

K.

AMENDED AND RESTATED BY-LAWS OF
RAMPARTS AT ROXBOROUGH HOMEOWNERS' ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is Ramparts at Roxborough Homeowners' Association, a non-profit Colorado Corporation hereinafter referred to as the "Association". The principal office of the corporation shall be located in Douglas County, Colorado, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

ARTICLE II

Objects and Purposes

The purpose for which the association is formed is to govern the properties situate in the County of Douglas and which has been submitted to the provisions of the Colorado Condominium Ownership Act of the State of Colorado by the recording of the Condominium Declaration for Ramparts at Roxborough Condominiums (hereinafter referred to as "Declaration") as the same may from time to time be amended and the recorded Condominium Map for Ramparts of Roxborough Condominiums Filing No. 1, a subdivision of Project Area 11, Roxborough Downs-Filing No. 2 in the County of Douglas, State of Colorado as the same may be amended from time to time. The definitions set forth in the Declaration and the Articles of Incorporation shall also be applicable to these By-Laws and shall have the same meaning herein unless otherwise defined. The mere acquisition or rental of any of the Condominium Units or the mere act of occupancy of any of said Condominium Units will signify that these Bylaws are accepted, ratified and will be complied with.

ARTICLE III

Meetings of Members

1. Classes of Voting Membership. The Association shall have one class of voting membership. All owners shall be members of the Association and, provided that said member's voting rights have not been suspended pursuant to the by-laws and/or declaration, shall be entitled to one vote for each Condominium Unit owned. When more than one owner holds an interest in the same Condominium Unit, all such owners shall be members and the vote for such Condominium Unit shall be cast as the owners thereof agree, but in no event shall more than one

vote per question be cast with respect to such Condominium Unit. If the owners of such Condominium Unit do not agree as to the manner in which their vote should be cast when called upon to vote, then they shall be treated as having abstained.

2. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held in the same month of each year thereafter, the specific date and time therefor to be designated by the Board of Directors from time to time.

3. Special Meetings. Special meetings of the members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4th) of all membership votes.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or the person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting and in case of the annual meeting shall include the following: (a) the report of the nominating committee; (b) the proposed annual budget; and (c) any proposed amendments to the articles of incorporation, the by-laws and/or the declaration. Upon written request to the Association, each First Mortgagee of a Condominium Unit shall be entitled to receive written notice of all meetings of the Members and shall be permitted to designate a representative to attend all such meetings.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5th) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. Unless otherwise specifically provided by the Declaration, Articles of Incorporation, these By-Laws or by statute, all matters coming before a meeting of Members at which a proper quorum is in attendance, in person or by proxy, shall be decided by the vote of a majority of the votes validly cast at such meeting.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association at or before the meeting. Proxies may be directed or non-directed. All proxies shall be revocable and shall automatically cease upon conveyance by the member of his Condominium Unit.

ARTICLE IV

Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of the Association shall be managed by a board of seven (7) directors. Directors shall be members of the Association and in case of corporate members shall include the officers and directors and each such corporate member.

Section 2. Term of Office. At the first annual meeting of the Association, the members shall elect two directors for a term of one year, and the remaining directors for a term of two years; and at each annual meeting thereafter, the members shall elect a director or directors, as the case may be, for a term of two years to replace the outgoing director or directors, as the case may be.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a vote of the majority of the members entitled to cast the votes of the association, at a meeting called by the board of directors for that purpose. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board of directors, whether or not such remaining member(s) constitute a quorum, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee, which shall be announced at least two (2) weeks prior to the meeting. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association who shall not be members of the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors at least three weeks prior to each annual meeting of the members to serve until the close of such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such elections, the members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the power to:

- (a) adopt, amend, publish and repeal rules and regulations governing the use of the common elements and facilities, and the personal conduct of the members, their tenants and guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default for a period of thirty (30) days in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of the declarations or published rules and regulations.
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.
- (d) at its option, declare the office of a member of the Board of Directors to be vacant in which event such member shall be absent from three consecutive regular meetings of the Board of Directors.
- (e) designate and remove personnel necessary for the operation, maintenance, repair and replacement of the Common Elements and facilities.
- (f) enter into agreements, including but not limited to the acceptance of easements and/or rights of way, for the use, by Owners and/or other persons, their family members, guests and invitees of real property for pedestrian and vehicular access, ingress and egress to, from and through the Project or any portion thereof, which agreements may include provisions by which the Association covenants and agrees that it shall pay part or all of the costs and expenses of maintaining and repairing such real property, and the improvements thereto and thereon, and any such costs shall be treated by the association as common expenses pursuant to Article V of the Declaration.

- (g) to authorize the officers of the Association to enter into one or more written management agreements with third parties in order to facilitate efficient operation of the common elements and/or properties pursuant to the terms of the Declaration. It shall be the primary purpose of such management agreements to provide for administration, management, repair and maintenance of the properties, all improvements included therein and designated as common elements, the roof and exterior walls of the Units and the receipt and disbursement of funds as may be authorized by the Board of Directors. The terms of said management agreements shall be as determined by the Board of Directors to be in the best interests of the Association, and shall be subject in all respects to the Articles of Incorporation, these By-Laws and the Declaration.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its major acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by members entitled cast one-fourth (1/4th) of the votes of the membership.
- (b) supervise all officers, agents and employees of the Association, and see that their duties are properly performed.
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment, to be paid monthly or as otherwise directed by the board pursuant to the Declaration, against each unit at least twenty (20) days in advance of each annual assessment period;
 - (2) foreclose the lien against any Condominium Unit or property for which assessments are not paid within sixty (60) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or cause an appropriate officer or designated agent to issue, upon written demand by the Owner, First mortgagee, junior mortgagee, prospective purchaser, prospective First Mortgagee or prospective junior mortgagee of each Condominium Unit, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. Upon

the issuance of such a certificate signed by a member of the Board of Directors or an officer of the Association, or by the managing agent of the Association, the information contained therein shall be conclusive upon the Association as to all persons who rely thereon in good faith.

- (e) cause the common elements and properties to be maintained in accordance with the Declaration.
- (f) to create an annual budget, which may be amended from time to time by resolution of the Board of Directors during said annual period, sufficient to fund the execution of the duties of the Board including a capital reserve fund.
- (g) procure and maintain adequate liability and hazard insurance on the common elements and property owned by the Association and to procure insurance on all Condominium Units with the Association, as Trustee for all members, being shown as one of the payees of the proceeds of the insurance as the Board of Directors may deem advisable and as provided for in the Declaration.
- (h) procure and maintain fidelity coverage or fidelity bonds in accordance with the terms of the Declaration.

ARTICLE VIII

Officers and Their Duties

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice-President, Secretary and Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers of the Association shall take place at the first meeting of the Board of Directors and thereafter following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the Board of Directors and each shall hold office until his or her successor are elected at a meeting of the Board of Directors held pursuant to Section 2 of this Article unless the officer shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by given written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice-President by the Board of Directors.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board of Directors.

- (d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep financial records and proper books of account; cause an annual audit or annual audit review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to each of the members.

ARTICLE IX

COMMITTEES

A Nominating Committee shall be appointed as provided in these Bylaws. In addition, the Board of Directors may appoint other committees which it deems appropriate in carrying out the purposes of the Association.

ARTICLE X

Books and Records

The Association shall keep detailed, accurate and complete books and records of its receipts and expenditures (including receipts and expenditures affecting the Common Elements), shall keep minutes of all proceedings of the Board of Directors and Members, and shall keep at its registered or principal office in Colorado, a record of the names and addresses of the Members entitled to vote. Current copies of the Declaration, Articles of Incorporation and Bylaws of the Association, rules and regulations governing the Association, and other books, records and financial statements of the Association, shall be made available to Owners, First Mortgagees, and insurers or guarantors of any First Mortgagee. Current copies of the Declaration, Articles of Incorporation, Bylaws, Rules and Regulations, and the latest financial statement of the Association shall be available for examination by prospective purchasers of Condominium Units. The word "available" as used herein, shall at least mean available for inspection upon request, during normal weekday business hours or under other reasonable circumstances. Copies of said documents may be purchased from the Association at reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due shall be delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twenty-one (21%) per annum, and the Association may bring an action at law or in equity against the owner personally obligated to pay the same and/or foreclose the lien against the property subject to said lien, and interest, costs, and reasonable attorney's fees related to any collection efforts and/or legal action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Elements or abandonment of his Condominium Unit.

ARTICLE XII

Corporate Seal

The Association shall have a seal in circular form having within its circumference the words "RAMPARTS AT ROXBOROUGH HOMEOWNERS' ASSOCIATION."

ARTICLE XIII

Indemnification

The Association shall indemnify and hold harmless every director, officer, agent or employee, and any former director, officer, agent and employee, against all loss, cost and expense, including counsel fees, reasonably incurred in connection with any action, suit, claim, or proceeding to which such person may be made a party by reason of being or having been a director, officer, agent, or employee of the Association, except for matters in which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or fraud.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Association, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article XIII, or in refusing so to do, in reliance upon the advice of legal counsel.

ARTICLE XIV

Amendments

Section 1. Amendment. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. Notwithstanding anything contained herein, no modification or amendment of these bylaws shall delete or conflict with the requirements of the Colorado Condominium Ownership Act.

Section 2. Conflict of Documents. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XV

Miscellaneous

The fiscal year of the Association shall be as determined by the Board of Directors.

IN WITNESS WHEREOF, the secretary of the association hereby certifies that upon majority vote of the membership present, either in person or by proxy, at the annual meeting of the association held on October 5, 1995, all prior Bylaws of the Association as amended were repealed and these amended and restated Bylaws were validly adopted as the Bylaws of the Association.

Dated: October 26, 1995.

Mary Gumbel, Secretary
Secretary