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SECRETARY OF STATE
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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 19871352493

1. Entity name THORN LAKE PROPERTY OWNERS ASSOCIATION, INC.
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name
(if applicable) _____

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*
 Other amendments are attached.

4. If the nonprofit corporation's period
of duration as amended is less than
perpetual, state the date on which the
period of duration expires _____
(mm/dd/yyyy)

OR

If the nonprofit corporation's period of duration as amended is perpetual, mark this box

5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If
applicable, mark this box and include an attachment stating the additional information.

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<hr/>			
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<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
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AMENDED ARTICLES OF INCORPORATION
FOR
THORN LAKE PROPERTY OWNERS ASSOCIATION
(A nonprofit Corporation)

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

ARTICLE I. Name: The name of this corporation is Thorn Lake Property Owners Association (the "Association").

ARTICLE II. Duration: The duration of the Association shall be perpetual.

ARTICLE III. Definitions: The definitions set forth in the Amended Protective Covenants for the Thorn Lake Property Owners Association shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

ARTICLE IV. Nonprofit: The Association shall be a nonprofit corporation, without shares of stock.

ARTICLE V. Purposes and Powers of Association:

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

- (a) To manage the lake and common area situated in Gilpin County, Colorado subject to the Amended Protective Covenants, plat map, Amended By-laws and such rules and regulations as the Board of Directors as approved by the Members of the Association may from time to time adopt for the purposes of enhancing and preserving the common area and the value of the improved and unimproved lots within the subdivision known as Meadowlake Mountain Acres;
- (b) To provide for the architectural review of improvements within the Meadowlake Mountain Acres subdivision subject to the Amended Protective Covenants;
- (c) To promote the health, safety, welfare and recreation of the Members of the Association; and
- (d) 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 to have and to exercise any and all powers, rights and privileges which are granted under the Amended Protective Covenants, Amended By-laws and the 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 provision 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 VI. Membership Rights and Qualifications: Any person owning a lot in the subdivision known as Meadowlake Mountain Acres located in Gilpin County, Colorado shall be a "Member" of the Association. Where lots have been consolidated subsequent to the original plat of Meadowlake Mountain Acres, the most current records of the Clerk and Recorder of Gilpin County, Colorado shall control. There shall be one (1) membership for each lot owned. The membership shall be automatically transferred upon the conveyance of that lot. 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 Amended Protective Covenants and Amended By-laws of the Association.

ARTICLE VII. Principal Office and Registered Agent: The current principal office of the Association is 1999 Broadway, Suite 2305, Denver, Colorado 80202. The current registered agent of the Association is Howard Buchalter, Esq. at the address of the principal office of the Association. The principal office and the registered agent of the Association may change from time to time, by action of the Board of Directors.

ARTICLE VIII. Board of Directors: The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors as defined in the Association's Amended By-laws.

ARTICLE IX. Amendment: Amendment of these Amended Articles shall require the assent of a majority of the Board of Directors, provided, however, that no amendment to these Amended Articles of Incorporation shall be contrary to or inconsistent with the provisions of the law, the Amended Protective Covenants, or the Amended By-laws of the Thorn Lake Property Owners Association. Invalidity of any portion of these Amended Articles shall not be deemed to invalidate the remainder of the Amended Articles.

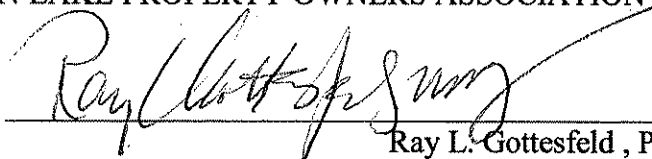
ARTICLE X. Dissolution: In the event of the dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members hereof, by operation of law or otherwise, then the assets of the Association shall be deemed to be owned by the Members at the date of dissolution, as a part of their common area interests equally, unless otherwise agreed or provided by law.

ARTICLE XI. Interpretation: Express reference is hereby made to the terms and provisions of the Amended Protective Covenants, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Amended Articles. In the event of conflict, the terms of the Amended Protective Covenants shall control over these Amended Articles of Incorporation.

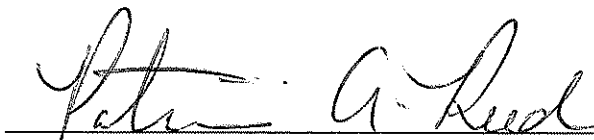
By resolution of the Board of Directors of the Association and pursuant to Colorado law, the Board of Directors of the Association has set forth the foregoing Amended Articles of Incorporation which received approval of at least a majority of the Board after notice and opportunity for changes to be submitted by the members at the annual membership meeting.

In witness whereof the undersigned has signed these Amended Articles of Incorporation in duplicate this 7th day of December, 2007.

THORN LAKE PROPERTY OWNERS ASSOCIATION



Ray L. Gottesfeld, President



Patricia A. Reed, Secretary