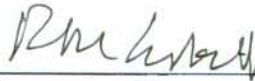


**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**WESTERMERE CONDOMINIUM OWNERS ASSOCIATION, INC.,**  
**A COLORADO NONPROFIT CORPORATION**

1. **Name.** The name of the corporation is Westermere Condominium Owners Association, Inc. ("Association").
2. **Duration.** The term of existence of the Association is perpetual.
3. **Purposes.** The purposes for which the Association has been formed is to constitute the Association to which reference is made in the Declaration Condominium Declaration for Westermere Condominium recorded on September 19, 1991, in the records of the San Miguel County Clerk and Recorder in Book 482 at page 598, as same may be supplemented, amended or restated ("Declaration"), and bylaws of the Association, and to exercise all rights and powers of the Association as set forth under Colorado law.
4. **Membership.** The Association shall be a membership corporation without certificates or shares of stock. Members shall have voting rights as set forth in the Declaration and Association bylaws.
5. **Board of Directors.** The business affairs of the Association shall be conducted by the Board of Directors as set forth in the Declaration and Bylaws. Cumulative voting for directors by the members is not permitted.
6. **Registered Agent.** The current registered agent is Full Circle HOA Management, 560 Mountain Village Blvd., 102B, Mountain Village, CO 81435. The registered agent may be changed at any time pursuant to a vote of the Board of Directors.
7. **Amendments.** These articles may be amended, supplemented or restated by the written agreement of sixty-seven percent (67%) of the total votes of the Association.
8. **Definitions.** The capitalized terms used herein are as defined by the Declaration.
9. **Adoption.** The undersigned hereby certifies that these First Amended and Restated Articles were adopted pursuant to the affirmative vote of two-thirds of the votes of the members of the Association as required by Article XIV of the original articles dated August 28, 1991.
10. **Distribution of Assets on Dissolution.** In the event of a dissolution of the Association, the property and assets of the Association remaining after providing for all obligations of the Association shall be distributed pursuant to Article 34 of C.R.S. § 7-121-101.

  
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President

Date: 3/21, 2010

  
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Secretary

Date: 3/18, 2010