

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE COUNT POURTALES ASSOCIATION
(A Corporation Not for Profit)

These AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE COUNT POURTALES ASSOCIATION are executed as of February 15, 2006.

RECITALS:

A. On September 24, 1954, V.H. WELLER, E. JAMES BRADY and RALPH E. RUDER established a Colorado not for profit corporation, and executed and delivered to the Colorado Secretary of State a Certificate of Incorporation.

B. On February 15, 2006, at the Annual Meeting of the Members of the Count Pourtales Association, the Members approved the following Amended and Restated Articles of Incorporation of The Count Pourtales Association.

THE COUNT POURTALES ASSOCIATION

AMENDED and RESTATED
ARTICLES OF INCORPORATION

1. The name of the corporation shall remain "The Count Pourtales Association."

2. The particular business and objects and purpose for which The Count Pourtales Association (the "Association") is formed, are:

(a) To administer the protective covenants in the Count Pourtales Addition to El Paso County, Colorado (the "Protective Covenants");

(b) To purchase, hold and dispose of real and personal property for the purposes of said Association and to manage and improve said property for the benefit of the Association and its Members;

(c) To acquire all rights, powers and interest in and to all parks and other reserved tracts in said Count Pourtales Addition, and to administer said powers and rights in the common interest of all owners of property in said Count Pourtales Addition;

(d) To levy assessments against the owners of property in the Count Pourtales Addition for the maintenance, upkeep and improvement of the reserved tracts in said area, and for the purpose of paying taxes and assessments against such reserved tracts and park areas;

(e) To do such other and further acts as are set forth in (i) the Protective Covenants, as recorded with the Clerk and Recorder of El Paso County, Colorado, and as such Protective Covenants may be amended from time to time; (ii) the By-Laws of the Association; and (iii) as are necessary or convenient to carry out the purposes of the Association, and are authorized by law.

3. The Board of Directors of the Association shall consist of not less than three nor more than five members, the specific number to be set forth from time to time in the By-Laws. In the absence of any provision in the By-Laws, the Board of Directors shall consist of five members. Member of the Board of Directors shall be elected at the Annual meeting of the Members of the Association in the manner provided in the By-Laws. Members of the Board of Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

4. The Association shall have perpetual existence as a Colorado not for profit corporation.

5. The Association is incorporated for the purposes set forth above, and is not for profit. No stock shall be issued representing any pecuniary interest therein. The requirements for membership in the Association shall be as set forth in the By-Laws.

6. The Board of Directors has adopted By-Laws deemed proper for the management of the affairs of the Association and such By-Laws may be amended at any regular or special meeting of the Board of Directors at which a quorum is present, by a majority vote.

7. These Amended and Restated Articles of Incorporation may be further amended and restated by a majority vote of the Members of the Association at a regular or special meeting of the Association called for that purpose, or by the Board of

Directors, with or without shareholder action pursuant to C.R.S. §7-110-107(1) and (2) except any Amendment requiring shareholder approval; and C.R.S. §7-110-103, as those sections may be amended from time to time.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of this 15th day of February, 2006.

THE COUNT POURTALES
ASSOCIATION

By: Katherine H. Lee, Director

By: John J. Russell, Director

By: Mary Lovelace, Director