AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
THE BURNING TREE HOMEOWNERS ASSOCIATION
(A 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 Burning Tree 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 affirmative vote of a majority of the Members present, in person or by proxy, at a regular or special meeting of the Members at which a quorum was present;

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 XIV, inclusive, and by substituting the following:

ARTICLE 1.
NAME

The name of this corporation is The Burning Tree Homeowners Association (the "Association").

ARTICLE 2.
DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.
DEFINITIONS

The definitions set forth in the Declaration and Agreement Establishing Protective Covenants, as amended, shall apply to all capitalized terms contained in these Articles, unless otherwise noted.

ARTICLE 4.

NONPROFIT

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

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 "Burning Tree,"a planned community, and to operate and manage the Property and Common Area included within the Community, situated in Arapahoe 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 Burning Tree 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 act for and on behalf of the Members of the Association in all matters deemed necessary and proper for the protection, maintenance and improvement of the lands and improvements owned by the Members and this Association;

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

(f) To promote, foster and advance the health, safety and welfare of the residents;

(g) To eliminate or limit the personal liability of Directors of the Association or to the Members for monetary damages for breach of fiduciary duty, as allowed by law; and

(h) 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, residents within the Burning Tree 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 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.

ARTICLE 6.

MEMBERSHIP RIGHTS AND QUALIFICATIONS

There shall be one (1) 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.

ARTICLE 7.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is P.O. Box 621073, Littleton, CO 80162. The current registered agent of the Association is James J. Keil, Jr. at the registered address of 3 Spy Glass Drive, Columbine Valley, CO 80123. 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 8.

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 five (5) and nine (9) persons. This number is set forth in the Bylaws and may be changed by a duly adopted amendment to the Bylaws.

ARTICLE 9.

AMENDMENT

Amendment of these Articles shall require the assent of a majority of the Members present and voting, in person or by proxy, at a regular or special 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 10.

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, 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 Lots as provided by the Declaration.

ARTICLE 11.

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.

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

THE BURNING TREE 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: Candyce D. Cavanagh, Orten & Hindman, P.C., 11901 W. 48th Ave., Wheat Ridge, CO 80033.