

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
THE COUNT POURTALES ASSOCIATION
(A COLORADO NONPROFIT CORPORATION)**

The undersigned 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

The Count Pourtales Association, 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 by 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;

The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the existing Amended and Restated Articles of Incorporation and all amendments;

The Association desires to amend and restate its Amended and Restated Articles of Incorporation currently in effect as set forth below and that the current Amended and Restated Articles of Incorporation of the Association are hereby amended by deleting them in their entirety and by substituting the following:

ARTICLE 1. Name

The name of the corporation is The Count Pourtales Association (the "Association").

ARTICLE 2. Duration

The duration of the Association will be perpetual.

ARTICLE 3. Principal Office and Registered Agent

The principal office of the Association is 5 Crossland Road, Colorado Springs, Colorado 80906. The registered agent of the Association is Michelle G. Kohl at the address of 9 Crossland Road, Colorado Springs, Colorado 80906. The principal office and the registered agent of the Association may change from time to time, by action of the Board of Directors.

ARTICLE 4. Nonprofit

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

ARTICLE 5. Membership Rights and Qualifications

There will be one membership for each Home Site owned, which will be automatically transferred upon the conveyance of the Home Site. The qualifications of members of the Association, the voting

rights, and other rights and obligations of members will be contained in the Declaration and Bylaws of the Association.

ARTICLE 6. Purposes and Powers of the Association

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

- (a) To provide an entity to further the interests of the owners of property subject to the Declaration (such property is hereafter referred to as the "Property");
- (b) To operate the common interest community known as "Count Pourtales Addition to Broadmoor," a planned community, and to operate and manage the Property in Count Pourtales Addition to Broadmoor located in El Paso County, State of Colorado, subject to the Declaration, maps, Bylaws, and rules and regulations as the Board of Directors may from time to time adopt;
- (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 Revised Nonprofit Corporation Act, as may be amended (the "Act") and as set forth in the Declaration;
- (d) To act in all matters deemed necessary and proper for the protection, maintenance, and improvement of the lands and improvements owned by the members and/or the Association; 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 members and residents of the Community, and to have and to exercise any and all powers, rights, and privileges which are granted under the Act, the Declaration, the Bylaws, and laws applicable to a nonprofit corporation of the State of Colorado.

The foregoing statements of purpose will be construed as a statement of both purposes and powers. The purposes and powers stated in each clause will not be limited or restricted by reference to or inference from the terms or provisions of any other clause but will be broadly construed as independent purposes and powers.

ARTICLE 7. Liability of Directors

No director will be personally liable to the Association or its members for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Association or its members for monetary damages will be eliminated or limited on account of any of the following:

- (a) any breach of the director's duty of loyalty to the Association or its members;
- (b) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (c) any transaction in which the director received improper personal benefit.

This Article will not be construed to deprive any director of the right to all defenses ordinarily available to a director nor will it be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this article will be prospective only and will not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

ARTICLE 8. Board of Directors

The business and affairs of the Association will be conducted, managed, and controlled by a Board of Directors. The Board of Directors may consist of any number between 3 and 5 persons. The number and qualification of directors, method of election, term of office, removal, and filling of vacancies will be set forth in the Bylaws.

ARTICLE 9. Amendment

Except for those amendments allowed by statute for the Board of Directors to make, amendment of these Articles of Incorporation will require the assent of a majority of the voting credits that are present and voting in person, by proxy, or virtually 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 will 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 will be deemed to be owned by the members at the date of dissolution, as part of their Home Site as defined 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 of Incorporation. In the event of conflict, the terms of the Declaration will control over these Articles of Incorporation and the Bylaws. In the case of conflict between the provisions of these Articles of Incorporation and the Bylaws, these Articles of Incorporation will control.

In witness whereof, the undersigned have signed these Amended and Restated Articles of Incorporation this ____ day of _____, 2026.

**THE COUNT POURTALES ASSOCIATION, a Colorado
nonprofit corporation**

President

Secretary