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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.)

1. For the entity, its ID number and entity name are

ID number 20151797831
 (Colorado Secretary of State ID number)
 Entity name Lost Creek Farm Homeowners Association

2. The new entity name (if applicable) is _____.

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

4. 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.)

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
 (mm/dd/yyyy hour:minute am/pm)

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Colorado United States
(Province – if applicable) (Country – if not US)

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This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LOST CREEK FARM HOMEOWNERS ASSOCIATION
(A Nonprofit Corporation)**

In compliance with the requirements of the Colorado Revised Nonprofit Corporation Act, Articles 121 to 137, Title 7, C.R.S. (as the same may be amended from time to time, the “Act”), the Articles of Incorporation of Lost Creek Farm Homeowners Association, a Colorado nonprofit corporation (hereinafter called the “Association”), as originally filed with the Office of the Colorado Secretary of State, are hereby amended, restated and replaced in their entirety by the following provisions:

Article 1. Duration. The Association shall have perpetual duration.

Article 2. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not of limitation, the purposes for which it is formed are:

(i) to be and constitute the Association to which reference is made in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Lost Creek Farm, which was recorded by LCF1, LLC, a Colorado limited liability company (“Declarant”), in the Office of the Clerk and Recorder of Boulder County, Colorado on July 25, 2018 at Reception No. 03667727 (as it may be amended and/or restated from time to time, the “Declaration”), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association as specified in the Declaration and in the Bylaws of the Association (as the same may be amended from time to time, the “Bylaws”), and as provided by the Colorado Common Interest Ownership Act and Colorado law; and

(ii) to provide an entity for the furtherance of the interests of owners of the real property subject to the Declaration (the “Community”).

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Association’s board of directors (“Board”):

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Colorado in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, the Declaration, or Colorado law, including, without limitation, the following:

(A) to fix and to collect assessments and other charges to be levied against the Lots in the Community or the Owners thereof, as provided in the Declaration;

(B) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, declaration, or contract has a right or duty to provide such services;

(C) to enforce covenants, conditions, and restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(D) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(E) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to the limitations of the Declaration and Colorado law;

(F) to borrow or lend money for any purpose, subject to the limitations of the Declaration and Colorado law;

(G) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(H) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(I) to amend such provisions of the Declaration or Bylaws as the Board is authorized to amend pursuant to the Colorado Common Interest Ownership Act;

(J) to provide any and all supplemental services to the Community as the Board may determine necessary or appropriate; and

(K) to construct, maintain, and manage roads, utilities, and other improvements serving the Community.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that 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 paragraph or provisions of this Article.

Article 3. Membership. The Association shall be a membership corporation without certificates or shares of stock. Each person who is the record owner of a Lot in the Community shall be a member and shall be entitled to vote as set forth in the Declaration and the Bylaws.

Article 4. Board of Directors. The Association's business and affairs shall be conducted, managed, and controlled by a board of directors. The Bylaws of the Association shall establish a range which sets forth a minimum and maximum number of directors, and the number of Directors shall be as fixed or changed from time to time, within such range, by resolution of the board of directors. The method of election, removal, and filling of vacancies on the board and the term of office of directors shall be as set forth in the Bylaws.

Article 5. Indemnification of Directors and Officers. The Association shall indemnify its officers and directors to the fullest extent permitted in the Act and the Bylaws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 6. Limited Liability of Directors and Officers. There shall be no personal liability, either direct or indirect, of any director or officer of the Association to the Association or its Members, for monetary damages for any breach(es) of fiduciary duty as a director or officer, except that this provision shall not eliminate the liability of a director or officer, to the Association or its Members, for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) expressly prohibits the elimination of liability. This provision is effective on the date of the filing of these Amended and Restated Articles of Incorporation with the Office of the Colorado Secretary of State, and shall not eliminate or limit the liability of a director or officer to the Association or to its Members for monetary damages for any act or omission occurring prior to such date. However, this provision shall not limit the rights of directors or officers of the Association for indemnification or other assistance from the Association. Also, this provision shall not restrict or otherwise diminish the provisions of Section 13-21-116 (2) (b), Colorado Revised Statutes, as amended, or any other law that would limit or eliminate liabilities. Any repeal or modification of the foregoing provisions of this Article by the Members, or any repeal or modification of the provisions of the Colorado Revised Nonprofit Corporation Act which permits the limitation or elimination of liability of director or officers, shall not adversely affect any elimination of liability, or any right or protection, for any breach, act, omission or transaction that occurred prior to the time of such repeal or modification. Any indemnification or right of indemnification of directors and officers of the Association as provided by statute or any of the Association's governing documents shall continue as to a person who has ceased to be a director or officer of the Association and shall inure to the benefit of the director's or officer's estate, heirs, personal representatives, executors and administrators. Any repeal or modification of any provision of the Association's governing documents permitting or requiring indemnification of directors and officers shall be prospective

only, and shall not adversely affect any limitation on the personal liability of a current or former director or officer of the Association for acts or omissions prior to such repeal or modification.

Article 7. Merger, Consolidation and Dissolution. The Association may merge, consolidate, or dissolve only in accordance with the provisions of the Declaration and the procedures set forth in the Act.

Article 8. Amendments. These Articles may be amended only in accordance with the procedures set forth in the Act. Unless otherwise required by the Act, the Board may adopt amendments to these Articles for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity or institutional lender authorized to fund, insure or guarantee mortgages on individual Lots in the Community, and no Members shall be entitled to vote on any amendment to these Articles of Incorporation for such purpose. In all other situations, these Articles may be amended only upon a resolution duly adopted by the Board and the affirmative vote of Members representing at least 67% of the total votes in the Association, and the consent of the Declarant shall also be required until (a) such time as all of the Additional Property described on the Exhibit B to the Declaration has been subjected to the Declaration or (b) the date which is twenty (20) years after the date on which the Declaration is recorded, whichever first occurs.

Article 9. Termination. The Association may be terminated only as permitted by and in accordance with the provisions of the Act and the Declaration.

Article 10. Distribution of Assets Upon Dissolution. In the event of the dissolution of the Association, either voluntarily or involuntarily, by operation of law or otherwise, the assets of the Association shall be distributed in accordance with the provisions of the Act and of C.R.S. Section 38-33.3-218.

Article 11. Definitions. Unless otherwise defined herein, the capitalized terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.