc. The principal office street and mailing address is currently c/o McNeill Property Management, 2077 N. Frontage Road, Suite D, Vail, Colorado 81657. The address may be updated as necessary with the Colorado Secretary of State.

**ARTICLE 2
DURATION**

The Association shall exist in perpetuity from the original filing of the Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to law.

ARTICLE 3
DEFINITIONS

The definitions set forth in the 2016 Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements for the Heather of Vail Condominiums, as amended and restated from time to time, (the "Declaration") shall apply to all capitalized terms contained in these Articles, unless otherwise noted.

ARTICLE 4
NONPROFIT

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

ARTICLE 5
PURPOSES AND POWERS OF ASSOCIATION

A. The Association does not contemplate pecuniary gain or profit of the Owners. The primary purposes for which the Association is formed are (i) to provide for the operation, administration, use, and maintenance of the Heather of Vail Condominiums, including the Common Elements and other property as defined and more fully described under the Declaration, as it may be amended from time to time, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as specified therein; (ii) to preserve, protect, and enhance the values and amenities of such property; and (iii) to promote the health, safety, and welfare of the Owners of the Association.

B. *Powers.* In furtherance of its purposes, but not otherwise, the Association shall have the following powers, which may be exercised by Board action unless otherwise required by law:

(1) All of the powers conferred upon nonprofit corporations by the common laws and the statutes of the State of Colorado in effect from time to time.

(2) All of the powers necessary or desirable to perform the obligations and duties and exercise the rights and powers of the Association under the Declaration, to carry on the administration of the Association, and to do all of those things necessary and/or desirable in order to carry out the governing and operating of the Property and to perform all other acts permitted under the Colorado Common Interest Ownership Act, C.R.S. §38-33.3-101, *et seq.* (the "Act"), including, without limitation, the following powers:

(a) subject to the budgeting procedures contained in the Declaration, to periodically fix, determine, levy and collect the Assessments to be paid by each of the Owners towards the Common Expenses of the Association and to adjust, decrease or increase the amount of the Assessments, or place any excess Assessments into designated replacement reserves. Subject to restrictions set forth in the Act, to levy and collect Special Assessments in accordance with the provisions of the

Declaration, whenever in the opinion of the Board it is necessary to do so in order to meet increased operating or maintenance expenses or costs, or additional capital expenses, or because of emergencies;

- (b) to manage, control, operate, maintain, repair and improve the Common Elements, and all items of personal property owned by the Association, if any, and used in the enjoyment of the Property, and to designate and remove the personnel necessary for the management, control, operation, maintenance, repair and replacement of the Common Elements;
- (c) to enforce covenants, restrictions and conditions affecting the Property to the extent this Association may be authorized under the Declaration, Bylaws and the Act;
- (d) to establish, make and enforce compliance with such reasonable rules, regulations, policies and procedures as may be necessary for the operation, use and occupancy of the Units and the Common Elements with the right to amend same from time to time. Such rules and regulations may include provisions regarding the animals on the Property and the limitation and control thereof. A copy of such rules and regulations, policies and procedures shall be delivered or mailed to each Owner promptly upon the adoption thereof;
- (e) to obtain and maintain to the extent obtainable all policies of insurance required by the Declaration and the Act;
- (f) to impose penalties, fines and collect delinquent Assessments by suit or otherwise, to collect costs and reasonable attorney's fees, and to enjoin or seek damages from an Owner as is provided in the Declaration;
- (g) to protect and defend the Property from loss and damage by suit or otherwise;
- (h) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal with and in, real, personal and mixed property of all kinds, and any right or interest therein, for any purpose of the Association, subject to the Declaration of the Association;
- (i) to borrow funds and to give security therefor in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the Declaration or the Bylaws and to execute all such instruments evidencing such indebtedness as the Board may deem necessary or desirable. Any such indebtedness shall be the obligation of the Owner only in the same proportion as their Allocated Interests unless otherwise agreed;
- (j) to enter into, make, perform or enforce contracts of every kind and description, including, without limitation, a contract for management services within the scope

of the limitations set forth in the Bylaws, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of this corporation, with or in association with any person, firm, association, corporation or other entity or agency, public or private;

- (k) to act as agent, trustee or other representative of other corporations, firms and individuals and as such to advance the business or ownership interests of such corporations, firms or individuals;
- (l) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of these Articles or the Declaration.
- (m) to establish bank accounts which are interest-bearing or non-interest bearing, as may be deemed advisable by the Board;
- (n) to keep and maintain detailed, full and accurate books and records showing in chronological order all of the receipts, expenses or disbursements pursuant to appropriate specificity and itemization and to permit inspection thereof as is provided by the governing documents or by law.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraphs or provisions of this Article.

ARTICLE 6

MEMBERSHIP RIGHTS AND QUALIFICATIONS

The Association shall have voting members with one class of membership, and, there shall be one membership for each Unit owned within the Association with each Unit allocated a single vote. This membership shall be automatically transferred upon the conveyance of a Unit. The voting and other rights and privileges of Members, allocated voting percentage, authorized number and qualifications of Members of the Association, Members' liability for Assessments, and the method of collection of Assessments shall be contained in the Declaration and Bylaws of the Association, as they may be amended from time to time.

A membership in the corporation and the share of a member in the assets of the corporation shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of the title to the Unit to which the membership pertains, provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Unit as further security for a loan secured by a lien on such Unit.

The corporation may suspend the voting rights of a member for failure to comply with any of the Governing Documents of the Association, including but not limited to any obligations of the Owners of a Unit under the Declaration or agreement created pursuant thereto.

ARTICLE 7
REGISTERED AGENT

The current registered agent of the Association is McNeill Property Management, Inc., 2077 N. Frontage Road, Suite D, Vail, Colorado 81657. The registered agent may be updated as necessary with the Colorado Secretary of State.

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"). The Board may consist of any number between three (3) and five (5) persons, the specified number to be determined as necessary by the Board. Members of the Board shall be elected in the manner determined by the Bylaws. All persons comprising the Board shall be Owners. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws and as required by the Act.

ARTICLE 9
AMENDMENT

Amendment of these Articles shall require the affirmative vote of at least 51% of the Owners present and voting, in person or by proxy, at a regular or special meeting of the Owners at which a quorum is present; or, by the Board of Directors without member approval pursuant to C.R.S. §7-130-102; *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

The Association may be dissolved with the agreement of the Owners of Units to which no less than 67% of the votes in the association are allocated at the time the questions of dissolution are considered. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be held and distributed in accordance with the Act.

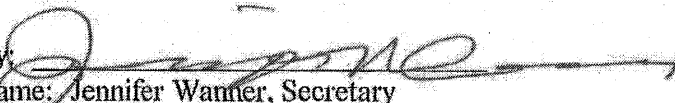
ARTICLE 11
INTERPRETATION

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

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation effective on October 21, 2016.

HEATHER OF VAIL CONDOMINIUM ASSOCIATION, INC.

By: 
Name: ~~Jason~~ Bastien, President

By: 
Name: Jennifer Warner, Secretary