

BY-LAWS
OF
LAMPLITE PARK HOMEOWNERS ASSOCIATION

ARTICLE I - OFFICES

The principal office of the Association shall be in Grand Junction, Colorado, and the mailing address shall be P. O. Box 743, Grand Junction, Colorado 81501. The Board of Directors in its discretion may keep and maintain other offices within or outside the State of Colorado wherever the business of the Association may require.

ARTICLE II - OBJECT

1. The purpose for which this non-profit Association is formed is to govern the property situate in the City of Grand Junction, County of Mesa, State of Colorado, which is known as the Lamplite Park Subdivision, Filing No. 1 (Amended) (hereinafter referred to as the "Project"), and which property has been submitted to the provisions of the State of Colorado by the recorded Declaration of Covenants, Conditions and Restrictions.

2. All present or future owners, tenants and any other person that might use the facilities or common areas of the Project in any manner are subject to the regulations set forth in these By-Laws. The mere acquisition or rental of any of the Lots of the Project or the mere act of occupancy or possession of any of said Lots will signify that these By-Laws are accepted, ratified and will be complied with.

ARTICLE III - MEMBERSHIP, VOTING, QUORUM, PROXIES

1. Membership. Membership in this Association shall be limited to record Owners of the Lots and subject to the Declaration of Covenants, Conditions and Restrictions recorded in Book 1215 at Page 253 through Page 262 of the Mesa County records (hereinafter referred to as the "Declaration"). One (1) membership in the Association shall be issued to the record Owner of each Lot. The record Owners of all Lots collectively shall constitute all the members. In the event any such Lot is owned by two (2) or more persons, whether by joint tenancy, tenancy in common or otherwise, the membership as to such Lot shall be joint and a single membership for such Lot shall be issued in the names of all Owners, and they shall designate to the Association in writing at the time of issuance, one (1) person who shall hold the membership and have the power to vote said membership. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to new record Owners of Lots. In the event that an Owner is in default in his or her obligation to a first mortgagee, the

first mortgagee shall be entitled to act as a member instead of the Lot Owner after first having given written notice to the Association of the fact and nature of the default.

2. Transfer of Membership. A membership in the Association and the share of a member in the assets of the Association shall not be assigned, encumbered or transferred in any manner except as an appurtenance to transfer of title to the Lot to which the membership pertains; provided, however, that the rights of membership may be assigned to the holder of a mortgage, deed of trust, or other security instrument on a Lot as further security for a loan secured by a lien on such Lot. A transfer of membership for a loan secured by a lien on such Lot. A transfer of membership shall occur automatically upon the transfer of title to the Lot to which the membership pertains, but the Association shall be entitled to treat the person or persons in whose name or names the membership is recorded on the books and records of the Association as a member for all purposes until such time as evidence of a transfer of title, satisfactory to the Association, has been submitted to the Secretary. A liability for obligations accrued incident to such membership prior to such transfer. In the event of dispute as to ownership appurtenant thereto, title to the Lot, as shown in the records of the County Clerk and Recorder of Mesa County, Colorado, shall be determinative.

3. Voting. Each member being present in person or by proxy shall be entitled to one (1) vote for each Lot owned by said member.

4. Quorum. The presence either in person or by proxy, of at least fifty-one percent (51%) of the members of record shall constitute a quorum of the Association for all purposes unless the representation of a larger group shall be required by law, by the Articles of Incorporation, or by these By-Laws, and in that event representation of the number so required shall constitute a quorum.

5. Proxies. Votes may be cast in person or by proxy; proxies must be filed with the Secretary before the appointed time of each meeting.

ARTICLE IV - ADMINISTRATION

1. General. The members of the Association will have the responsibility of administering the Project through a Board of Directors as herein provided.

2. Place of Meeting. Meetings of the Association shall be held at such place as the Board of Directors may determine.

3. Annual Meetings. The annual meetings of members of the Association shall be held on the second Tuesday in January after January 1st, or at such other time as the members may by majority vote approve. At such meeting, members shall be elected to the Board of Directors in accordance with the requirements set forth

herein. The members may also transact such other business of the Association as may properly come before them.

4. Special Meetings. Special meetings of the members for any purpose or purposes other than those regulated by statute may be called for by the President as directed by resolution of the Board of Directors or upon a petition signed by a majority of the members of the Association. Such petition shall state the purpose or purposes of such proposed meeting.

5. Notice of Meetings. The President or Secretary shall give or cause to be given notice of the time, place and purpose of holding each annual or special meeting by mailing or hand delivering such notice at least ten (10) days, but not more than twenty (20) days prior to such meeting to each member of the Association at the respective addresses of said members as they appear on the records of the Association.

6. Adjourned Meetings. If the number of members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place or meeting, the chairman of the meeting, or a majority in interest of the members present in person or by proxy, may adjourn the meeting from time to time until the necessary number of Association members shall be in attendance. ~~At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.~~

7. Waiver of Notice. Any member may, at any time, waive any notice required to be given under these By-Laws, or by statute or otherwise. The presence of a member in person at any meeting of the members shall be deemed such a waiver.

8. Action of Members Without a Meeting. Any action required to be taken, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Owners and Co-Owners of membership entitled to vote with respect to the subject matter thereof.

ARTICLE V - BOARD OF DIRECTORS

1. Number and Qualification. The Association shall be governed by a Board of Directors consisting of not less than three (3) or more than seven (7) members of the Association. Where a member of the Association is other than a natural person, one (1) of its officers, principals, partners or agents may be elected to the Board of Directors.

2. Power and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law or by these by-Laws directed to be exercised and done by the members. The powers of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board

of Directors as set forth elsewhere in these By-Laws and the Articles of Incorporation, and in the Declaration applicable to the "Project" described in the Declaration and in Article II above, and shall also include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate such duties as appear in the best interests of the Association and to the extent permitted by law.

3. Election and Term of Office. Members of the Board of Directors shall be elected at the regular annual meetings of the members of the Association by the members; and shall hold office until the next and ensuing annual meeting of the members.

4. Vacancies. Vacancies on the Board of Directors caused by any reason shall be filled for the unexpired term of office by vote of the majority of the remaining directors even though they may consist of less than a quorum and each member so elected shall be director until his successor is duly elected by the members of the Association at the expiration of the term.

5. Removal of Directors. At any regular or special meeting of the members, any one (1) or more of the directors may be removed, either with or without cause, at any time by the affirmative vote of ~~seventy-five percent (75%)~~ of the membership present at the meeting and constituting a quorum, and a successor may then be elected to fill the vacancy thus created. Any director whose removal has been proposed by the members of the Association shall be given an opportunity to be heard at the meeting.

6. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by him or her for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

7. Meetings. There shall be a regular annual meeting of the Board of Directors immediately following the annual meeting of the members of the Association, and the Board of Directors may establish regular meetings to be held at such other places and such other times as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or telegraph, at least ten (10) days prior to the day named for the meeting.

8. Special Meetings. Special meetings of the Board of Directors may be called by the President on ten (10) days' notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice of the written request of at least fifty percent (50%) of the directors.

9. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be a waiver of notice by him or her of the time and place thereof. If all the directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meetings.

10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

11. Adjournment. The Board of Directors may adjourn any meeting from day to day or for such other time as may be prudent or necessary in the interest of the Association, provided that no meeting may be adjourned for a period longer than thirty (30) days.

12. Action of Directors Without a Meeting. Any action required to be taken, or any action which may be taken, at a meeting of the directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

13. Executive Committee of Board of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee of the Board of Directors. The number of members of the Executive Committee and the persons who shall be members thereof shall be determined by the Board of Directors, but the number of such members shall not be fewer than two (2). Unless limited by resolution of the Board of Directors, the Executive Committee shall have and exercise all the authority of the Board of Directors, except that such committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws, electing, appointing or removing any member of such committee or any officer or director of the Association; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; adopting a plan for the distribution of assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. All of the provisions in these By-Laws with respect to notice of meetings of directors, quorum at such meetings, voting at such meetings and waivers of notice of such meetings shall be applicable to the meetings of the Executive Committee.

ARTICLE VI - OFFICERS

1. Designation. The principal officers of the Association shall be a President, a Vice-President, and a Secretary/Treasurer. The directors may appoint an Assistant Secretary and an Assistant Treasurer, and such other officers as in their judgment may be necessary.

2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting, and shall hold office at the pleasure of the Board of Directors.

3. Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors present at a meeting, any officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board of Directors, at any special meeting of the Board of Directors called for such purpose.

4. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall direct, supervise, coordinate and have general control over the affairs of the Association, and shall have the powers generally attributable to the chief executive officer of a corporation. The President shall preside at all meetings of the members of the Association.

5. Vice-President. The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.

6. Secretary. The Secretary shall be the custodian of the records and of the seal of the Association and shall affix the seal to all documents requiring the same; shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law, and that the books, reports and other documents and records of the Association are properly kept and filed; shall keep minutes of the proceedings of the members, Board of Directors and Executive Committee; shall keep at the registered office of the Association a record of the names and addresses of the Owners and Co-Owners entitled to vote; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President. The Board of Directors may appoint one (1) or more Assistant Secretaries who may act in place of the Secretary in case of his or her death, absence, inability or failure to act.

7. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the

Association, shall deposit all such funds in the name of the Association in such depositories as shall be designated by the Board of Directors, shall keep correct and complete books and records of account and records of financial transactions and conditions of the Association and shall submit such reports thereof as the Board of Directors may, from time to time, require; and, in general, shall perform all the duties incident to the office of Treasurer, and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President. The Board of Directors may appoint one (1) or more Assistant Treasurers who may act in place of the Treasurer in case of his or her death, absence, inability or failure to act.

8. Compensation. No compensation shall be paid to officers for their services as officers. No remuneration shall be paid to an officer for services performed by him or her for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every director or officer, his or her heirs, executors, administrators and representatives against all loss, costs and expenses, including counsel fees, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Association, except as to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Board of Directors may determine that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as such manager or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such manager or officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Association by reason of, arising out of, or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as common expenses; provided, however, that nothing contained in this Article VII shall be deemed to obligate the Association to indemnify any member or Owner of a Lot, who is or has been a director or officer of the Association, with respect to any duties or obligations assumed or liabilities incurred by him or her under and by virtue of the Declaration of Covenants, Conditions and Restrictions as a member or Owner of a Lot covered thereby.

ARTICLE VIII - CORPORATE SEAL

1. The Board of Directors shall provide a suitable corporate seal containing the name of the Association, which seal shall be in the custody and control of the Secretary.

2. The corporate seal shall be in circular form and shall have inscribed thereon the name of the Association and the word "Colorado" in the circle and the word "Seal" in the middle. If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person as the Board of Directors shall name.

ARTICLE IX - MISCELLANEOUS

1. Contracts. The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of the Association, except as otherwise specifically required by the Articles of Incorporation or these By-Laws.

2. Auditing. At the closing of each fiscal year, the books and records of the Association may be audited by an accountant, whose report will be prepared and certified. Based on such reports the Association will have available for inspection by its members a statement of the income and disbursements of the Association for each fiscal year.

3. Inspection of Books. Financial reports, such as are required to be furnished, and the membership records of the Association shall be available at the principal offices of the Association for inspection at reasonable times by any members, or by any individual or entity holding a first mortgage on a Lot.

4. Execution of Association Documents. With the prior authorization of the Board of Directors, all notes, checks and contracts or other obligations shall be executed on behalf of the Association by any two (2) officers of the Association.

5. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors and shall be subject to change by the Board of Directors should Association practice subsequently necessitate such change.

6. Budget. At each annual meeting of the members of the Association the Board of Directors or the Managing Agent shall present for approval thereby a proposed budget for the operation of the Project during the forthcoming year. Said budget shall include such items of expense as shall be determined from time to time by the Board of Directors.

7. Notices. All notices, demands or other notices intended to be served upon the Association, its Board of Directors or Managing Agent, whether pursuant to the Declaration of Covenants, Conditions and Restrictions or not, shall be sent by registered or

certified mail, postage prepaid, to the following address: P. O. Box 743, Grand Junction, Colorado 81501, unless and until this By-Law be amended to the contrary.

ARTICLE X - ANNUAL ASSESSMENTS

The Board of Directors shall fix, levy and collect assessments in the manner and for the purposes specified in the Declaration of Covenants, Conditions and Restrictions, and the members shall pay assessments as therein provided.

ARTICLE XI - AMENDMENT OF BY-LAWS

1. Amendment by the Members. These By-Laws may be amended by the affirmative vote of three-fourths (3/4) of the members of the Association present or represented by proxy at any regular or special meeting, provided that a quorum as prescribed in Article IV herein, is present at any such meeting. Amendments may be proposed by the Board of Directors or petition signed by at least fifty-one percent (51%) of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon. ~~These By-Laws may not be amended insofar as such amendment would be inconsistent with the Declaration of Covenants, Conditions and Restrictions.~~

2. Amendment by the Directors. The directors of the Association by the affirmative vote of three-fourths (3/4) of all of the directors of the Association, may amend or alter the By-Laws of the Association at any regular meeting or at any special meeting provided that no such alteration or amendment by the Board of Directors shall increase the powers of the Board of Directors. The statements of any proposed amendment shall accompany notice of any regular or special meeting at which such proposed amendment shall be voted upon. These By-Laws may not be amended insofar as such amendment would be inconsistent with the Declaration of Covenants, Conditions and Restrictions.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this ____ day of July, 1989.

BOARD OF DIRECTORS:

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the Association known as the Lamplite Park Homeowners Association, does hereby certify that the above and foregoing By-Laws were duly adopted by the directors of said Association, as the By-Laws of said Association on the ____ day of July, 1989, and that they do now constitute the By-Laws of said Association.

ATTEST:

Secretary