

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR THE
MASTER COMMUNITY ASSOCIATION, INC.

**ARTICLES OF INCORPORATION FOR THE MASTER COMMUNITY
ASSOCIATION, INC. (A Nonprofit Corporation)**

The undersigned hereby 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

Master Community Association, Inc., a Colorado nonprofit corporation (“Community Association”), certifies to the Secretary of State of Colorado that:

By their signature below, the president and secretary of the Board of Directors certify these Amended and Restated Articles of Incorporation were approved by the assent of at least 2/3 of votes cast by Delegates of the Community Association at a meeting of the Delegates at which a quorum was present, in person or by proxy;

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 the Article 1 through Article 13, inclusive, and by substituting the following:

ARTICLE 1. NAME

The name of this corporation is the MASTER COMMUNITY ASSOCIATION, INC., using the registered trade name of Stapleton Master Community Association (“Community Association”).

ARTICLE 2. DURATION

The duration of the Community Association shall be perpetual.

ARTICLE 3. DEFINITIONS

The definitions set forth in the First Amended and Restated Community Declaration for the Project Area within the Former Stapleton International Airport (the “Community Declaration”) shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

ARTICLE 4. NONPROFIT

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

ARTICLE 5 PURPOSES AND POWERS OF COMMUNITY ASSOCIATION

Section 5.1 Purposes. The purposes for which the Community Association is formed are as follows:

- a. To be and constitute the Community Association to which reference is made in the Community Declaration, as recorded or to be recorded, in the records of the Clerk and Recorder of the City and County of Denver and the County of Adams, Colorado. The Community Declaration relates to the real estate in the City and County of Denver and the County of Adams, Colorado, which may be annexed and made subject to all or portions of the Community Declaration (the "Project Area"). Any real estate, which is, in fact, annexed and made subject to all, or part of the Community Declaration, is referenced as "Real Property".
- b. To lessen the burden of government by operating and managing the property within the large, master planned community created by the Community Declaration which is dedicated to public use and to operate and manage the Real Property and Common Elements funded and developed by the Park Creek Metropolitan District (PCMD) included within the Community, situated in the City and County of Denver, and Adams County, State of Colorado, subject to the Community Declaration, 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 Real Property and Common Elements for the benefit of the Stapleton Community and the general public.
- c. To perform all acts and services and exercise all powers and duties in accordance with the requirements for a master association of owners charged with the administration of the Real Property and Common Elements under the Colorado Common Interest Ownership Act (the "Act"), as amended and as set forth in the Community Declaration or any amendment to the Community Declaration.
- d. To act for and on behalf of the Members of the Community Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements developed and/or owned by the Park Creek Metropolitan District, the City and County of Denver and/or this Community Association and to act for and on behalf of the Real Property and Common Elements, including without limitation, representing the Community Association before any governmental body having jurisdiction over the Community Association or services provided to or from the Community Association.
- e. To eliminate or limit the personal liability of a Director to the Community Association or to the members for monetary damages for breach of fiduciary duty as a Director, as allowed by law.
- f. To promote the health, safety and welfare of all Members of the Association and of the Community and to provide and maintain a desirable community and

environment for all members of the public within the Community.

- g. To provide for the continuous operation, management and programming for all public, park and recreational assets owned by the Park Creek Metropolitan District.
- h. To provide for the continuous operation, management and programming for all public art and cultural assets owned the Park Creek Metropolitan District or the Community Association.
- i. To provide for the future development and operations of additional public recreational, cultural or educational facilities owned by the Community Association built within boundaries of the Stapleton redevelopment area.
- j. 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 of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Community Declaration, the Bylaws and the laws applicable to a nonprofit corporation of the State of Colorado.

Section 5.2 Purposes and Powers. 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. The Community Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Community Association.

Section 5.3 Restrictions Upon Purposes and Powers/Campaigns. The Community Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5.4 Dividends, Distribution, etc. The Community Association shall not pay any dividends. No distribution of the corporate assets to Members (as such) shall be made. Upon dissolution of the Community Association, the assets shall be distributed as provided in these Articles of Incorporation.

ARTICLE 6. DELEGATES, MEMBERSHIP RIGHTS AND QUALIFICATIONS

Voting members of the Community Association shall be established as Real Property is made subject to the Community Declaration, and as provided in the Community Declaration. Any person who holds title to Real Property or a Unit in the Planned Community shall be a Member of the Community Association. Voting rights and other rights of the Members are vested in Delegates, as provided for in the Community

Declaration, the Bylaws and as allowed for under the Colorado Revised Nonprofit Corporation Act. Members, as that term is used in Colorado nonprofit law, including the Colorado Revised Nonprofit Corporation Act, shall be the Delegates, as applicable, elected as provided in the Community Declaration and Bylaws. Wherever in the Colorado Revised Nonprofit Corporation Act, reference is made to Members (as, for example, in statutory provisions requiring an annual meeting of members, permitting removal of directors by members or relating to voting on amendments to these Articles of Incorporation) the Members referred to shall be such Delegates.

The Members may be of such classes of membership as established by the Community Declaration, as the Declaration may be amended or supplemented.

ARTICLE 7. REGISTERED AGENT

The current principal office of the Community Association is 7350 E. 29th Ave Suite 300 Denver, CO. 80238. The registered agent of the Community Association is the Executive Director of the Community Association, at the registered address 7350 E. 29th Ave. Suite 300. Denver, Colorado 80238. The principal office and the registered agent and office of the Community Association may change from time to time, by action of the Board of Directors.

ARTICLE 8. BOARD OF DIRECTORS/EXECUTIVE BOARD

The business and affairs of the Community Association shall be conducted, managed and controlled by a Board of Directors (Executive Board). The initial Executive Board shall consist of not less than three (3) persons, the specific number to be set forth in the Bylaws of the Community Association. The duties, qualifications, number and term of the members of the Executive Board and the manner of their election, appointment and removal shall be as set forth in the Bylaws. The Executive Board shall exercise the powers granted to the Community Association, except those expressly reserved to the Members or Delegates, and the Executive Board shall also administer the affairs of the Community Association in accordance with the provisions of these Articles, the Bylaws, the Community Declaration and laws relating to and governing nonprofit corporations of Colorado.

The Declarant of the Community shall have additional rights and qualifications as provided under the Act and the Community Declaration, including the right to appoint members of the Executive Board during the period of Declarant control. The Declarant or the Owners may establish such classes of membership of the Owners and of the Executive Board so as to reasonably allow for representation of the various communities included within the Community. With such classifications, the Owners within a class may then elect only specified members of their class to the Executive Board.

This Article of these Articles of Incorporation may be amended only in accordance with the Act, and shall not be amended in any manner that would modify any Special Declarant Rights as defined in Section 38-33.3-103(29) of the Act or in the Community Association Documents without Declarant's prior written consent.

ARTICLE 9. AMENDMENT

Amendment of these Articles shall require the assent of at least two-thirds (2/3) of the votes cast by the Delegates of the Community Association at a meeting of the Delegates at which a quorum is present, in person or by proxy; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Community Declaration, and provisions within these Articles of Incorporation requiring the consent of the Declarant for certain amendments must be complied with. Amendments may also be made pursuant to the assent of at least two-thirds (2/3) of a quorum of the Delegates voting by mail.

ARTICLE 10. ADDITIONS TO AND DELETIONS FROM THE REAL ESTATE

Additions to and deletions from the Real Property of the Community allowed for in the Community Declaration may be made only in accordance with the Act and the Community Declaration.

ARTICLE 11. DISSOLUTION

In the event of the dissolution of the Community Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, then the assets of the Community Association shall be deemed to be held in trust at the date of dissolution, and used until depleted or transferred to another public entity for the same purpose for the furtherance of sustaining any recreational, cultural or educational asset operated by the Community Association at the time of dissolution, unless otherwise agreed or provided by law, except that in the event of dissolution by the Secretary of State of Colorado (for failure to file administrative or other documents with the Colorado Secretary of State), the Community Association may be reinstated as allowed by law, in which event, assets of the Community Association shall remain assets of the Community Association.

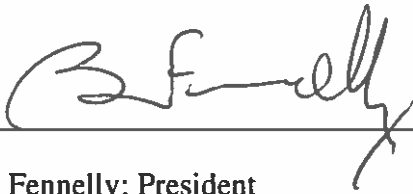
ARTICLE 12. INTERPRETATION

Express reference is hereby made to the terms and provisions of the Community Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Community Declaration shall control over these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this **18TH** day of **FEBRUARY, 2015**.

MASTER COMMUNITY ASSOCIATION, INC.,

a Colorado nonprofit corporation,



_____.

Brian Fennelly; President



_____.

Gregg Looker; Secretary

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: Trisha K. Harris, HindmanSanchez P.C., 5610 Ward Road, Ste. 300, Arvada, CO 80002.

