

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

MORNINGSIDE HOMEOWNERS ASSOCIATION, INC.

Morningside Homeowners Association, Inc., 7100 E. Hamilton Place, Denver, Colorado 80224, a Colorado nonprofit corporation, having its principal office at 7100 E. Hamilton Place, Denver, Colorado 80224 (hereinafter referred to as the "Corporation") hereby certifies to the Secretary of State of Colorado that:

FIRST: The Corporation desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided.

SECOND: The provisions set forth in these Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto. These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended.

THIRD: The Articles of Incorporation of the Corporation are hereby amended by striking in their entirety Articles I through XIII, inclusive, and by substituting in lieu thereof the following:

ARTICLE 1 -- Name

The name of this corporation shall be MORNINGSIDE HOMEOWNERS ASSOCIATION, INC. ("Association").

ARTICLE 2 -- Duration

The term of existence of this Corporation is perpetual.

ARTICLE 3 -- Purposes

The business, objects and purposes for which the Corporation is formed are as follows:

1. To be and constitute the Association to which reference is made in the Condominium Declaration for Morningside Condominiums, as amended and supplemented (the "Declaration") recorded in the records of the Clerk and Recorder of the City and County of

Denver, Colorado, and to perform all obligations and duties of the Association and to exercise all rights and powers of the Association.

2. To provide an entity for the furtherance of the interests of all of the owners of condominium units in the Morningside Condominium Community, with the objectives of establishing and maintaining the Morningside Condominium Community as a prime condominium ownership project of the highest possible quality and value and enhancing and protecting its value, desirability and attractiveness.

ARTICLE 4 -- Powers

In furtherance of its purposes, the Corporation shall have all of the powers conferred upon unit owner associations and nonprofit corporations by the statutes and common law of the State of Colorado in effect from time to time, including 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 which will include, but shall not be limited to, the following:

1. To make and collect assessments against members of the Association for the purposes of payment of the common expenses (including the expenses incurred in exercising its powers or of performing its functions);

2. To manage, control, operate, maintain, repair, improve and enlarge the general common elements;

3. To enforce the terms, covenants, restrictions, conditions, uses, limitations and obligations set forth under the Declaration and ByLaws, and to make and enforce rules and regulations as provided therein;

4. To engage in activities which will actively foster, promote and advance the interests of all of the owners of condominium units;

5. To eliminate or limit the personal liability of a Director to the Association or to the members for monetary damages for breach of fiduciary duty as a Director, as allowed by law.

ARTICLE 5 -- Memberships

1. This Corporation shall be a membership corporation without certificates or shares of stock. There shall be one class of membership, and there shall be one membership in the corporation for each condominium unit, as defined in the Declaration. The owner or owners of a condominium unit shall hold and share the membership related to that condominium unit in the same proportionate interest and by the same type of tenancy in which the title to the condominium unit is held, provided always that there shall be only one membership per condominium unit. No person or entity other than an owner of a condominium unit may be a member of the Corporation.

- b) Fern Noe 6980 East Girard Avenue, No. 304
Denver, CO 80224
- c) Ann Goodro 3470 So. Poplar Street, No. 408
Denver, CO 80224
- d) Ronald Deal 6940 E. Girard Street, No. 403
Denver, CO 80224
- e) Bill Hafstrom 3470 So. Poplar, No. 201
Denver, CO 80224

Any vacancies in the Board of Directors occurring before the next election of Directors shall be filled by the remaining Directors.

ARTICLE 7 -- Officers

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the board believes will be in the best interest of the Corporation. The officers shall have such duties as may be prescribed in the ByLaws of the Corporation and shall serve at the pleasure of the Board of Directors.

ARTICLE 8 -- Conveyances and Encumbrances

Corporate property may be conveyed or encumbered by authority of the Board of Directors or by such person or persons to whom such authority may be delegated by resolution of the Board. Conveyances or encumbrances shall be by an instrument executed by the President or a Vice President and by the Secretary or an Assistant Secretary, or executed by such other person or persons to whom such authority may be delegated by the Board.

ARTICLE 9 -- Principal Office and Registered Office and Agent

The current principal office of the Association is 7100 E. Hamilton Place, Denver, Colorado 80224. The current registered agent of the Association is Pete Cox at the registered address of 1660 South Albion Street, Suite 425, Denver, Colorado 80222. The principal office and the registered agent and office of the Association may change from time to time, by action of the Board of Directors.

ARTICLE 10 -- Amendments

Amendment of these Articles shall require the assent of at least two-thirds of the votes in the Association at a 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 -- Managing Agent Functions

Subject to the reservations set forth in the Declaration, the Association, may obtain and pay for the services of a managing agent to administer and manage the affairs of the Association and be responsible for the operation, maintenance, repair and the improving of the common elements, including all of the exterior portions of the improvements and to keep the same in good, attractive and sanitary condition, order and repair. The cost of such services shall be borne by the members according to their interest in the common elements. Maintenance of the general common elements of the Morningside Condominium Community, billing and collection of the common expenses, preparation of an operating budget, maintenance of files, books and records, the employment of personnel to perform such duties and other services and functions shall be performed by Managing Agent.

ARTICLE 12 -- General

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes. This Corporation does not afford pecuniary gain to its members incidentally or otherwise, but members shall be reimbursed for reasonable costs he/she may incur for or on behalf of the Corporation. This Corporation has no power to carry on propaganda, attempt to influence legislation, or take part in a political campaign.

ARTICLE 13 -- Dissolution

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the members at the date of dissolution, as a part of their Unit, in proportion to their allocated interests, unless otherwise agreed or provided by law.

FOURTH: By resolution of the Board of Directors of the Corporation, pursuant to and in accordance with Colorado law, the Board of Directors of the Corporation duly advised the foregoing Amended and Restated Articles of Incorporation. By formal action taken by the members at a meeting of the members held on May 17, 1994, at which meeting a quorum was present, the foregoing amended and restated Articles of Incorporation received at least two-thirds of the votes which members present or represented by proxy were entitled to cast, all in accordance with Colorado law.

IN WITNESS WHEREOF, the Morningside Homeowners Association, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 2nd day of June, 1994, and its President acknowledges that these Amended and Restated Articles of Incorporation are the act and deed of Morningside Homeowners Association, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his/her knowledge, information and belief.

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MORNINGSIDE HOMEOWNERS ASSOCIATION, INC.

Clayton E. Koch
Clayton E. Koch, President

Fern D. Noe
Fern D. Noe, Secretary

STATE OF COLORADO)
) ss.
CITY/COUNTY OF Denver)

The foregoing Amended and Restated Articles of Incorporation were signed before me by Clayton E. Koch, as President of Morningside Homeowners Association, Inc. who, under oath, stated that the matters and facts set forth therein with respect to authorization and approval are true in all material respects to the best of his/her knowledge and belief.

Dated this 13th day of July, 1994.

Etha Blewett
Notary Public

My Commission Expires:
10-23-94

Address:
1099-18th Street
Denver CO 80202