

STATE OF COLORADO )  
 ) ss. BEFORE THE BOARD OF DIRECTORS  
COUNTY OF JEFFERSON ) OF THE HIWAN HOMEOWNERS  
 ) ASSOCIATION

Resolution adopting the Amended  
Articles of Incorporation

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**Resolution #8/11-2**


**WHEREAS**, the Board of Directors of the Hiwan Homeowners Association representing Hiwan First, Second, Third, and Fourth Filings (the "HHOA") has submitted the Amended Articles of Incorporation attached as Exhibit A to the HHOA Owners entitled to vote for approval; and

**WHEREAS**, at the mail ballot election held during May and June of 2011, 253 of the Owners voted in favor of the adoption of the Amended Articles of Incorporation, and 23 of said Owners voted against adoption, according to a tabulation by the independent accounting firm of Scripps, Taylor & Associates, PC; and

**WHEREAS**, the approval of the Owners is required and has been obtained for the adoption of the Amended Articles of Incorporation.

**NOW THEREORE, BE IT RESOLVED** by the Board of Directors of the HHOA that the Amended Articles of Incorporation are adopted effective this 3rd day of August, 2011 and shall hereafter be enforced in accordance with their terms and the provisions of Colorado law;

**FURTHER**, the President of the HHOA Board of Directors is authorized and directed to execute and file the Amended Articles of Incorporation attached as Exhibit A with the office of the Colorado Secretary of State, and the Secretary of the HHOA Board of Directors is authorized and directed to post a full and complete copy of the Amended Articles of Incorporation on the HHOA's website, to notify the Owners of the adoption and effective date of the Amended Articles of Incorporation in the HHOA's next Newsletter, and to maintain copies of the same at the HHOA's principal office.

  
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President

**CERTIFICATION**

The undersigned secretary of the Hiwan Homeowners Association certifies that the foregoing Resolution is a true, complete and correct copy of a Resolution of the Board of Directors of the Hiwan Homeowners Association adopted by a vote of 7 in favor of adoption and 1 ~~against adoption~~ abstained by the Board at its regular meeting held on August 3, 2011.

  
\_\_\_\_\_  
Secretary

AMENDED  
ARTICLES OF INCORPORATION OF  
HIWAN HOMEOWNERS ASSOCIATION

The undersigned hereby amends the nonprofit corporation pursuant to the statutes of the State of Colorado, and adopts the following amended Articles of Incorporation.

ARTICLE ONE

Name of the Corporation

The name of the corporation is: Hiwan Homeowners Association (the "Association") representing Hiwan – First, Second, Third and Fourth Filings.

ARTICLE TWO

Duration

The corporation shall have perpetual existence.

ARTICLE THREE

Specific Purpose

The purpose of the corporation is to promote and defend the interests of the Hiwan Homeowners Association.

ARTICLE FOUR

General Purpose

The general purposes for which this corporation is formed are as follows:

- 1) To promote the common benefit of the members of the Association.
- 2) To maintain high standards of appearance.
- 3) To uphold and enforce the Hiwan Homeowners Association Amended and Restated Covenants as recorded August 9, 2011 at Reception # 2011072630.
- 4) To be and constitute the Association referred to in said Covenants.

The foregoing clauses shall be considered both objectives and powers, and the foregoing enumeration of powers shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the Hiwan Homeowners Association shall be deemed to have the power to do whatever is necessary to carry out the purposes and objectives above-enumerated.

ARTICLE FIVE

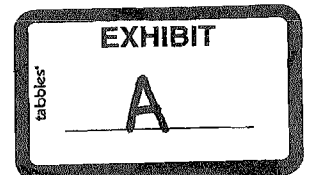
The members of the Hiwan Homeowners Association shall be limited to owners of all numbered lots shown on the Plats of Hiwan subdivision (Hiwan First, Second, Third, and Fourth Filings), excluding lot 61: including lettered tracts J, K, L, M, N and O as shown on the Plat of Hiwan - Second Filing (hereinafter "Lots").

ARTICLE SIX

The corporate powers shall be exercised by the members of the Hiwan Homeowners Association and their duly elected Board of Directors as provided for in the Bylaws of the corporation.

ARTICLE SEVEN

The Board of Directors of Hiwan Homeowners Association shall be comprised of nine members.



ARTICLE EIGHT

The Directors of Hiwan Homeowners Association shall have no personal liability to the corporation, its members, or third parties for damages for breach of fiduciary duty as a director. It is the intent of the Association to obtain maximum protection affordable to its directors pursuant to the provisions of Colorado Revised Statutes as may be amended from time to time. Further, the officers, directors, employees and agents of the corporation shall be indemnified by the corporation from personal liability to the fullest extent allowable under Colorado Non-Profit Corporation Code as specifically, but not limited to, the full indemnification of said officers, directors, employee, and agents, available pursuant to the provisions of Colorado Revised Statutes as may be amended from time to time.

ARTICLE NINE

The registered agent of Hiwan Homeowners Association shall be the elected Treasurer and shall be reported to the Secretary of State annually or as required by law.

The address of the registered office of the corporation is as recorded with the Secretary of State. .

ARTICLE TEN

The right is expressly reserved to amend these Articles of Incorporation, as permitted or provided by the laws of the State of Colorado, and the rights of all members of the Association are expressly made subject to such power of amendment. These Articles of Incorporation shall be amended by an affirmative vote of owners of sixty-seven (67%) of the Lots in person or by written proxy at a duly conducted election.

ARTICLE ELEVEN

These amended Articles of Incorporation are submitted by Tonya Cameron on behalf of the Hiwan Homeowners Association this 4<sup>th</sup> day of August, 2011.

*Tonya Cameron*  
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Tonya Cameron

STATE OF COLORADO )  
  ) ss  
COUNTY OF JEFFERSON)

Subscribed and sworn to before me this 4<sup>th</sup> day of August, 2011, by Tonya Cameron on behalf of Hiwan Homeowners Association.

WITNESS my hand and official seal.



*Leonie Bitterly*  
\_\_\_\_\_  
Notary Public  
My commission expires: 4-28-12