



Colorado Secretary of State
 Date and Time: 02/09/2021 01:19 PM
 ID Number: 20141723942
 Document number: 20211136757
 Amount Paid: \$25.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 20141723942
 (Colorado Secretary of State ID number)
 Entity name Pagosa Hotel Mall Owner's Association, Inc.

2. The new entity name (if applicable) is _____.

3. The amended and restated constituent filed document is attached.

4. The amendment to the articles of incorporation was in the manner indicated below: (make the applicable selection)

The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.

The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
 (mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing the document to be delivered for filing are

Lammey Keith _____ _____
(Last) *(First)* *(Middle)* *(Suffix)*

(Street name and number or Post Office Box information)

46 East Ridge

Battlement Mesa CO 81635
(City) *(State)* *(Postal/Zip Code)*

Colorado United States
(Province – if applicable) *(Country – if not US)*

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
PAGOSA HOTEL MALL OWNER'S ASSOCIATION, INC.
(A Colorado Nonprofit Corporation)**

The undersigned sign and acknowledge, for delivery to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

RECITALS

Pagosa Hotel Mall Owner's Association, Inc., a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

By their signatures below, the president and secretary of the Board of Directors certify that these Amended and Restated Articles of Incorporation received the approval of an 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;

Capitalized terms used in these Articles have the same meaning as set forth in the Declaration of Covenants and Restrictions for Pagosa Hotel Mall Owner's Association, Inc.

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 Articles XI, inclusive, and by substituting the following:

ARTICLE I

The name of the corporation shall be:

PAGOSO HOTEL MALL OWNER'S ASSOCIATION, INC. ("Association").

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized for the following purposes:

- A. To operate and maintain the common areas and facilities within the Pagosa Hotel Mall, according to the plats thereof recorded in the records of Archuleta County, Colorado, to perform all duties,

powers and functions of the Pagosa Hotel Mall Owner's Association (hereinafter "Association"), as set forth in the applicable Declaration of Covenants and Restrictions (the "Declaration").

- B. To operate and manage the affairs of property owned within the Pagosa Hotel Mall in Archuleta County, Colorado.

ARTICLE IV

In the furtherance of said purposes, the Corporation shall have and exercise all powers conferred upon a nonprofit corporation by the Colorado Corporation Code and upon a property owners association by the Colorado Statutes, as said statutes may from time to time be amended, including, without limitation, the following:

- A. To buy, exchange, contract for, lease and in any and all other ways acquire, hold and own, and deal in, sell, mortgage, lease or otherwise dispose of personal property or real property of every kind and description, as may be desirable for use by the Corporation in the operation of an business conducted by it.
- B. To levy annual and special assessments, to perform maintenance and capital improvements, and other wise to exercise all powers conferred upon it by the Declaration.
- C. To borrow money for the conduct of its business and in furtherance of the objects, purposes and powers herein set forth, to issue debentures, bonds, certificates of indebtedness, notes or other instruments of like character evidencing the liability of the Corporation; to repay the same and to secure any and all thereof by mortgages or deeds of trust on any or all of the real or personal property.
- D. To carry on any business which the Corporation may deem proper or convenient in connection with any of the foregoing powers and purposes whether indirectly or otherwise, or which may be calculated, directly or indirectly, to promote the interest of the Association or to enhance the value of its property; and to have and exercise all of the powers conferred by the laws of the State of Colorado on such Corporation.
- E. To exercise all powers conferred upon an association of owners, as set forth in the Colorado Statutes, as applicable, as the same may from time to time be amended.
- F. All of the powers set forth herein or conferred by statute shall be exercised only in accordance with any applicable restrictions in the Declaration.

ARTICLE V

The principal place of business is 422 Pagosa Street, Pagosa Springs, Colorado 81147 and the office and mailing address of the Association is 46 East Ridge, Ste. 100, Battlement Mesa, Colorado. The registered agent of the Association is Elk Peaks Consulting Group, Ltd. at the registered address of 46 East Ridge,

Ste. 100, Battlement Mesa, CO 81635. The principal office and the registered agent and the office of the Association may change from time to time, by action of the Board of Directors.

ARTICLE VI

The management of this Association shall be vested in a board of directors, the number of which shall be three. All directors shall be owners or co-owners of units within the Pagosa Hotel Mall.

The number of directors constituting the board of directors shall be three. All directors shall be owners or co-owners of units within the Pagosa Hotel Mall. The number of directors, methods of election, term of office, removal and filling of vacancies shall be as set forth in the Bylaws.

ARTICLE VII

The Corporation shall not issue membership certificates; however, the owner or owners of each unit in the Pagosa Hotel Mall shall be members of the Corporation. At any meeting of the membership, the owner or owners of a unit shall be entitled to the same percentage of votes within the Association as the percentage of their Allocated Interests as shown on Exhibit A of the Declaration of Covenants and Restrictions for the Pagosa Hotel Mall. Multiple owners shall designate which of them shall cast the allocated vote for that unit.

ARTICLE VIII

The members shall have the power to make, from time to time, such bylaws for the management of the affairs of the Corporation as may be necessary or proper and, after reasonable notice, to repeal, amend, or alter the same or to adopt new bylaws. The board of directors shall have the power to fix the salaries of directors, corporate officers and agents and employees of the Corporation. The board of directors shall have the power to appoint and remove officers, agents and employees of the Corporation.

ARTICLE IX

Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets, if any, to the owner or owners of each unit with the Pagosa Hotel Mall, with the owner or owners of each unit to hold an undivided interest as tenant in common in such non-real property assets in accordance with the total number of units in the Pagosa Hotel Mall, subject to any liens, encumbrances or easements of record. Any such non-real property assets not disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located in such manner as to carry out the purposes of the Corporation and the Declaration.

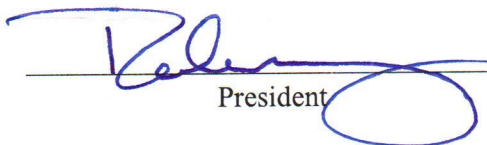
ARTICLE X

Directors of the Corporation shall not be liable for monetary damages for breach of fiduciary duties as a director, except that this provision shall not eliminate or limit the liability of a director of the Corporation or its members for monetary damages for breach of duty of loyalty to the Corporation and its members;

acts or omissions not in good faith or which involve intentional misconduct or violation of law; or any transaction from which the director derives an improper personal benefit.

In witness whereof, the undersigned has signed these Amended and Restated Articles of Incorporation this 2 day of February, 2021.

Pagosa Hotel Mall Owner's Association, Inc.
a Colorado nonprofit corporation,



President



Secretary