

The document that follows is the FINAL DRAFT FOR OWNER INPUT ONLY, effective as of May 5, 2026. No reliance should be made, nor representations inferred from, the contents of this draft document.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE VINEYARD HOMEOWNERS ASSOCIATION
(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.

RECITALS

The Vineyard Homeowners Association, a Colorado nonprofit corporation (“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 received the approval of 75% of the membership;

[Note: The above amendment requirement contained in your current Articles of Incorporation is unusually high and burdensome. Colorado law permits amendments to the Articles of Incorporation with the affirmative vote of a majority of a quorum of the Members. We recommend you consider adding a provision to the A&R Declaration lowering the amendment requirement for the Articles of Incorporation. The lower requirement in the A&R Declaration, once approved, would supersede the requirement in the current Articles of Incorporation, allowing this document to be more easily approved. Please let us know if you would like us to add such a provision to the A&R Declaration.]

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 Articles I through XII, inclusive, and by substituting the following:

ARTICLE 1

NAME

The name of the corporation is The Vineyard Homeowners Association (the "Association").

[Note: This provision is similar to Article I of your current Articles of Incorporation.]

ARTICLE 2

DURATION

The duration of the Association shall be perpetual.

[Note: This provision is similar to Article IX of your current Articles of Incorporation.]

ARTICLE 3

DEFINITIONS

The definitions set forth in the Declaration of Covenants, Conditions and Restrictions, as amended, ("Declaration") shall apply to all capitalized terms contained in these Articles of Incorporation, unless otherwise noted.

[Note: This provision has been added.]

ARTICLE 4

NONPROFIT

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

[Note: This provision has been added.]

ARTICLE 5

PURPOSES AND POWERS OF ASSOCIATION

The purposes for which the Association is formed are as follows:

(a) To operate and manage the common interest community known as "The Vineyard," a planned community (the "Community"), and to operate and manage the Property and Common Area included within the Community, situated in Mesa County, State of Colorado, subject to the Declaration, Plats, Maps, 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 Property;

(b) To maintain the Community as a community of the highest quality and value, and to enhance and protect the Property's value, desirability and attractiveness;

(c) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an association of owners charged with the administration of the Property under the terms of the Colorado Common Interest Ownership Act, as amended (the "Act") and as applicable to common interest communities created prior to July 1, 1992, and as set forth in the Declaration;

(d) To provide for administration, maintenance, preservation, improvement, and architectural review as contained in the Declaration; and

(e) 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 Owners and residents within the Community, and to have and to exercise any and all powers, rights, and privileges which are granted under the Act, the Declaration, Bylaws, and the laws applicable to a nonprofit corporation of the State of Colorado.

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.

[Note: This provision simplifies the powers and duties set forth in Article IV of your current Articles of Incorporation. The more specific powers and duties have been moved to the Amended and Restated Bylaws.]

ARTICLE 6

ELIMINATION OF CERTAIN LIABILITIES OF DIRECTORS

There shall be no liability, either direct or indirect, of any Director acting within the scope of their duties as a Director, or any other person serving the Association at the direction of the Board of Directors, without compensation, to the Association or to its Members for monetary damages for breaches of fiduciary duties arising out of such services. Notwithstanding the foregoing, this provision shall not eliminate the liability of a Director to the Association or its Members for any breach, act, omission, or transaction for which the Act or the Colorado Revised Nonprofit Corporation Act expressly prohibits elimination of liability.

[Note: This provision has been added to incorporate limitation of liability provisions pursuant to Colorado law.]

ARTICLE 7

MEMBERSHIP RIGHTS AND QUALIFICATIONS

There shall be one membership for each Lot owned within the Community. This membership shall be automatically transferred upon the conveyance of that Lot. The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for Assessments, and the method of collection of Assessments shall be contained in the Declaration, the Articles of Incorporation, and Bylaws of the Association.

[Note: This provision combines and simplifies Articles V and VI of your current Articles of Incorporation to eliminate the classes of members. The more specific provisions regarding membership and voting have been moved to the A&R Bylaws and/or Declaration.]

ARTICLE 8

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 7 Gamay Ct, Grand Junction, CO 81507. The current registered agent of the Association is Margaret Jean Peggy Maurer

at the registered address of Divergent Properties, LLC at 737 Corral Drive, Grand Junction, CO 81505. 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.

[Note: This provision updates and combines Articles II and III of your current Articles of Incorporation to reflect the information currently on file with Colorado Secretary of State's office. Please note we recommend the registered agent and office be either a management company or our firm instead of a Board member to assure service of process is properly handled since Board members change frequently.]

ARTICLE 9

BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The Board of Directors may consist of any number between three and seven, inclusive. The specific number is set forth in the Bylaws.

[Note: This provision revises Article VII of your current Articles of Incorporation to remove references to the initial Board members and to set a range in the number of directors instead of a specific number so as to allow the Board flexibility to change in the future without having to amend the Articles of Incorporation. The A&R Bylaws specify the exact number of directors pursuant to Colorado law. References to terms and elections of directors have also been moved to the A&R Bylaws.]

ARTICLE 10

AMENDMENT

Amendment of these Articles of Incorporation, except for amendments that may be adopted by the Board of Directors pursuant to the Colorado Revised Nonprofit Corporation Act, shall require the affirmative vote of at least a majority of the votes cast, with at least a quorum of Owners voting; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Declaration.

[Note: This provision revises Article X of your current Articles of Incorporation to lower the future approval requirement from 75% of the Members to a majority of a quorum of the Members, which reflects the minimum owner approval required under Colorado law for amendments to the Articles of Incorporation.]

ARTICLE 11

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

[Note: This provision simplifies Article VIII of your current Articles of Incorporation pursuant to Colorado law.]

ARTICLE 12

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.

[Note: This provision has been added.]

[Note: Articles XI (FHA/VA Approval) and XII (Incorporator) of your current Articles of Incorporation have been removed, as they are no longer required or applicable. Reference to the initial property description for the Community set forth in Exhibit A of the Articles of Incorporation has been removed from the Articles and moved to the A&R Declaration, where it is more appropriately placed.]

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this ____ day of _____, 20__.

THE VINEYARD HOMEOWNERS
ASSOCIATION, a Colorado nonprofit
corporation

President

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: David A. Firmin, Altitude Community Law P.C., 555 Zang Street, Suite 100, Lakewood, Colorado 80228-1011.

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