

# mca

## CENTRAL PARK

### Memorandum

**To:** Board of Directors  
**From:** Jack Seward, Community Services Coordinator  
**Date:** May 11, 2023  
**Subject:** Resolution Adopting the Second Amended and Restated Articles of Incorporation for the Master Community Association.

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Dear Members of the Board,

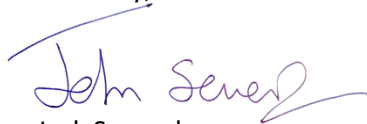
On August 28, 2020, the Master Community Association (Association) adopted a resolution amending the First Amended and Restated Community Declaration of the Project Area Within the Former Stapleton International Airport amending article one section 1.4 renaming the community Central Park.

Staff determined the Associations Articles of Incorporation had not been properly amended to reflect the change in community name. Staff drafted the amended Articles of Incorporation, On April 10, 2023, the Association published a public notice of the proposed amendments provided all interested parties thirty (30) days to provide public comment on the proposed policy. The period for public comment closed on May 10, 2023. No public comment was received.

A resolution adopting the Second Amended and Restated Articles of Incorporation for the Master Community Association and the text of the Second Amended and Restated Articles of Incorporation for the Master Community Association are attached here for your approval or amendment. A board member must make the following motion:

I move adoption of the resolution adopting the Second Amended and Restated Articles of Incorporation for the Master Community Association.

Sincerely,



Jack Seward  
Community Services Coordinator

**RESOLUTION  
OF THE  
MASTER COMMUNITY ASSOCIATION, INC.  
REGARDING AMENDING AND RESTATING ARTICLES OF  
INCORPORATION**

**SUBJECT:** Amending and Restating the Articles of Incorporation of the Association.

**PURPOSE:** To adopt the Second Amended and Restated Articles of Incorporation of the Association.

**AUTHORITY:** The Declaration and Bylaws of the Association and Colorado law.

**EFFECTIVE  
DATE:** May 17, 2023

**WHEREAS**, on February 18, 2015, the Board of Directors of the Association with the consent of the Associations Community Delegates did amend and restate the Associations Articles of Incorporation.

**WHEREAS**, on August 28, 2020, the Board of Directors with the consent of the Associations Community Delegates and the Declarant, did amend the Community Declaration changing the name of the community to Central Park.

**WHEREAS**, it has come to the attention of the staff of the Association that the Associations Articles of Incorporation do still currently reflect the old community name.

**WHEREAS**, on April 10, 2023, the Association gave notice pursuant to the Policy and Procedure for Adopting and Amending Policies, Procedures, Rules & Committees, in writing, to the Members of the Association that it intended to amend and restate the Articles of Incorporation and offered a 30-day period of public comment.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE  
MASTER COMMUNITY ASSOCIATION INC.**

1. Incorporation. The above recitals are incorporated herein by reference and adopted as findings of the Board of Directors.
2. Repeal. The Board of Directors with 2/3 majority consent of the Community Delegates does hereby repeal the Amended and Restated Articles of Incorporation dated February 18, 2015.
3. Adoption. The Board of Directors with 2/3 majority consent of the Community Delegates

does hereby adopt the Second Amended and Restated Articles of Incorporation to become effective this day.

4. Secretary of State Filing. The Board of Directors does hereby direct staff to cause to have filed with the Office of the Secretary of State in the State of Colorado the Second Amended and Restated Articles of Incorporation.
5. Publication. The Board directs the staff of the Association to publish this resolution and the Second Amended and Restated Articles of Incorporation in a conspicuous location on the Associations website.

**DELEGATE CHAIR**

**CERTIFICATION:** The undersigned, being the Chair of the Community Delegates of Master Community Association, Inc. certifies that the foregoing Resolution was adopted by two thirds of all Delegates at a duly called meeting where there was a quorum of delegates, on May 17, 2023, and in witness thereof, the undersigned has subscribed their name.

**Master Community Association, Inc., a  
Colorado nonprofit corporation**

By: \_\_\_\_\_

\_\_\_\_\_  
Delegate Chair

**PRESIDENT'S**

**CERTIFICATION:** The undersigned, being the President of Master Community Association, Inc. certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on May 17, 2023, and in witness thereof, the undersigned has subscribed their name.

**Master Community Association, Inc., a  
Colorado nonprofit corporation**

By: \_\_\_\_\_

Shalise Hudley-Harris  
President

SECOND  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FOR THE  
MASTER COMMUNITY ASSOCIATION, INC.

**ARTICLES OF INCORPORATION FOR THE MASTER COMMUNITY ASSOCIATION. INC.  
(Colorado Nonprofit Corporation)**

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

**RECITALS:**

Master Community Association, Inc., a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

By their signature below, the President and Secretary of the Board of Directors certify these Second Amended and Restated Articles of Incorporation were approved by the assent of at least 2/3 of votes cast by Delegates of the Association at a meeting of the Delegates at which a quorum was present, in person or by proxy;

The provisions set forth in these Second Amended and Restated Articles of Incorporation supersede and replace the existing 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 Amended and Restated Articles of Incorporation of the Association are hereby amended by striking in their entirety the Article 1 through Article 13, inclusive, and by substituting the following:

**ARTICLE 1. NAME**

The name of this corporation shall be the Master Community Association, Inc. ("Association").

**ARTICLE 2. DURATION**

The duration of the Association shall be perpetual.

**ARTICLE 3. DEFINITIONS**

The definitions set forth in the First Amended and Restated Community Declaration (the "Community Declaration") shall apply to all capitalized terms set forth herein, unless otherwise defined herein.

**ARTICLE 4. NONPROFIT**

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

## ARTICLE 5. PURPOSES AND POWERS OF ASSOCIATION

Section 5.1 Purposes. The purposes for which the Community Association is formed are as follows:

- a. To be and constitute the Association to which reference is made in the Community Declaration, as recorded in the records of the Clerk and Recorder of the City and County of Denver and the County of Adams, Colorado. The Community Declaration relates to the real estate in the City and County of Denver and the County of Adams, Colorado, which may be annexed and made subject to all or portions of the Community Declaration (the "Project Area"). Any real estate, which is, in fact, annexed and made subject to all, or part of the Community Declaration, is referenced as "Real Property".
- b. To lessen the burden of government by operating and managing the property within the large, master planned community created by the Community Declaration which is dedicated to public use and to operate and manage the Real Property and Common Elements funded and developed by the Park Creek Metropolitan District ("PCMD") included within the Community, situated in the City and County of Denver, the County of Adams, Colorado, subject to the Community Declaration, Bylaws, and such rules and regulations as the Board of Directors may, from time to time, adopt, for the purposes of enhancing and preserving the value of the Real Property and Common Elements for the benefit of the Central Park Community and the general public.
- c. To perform all acts and services and exercise all powers and duties in accordance with the requirements for a master association of owners charged with the administration of the Real Property and Common Elements under the Colorado Common Interest Ownership Act (the "Act"), as amended and as set forth in the Community Declaration or any amendment to the Community Declaration.
- d. 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 developed and/or owned by the PCMD or any successor, the City and County of Denver and/or this Community Association and to act for and on behalf of the Real Property and Common Elements, including without limitation, representing the Association before any governmental body having jurisdiction over the Association or services provided to or from the Association.
- e. To eliminate or limit the personal liability of a Director to the Association or to the Members of the Association for monetary damages for breach of fiduciary duty as a Director, as allowed by law.
- f. To promote the health, safety and welfare of all Members of the Association and of the Community and to provide and maintain a desirable community and environment for all members of the public within the Community.

- g. To provide for the continuous operation, management and programming for all public, parks and recreational assets owned by the PCMD or its successor.
- h. To provide for the continuous operation, management and programming for all public art and cultural assets owned the PCMD, its successor or the Association.
- i. To provide for the future development and operations of additional public recreational, cultural or educational facilities owned by the Association built within boundaries of the Central Park neighborhood.
- j. 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 occupants of the Community, and to have and to exercise any and all powers, rights and privileges which are granted under the Act, the Community Declaration, the Bylaws and the laws applicable to a nonprofit corporation in the State of Colorado.

Section 5.2 Purposes and Powers. 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 Community 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.

Section 5.3 Restrictions Upon Purposes and Powers/Campaigns. The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, unless such intervention is limited to the distribution of common information uniformly provided to all candidates for such public office.

Section 5.4 Dividends, Distribution. The Association shall not pay any dividends. No distribution of the corporate assets to Members (as such) shall be made. Upon dissolution of the Association, the assets shall be distributed as provided in these Second Amended and Restated Articles of Incorporation.

## **ARTICLE 6. DELEGATES, MEMBERSHIP RIGHTS AND QUALIFICATIONS**

Voting members of the Association shall be established as Real Property is made subject to the Community Declaration, and as provided in the Community Declaration. Any person who holds title to Real Property or a Unit in the Planned Community shall be a Member of the Association. Voting rights and other rights of the Members are vested in Delegates, as provided for in the Community Declaration, the Bylaws and as allowed for under the Colorado Revised Nonprofit Corporation Act. Members, as that term is used in Colorado Revised Nonprofit Corporation Act, shall be the Delegates, as applicable, elected as provided in the Community Declaration and

Bylaws. Wherever in the Colorado Revised Nonprofit Corporation Act, reference is made to Members (as, for example, in statutory provisions requiring an annual meeting of members, permitting removal of directors by members or relating to voting on amendments to these Articles of Incorporation) the Members referred to shall be such Delegates.

The Members may be of such classes of membership as established by the Community Declaration, as the Declaration may be amended or supplemented.

#### **ARTICLE 7. REGISTERED AGENT**

The current principal office of the Association is 8351 Northfield Blvd. Denver, CO 80238. The registered agent of the Association is the Executive Director of the Association, at the registered 8351 Northfield Blvd. Denver, CO 80238. 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. BOARD OF DIRECTORS**

The business and affairs of the Association shall be conducted, managed and controlled by a Board of Directors ("Board"). The Board shall consist of not less than three (3) and not more than five (5) persons, the specific number to be set forth in the Bylaws of the Association. The duties, qualifications, number and term of the members of the Board and the manner of their election, appointment and removal shall be as set forth in the Bylaws. The Board shall exercise the powers granted to the Association, except those expressly reserved to the Members or Delegates, and the Board shall also administer the affairs of the Association in accordance with the provisions of these Articles, the Bylaws, the Community Declaration and laws relating to and governing nonprofit corporations of Colorado.

#### **ARTICLE 9. AMENDMENT**

Amendment of these Articles shall require the assent of at least two thirds (2/3) of the votes cast by the Delegates of the Association at a meeting of the Delegates at which a quorum is present, in person or by proxy; provided, however, that no amendment to these Articles of Incorporation shall be contrary to or inconsistent with the provisions of the Community Declaration. Amendments may also be made pursuant to the assent of at least two-thirds (2/3) of a quorum of the Delegates voting by mail.

#### **ARTICLE 10. ADDITIONS TO AND DELETIONS FROM THE REAL ESTATE**

Additions to and deletions from the Real Property of the Community allowed for in the Community Declaration may be made only in accordance with the Act and the Community Declaration.



**ARTICLE 11. 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 held in trust at the date of dissolution, and used until depleted or transferred to another public entity for the same purpose for the furtherance of sustaining any recreational, cultural or educational asset operated by the Association at the time of dissolution, unless otherwise agreed or provided by law, except that in the event of dissolution by the Secretary of State of Colorado (for failure to file administrative or other documents with the Colorado Secretary of State), the Association may be reinstated as allowed by law, in which event, assets of the Association shall remain assets of the Association.

**ARTICLE 12. INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Community Declaration, which shall be referred to when necessary to interpret, construe or clarify the provisions of these Articles. In the event of conflict, the terms of the Community Declaration shall control over these Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned has subscribed their name to these Second Amended and Restated Articles of Incorporation, this 17th day of May 2023.

**Master Community Association, Inc.,**  
a Colorado nonprofit corporation

By: \_\_\_\_\_  
Shalise Hudley-Harris  
President

By: \_\_\_\_\_  
Dana Elkind  
Secretary/Treasurer

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is Jack Seward, 8351 Northfield Blvd. Denver CO 80238.