

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MT. ELBERT WATER
ASSOCIATION, INC.

CHANGE OF
R.O.R.A.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
MT. ELBERT WATER ASSOCIATION *mes*
(A Nonprofit Corporation)

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SECRETARY OF STATE
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The undersigned hereby signs and acknowledges, for delivery in duplicate to the Secretary of State of Colorado, these Amended and Restated Articles of Incorporation under the Colorado Revised Nonprofit Corporation Act.

Mt. Elbert Water Association, a Colorado nonprofit corporation (hereinafter referred to as the "Association"), hereby certifies to the Secretary of State of Colorado that:

FIRST: The Association desires to amend and restate its Articles of Incorporation currently in effect as hereinafter provided.

SECOND: The provisions set forth in these Amended and Restated Articles of Incorporation supersede and replace the existing Articles of Incorporation and all amendments thereto. These Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended.

THIRD: The Articles of Incorporation of the Association are hereby amended by striking in their entirety FIRST through SIXTH, inclusive, and by substituting in lieu thereof the following:

ARTICLE 1.
NAME

The name of this corporation is Mt. Elbert Water Association, Inc. (the "Association").

ARTICLE 2.
DURATION

The duration of the Association shall be perpetual.

ARTICLE 3.
DEFINITIONS

The definitions set forth in the Water Tap Commitment for the Mt. Elbert Water Association, as amended, shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

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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 water system and related property, situated in Lake County, State of Colorado, subject to the Water Tap Commitment, Bylaws and such rules and regulations as the Board of Directors may from time to time adopt, for the purposes of protecting the decreed water rights, and to supply water at cost exclusively for uses permitted pursuant to any applicable decree or decision of the Water Court for Water Division 2 and/or the Colorado State Engineer's office, to the holders of Water Tap Certificate Holders within the Pan Ark Estates subdivision;

(b) To perform all acts and services and exercise all powers and duties in accordance with the requirements for an association charged with the administration of the water system, water rights, and associated property under the terms of the Water Tap Commitment and the Water Tap Certificates;

(c) 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 and to act for and on behalf of the water system, water rights, and related property, including, without limitation, representing the Association before any city council or other governmental body having jurisdiction over the Association or services proved to the Association;

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

(g) To eliminate or limit the personal liability of Directors to the Association or to the Members for monetary damages for breach of fiduciary duty as a Director, 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 of the Members, and to have and to exercise any and all powers, rights and privileges which are granted under the Colorado Revised Nonprofit Corporations Act, the Bylaws and all other 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. The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE 6.

MEMBERSHIP RIGHTS AND QUALIFICATIONS

Any person who holds a Water Tap Certificate shall be a "Member" of the Association. The authorized number and qualifications of Members of the Association, the voting and other rights and privileges of Members, Members' liability for dues and assessments, and the method of collection of dues and assessments shall be as set forth in the Water Tap Certificate, Water Tap Commitment and Bylaws of the Association.

ARTICLE 7.

PRINCIPAL OFFICE AND REGISTERED AGENT

The current principal office of the Association is 312 Mt. Elbert Drive, Twin Lakes, CO 81251. The current registered agent of the Association is Orten & Hindman, P.C., 11901 W. 48th Avenue, Wheat Ridge, CO 80033. 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.

EXECUTIVE BOARD/BOARD OF DIRECTORS

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors (Executive Board). The initial Executive Board may consist of three (3) to nine (9) persons, and this number may be changed by a duly adopted amendment to the Bylaws.

ARTICLE 9.

AMENDMENT

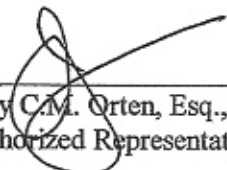
Amendment of these Articles shall require the assent of a majority of the Members present at a meeting at which at least a quorum is in attendance; *provided, however*, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Water Tap Commitment. Further, an amendment may also be made pursuant to the assent of a majority of the Members voting by mail, so long as votes equaling at least a quorum are returned.

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to the appointment as registered agent for the Association.

ORTEN & HINDMAN, P.C.

BY:

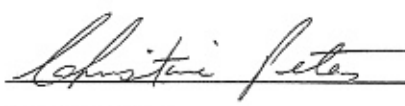


Jerry C.M. Orten, Esq.,
Authorized Representative

STATE OF COLORADO)
)ss:
COUNTY OF JEFFERSON)

The foregoing was acknowledged before me this 11th day of October, 2000.

Witness my hand and official seal.



Notary Public

My Commission Expires: 10-16-04