

**BYLAWS
OF
LONG MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.**

Article I
Name, Location and Object

The name of the Association is Long Meadow Estates Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office of the Association will be located at 34 Coral Place, Greenwood Village, Colorado 80111, and meetings of Members and directors will be held at the principal office of the Association, or at such other place within the State of Colorado as may be designated by the Board of Directors. The purpose for which the Association is formed is to own and govern the properties situate in the City of Greenwood Village, Colorado described in the Declaration of Covenants, Conditions and Restrictions of Long Meadow Estates and all amendments and supplements thereto (the "Declaration"). All terms defined in said Declaration or in the Association's Articles of Incorporation ("Articles") will have the same meaning herein unless otherwise defined. The Association will be a nonprofit association and will operate under the Colorado Revised Nonprofit Corporation Act and the Colorado Common Interest Ownership Act ("CCIOA").

Article II
Members

Section 2.01 Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is now or hereafter subject to the Declaration, including contract purchasers, will be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership will be appurtenant to and may not be separated from ownership of any Lot.

Section 2.02 Transfer of Membership. A membership in the Association and the share of a Member in the assets of the Association will not be assigned or transferred except as provided in the Declaration. The Association will 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 the Member until such time as evidence of a transfer of title, satisfactory to the Association, has been submitted to the Secretary or Managing Agent.

Section 2.03 Voting Rights; Suspension of Voting Rights. Where the vote of the Members is required or permitted by the statutes of Colorado, the Declaration, the Articles or these Bylaws, any one of the Co-Owners of a Lot who is present or represented by proxy will be accepted automatically by the Association as the agent and attorney in fact for other Co-Owners of the same Lot not present or represented by proxy, for the purpose of casting the vote of that Lot. Voting by proxy will be permitted. Proxies must be executed in writing by the Owner or Co-Owner or his duly authorized

proxy will be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. The Association may suspend the voting rights of a Member for failure to comply with Rules and Regulations of the Association or for failure to comply with any other obligations of the Owners of a Lot under the Declaration.

Section 2.04 Annual Meetings. The first annual meeting of the Members will be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members will be held in the same month of each year thereafter. The day and time of the annual meeting will be fixed by the Board of Directors.

Section 2.05 Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of twenty percent (20%) or more of the Members who are entitled to vote.

Section 2.06 Notice of Meetings. Written notice of each meeting of the Members will be given by, or at the direction of, the Secretary or person authorized to call the meeting, by hand delivery or mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than fifty (50) days before such meeting to each Member entitled to vote at the meeting, 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 will specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the special meeting.

Section 2.07 Majority Vote. Every act or decision done or made by a majority of the Members present at a duly held meeting at which a quorum is present will be regarded as the act of the Members.

Section 2.08 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, is signed by all of the Owners of memberships entitled to vote with respect to the subject matter thereof.

Section 2.09 Quorum. The presence at a meeting of the Members, in person or by proxy, of at least one-third of all those Members who are entitled to vote will constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws.

Article III
Board of Directors

Section 3.01 Number. The affairs of this Association will be managed by a Board of not less than three (3) nor more than five (5) directors who will be Members of the Association. In the case of Members who are partnerships, joint ventures or corporations, a partner, joint venturer, officer or director, as applicable, may act as a Member of the Board of Directors.

Section 3.02 Term of Office. At the first annual meeting, the Members will elect two directors for a term of one (1) year. and the remaining directors for a term of two (2) years. At each annual meeting thereafter, the Members will elect director or directors, as the case may be, for a term of two (2) years to replace the outgoing director or directors.

Section 3.03 Removal. Any director may be removed from the Board, with or without cause, by a sixty-seven percent (67 %) vote of the Members of the Association, at a meeting called for that purpose at which a quorum is present. In the event of death, resignation or removal of a director, a successor will be selected by the remaining members of the Board and will serve for the unexpired term of the predecessor.

Section 3.04 Compensation. No director will receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 3.05 Nomination. Nomination for election to the Board of Directors may be made by any Member no more than two (2) weeks prior to any meeting in which a director will be elected. Nominations may also be made from the floor at the annual meeting. There will be as many nominations for election to the Board of Directors as will be needed to fill the number of vacancies that are to be filled.

Section 3.06 Election. Election to the Board of Directors will 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 will be elected. Cumulative voting will not be permitted.

Article IV Meetings of Directors

Section 4.01 Regular Meetings. Regular meetings of the Board of Directors will be held monthly at such place and time as may be fixed from time to time by resolution of the Board. No further notice need be given of such regular meetings after the adoption of such a resolution and the publication of such a resolution to all members of the Board.

Section 4.02 Special Meetings. Special meetings of the Board of Directors will 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. Such notice may be given in person, orally, or in writing to each director. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4.03 Waiver of Notice. Written waiver of notice signed by a director, whether before or after a meeting, will be equivalent to the giving of notice of a meeting. Attendance of a director at any meeting will constitute a waiver of notice of such meeting except when a director attends a

meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 4.04 Quorum. Two (2) directors will 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 will be regarded as the act of the Board .

Section 4.05 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, is signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 4.06 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. The number of members of the Executive Committee and the persons who will be members thereof will be determined by the Board but the number of such members will not be fewer than two (2). Unless limited by resolution of the Board, the Executive Committee will have and exercise all the authority of the Board of Directors, except that such Committee will not have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any Member of such Committee or any officer or director of the Association; amending or restating the Articles; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; 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 will not be amended, altered or repealed by such Committee. All of the provisions in these Bylaws with respect to notice of meetings of directors, quorum at such meetings, voting at such meetings and waivers of notice of such meetings will be applicable to the meetings of the Executive Committee.

Article V

Powers and Duties of the Board of Directors

Section 5.01 Powers. The Board of Directors will have power to:

- a) Adopt, amend, publish and repeal Rules and Regulations governing the Common Interest Community (including but not limited to rules governing the use of the Common Elements and facilities and the personal conduct of the Members and their Guests thereon), to establish reasonable penalties for the infraction of Rules and Regulations, and to establish reasonable procedures for the enforcement of Rules and Regulations. All Rules and Regulations must be consistent with the Declaration, Articles of Incorporation and Bylaws, and with all other applicable law, although in the event of any such inconsistency they will be severable;

- b) Suspend the voting rights of a Member during any period in which such Member is in default in the payment of any assessment levied by the Association;
- c) After reasonable notice and hearing, and after due deliberation, suspend the voting rights of a Member for a period not to exceed sixty (60) days for infraction of published Rules and Regulations;
- d) 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 Bylaws, the Articles, or the Declaration;
- e) Declare the office of a Member of the Board of Directors to be vacant in the event such Member has been or will be absent from three (3) consecutive regular meetings of the Board of Directors;
- f) Authorize the officers to enter into one or more management agreements with third parties in order to facilitate efficient operation of the properties. It will be the primary purpose of such management agreements to provide for the administration, management, repair and maintenance of the properties. all improvements included therein and designated Common Elements, the roof and exterior walls, and the receipt and disbursement of funds as may be authorized by the Board of Directors. The terms of said management agreements will be as determined by the Board of Directors to be in the best interest of the Association and will be subject in all respects to the Articles, these Bylaws, and the Declaration;
- g) Designate and employ personnel for the operation, maintenance, repair and replacement of the Common Elements and remove said persons if such action becomes advisable;
- h) Establish orderly procedures for an impartial hearing upon notice to any Member who is in default in the payment of Common Expense Assessments or Special Assessments or who has breached the terms of the Declaration, Articles, these Bylaws or the Association's Rules and Regulations;
- i) Carry on the administration of the Association and to do all things necessary and reasonable in order to govern and operate the Project.

Section 5.02 Duties. It will be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of all its 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 at least one-third of all Members who are entitled to vote;
- b) Supervise all officers, agents and employees of this Association, and see that their duties

are properly performed;

c) As more fully provided in the Declaration to:

[i] Adopt budgets for revenues, expenditures and reserves as provided in Section 38-33.3-303(4) of CCIOA and fix the amount of the annual Common Expense Assessment against each Lot at least thirty (30) days in advance of each annual Common Expense Assessment period;

[ii] Send written notice of each Common Expense Assessment to every Owner subject thereto at least thirty (30) days in advance of each annual Common Expense Assessment period if there is any change in the amount of the annual Common Expense Assessment; and

[iii] Foreclose the lien against any Lot for which Common Expense Assessments are not paid within thirty (30) 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 to issue, upon demand as provided in the Declaration, a certificate setting forth whether any Common Expense Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states a Common Expense Assessment has been paid, such certificate will be conclusive evidence of such payment;

e) Procure and maintain adequate liability and hazard insurance on the Project as more fully provided in the Declaration;

f) Notify, in writing, the First Mortgagee or insurer of any Lot upon written request, when the Owner thereof is in default in payment of any Common Expense Assessment, or otherwise in default of any obligation under the Declaration, the Articles, or these Bylaws as provided in the Declaration, and the Board of Directors has actual knowledge of such default, and said default remains uncured for a period of sixty (60) days;

g) Cause the Common Elements to be maintained;

h) Cause the exterior of the improvements upon the Lots to be maintained;

i) Notify all Owners in writing of the nature and extent of any expenditures which have been incurred, or which the Board reasonably knows will be incurred, which require the consent of the Owners under Section 5.17 (b) of the Declaration. Failure to give such notice in a timely manner will constitute cause for the removal of Board members under Section 3.03 of these Bylaws.

j) Carry out all other duties and obligations as may be provided for in the Declaration, the Articles or these Bylaws.

Article VI Indemnification

The Association will indemnify and hold harmless each person who will serve as a director or officer of the Association from and against any and all claims and liabilities to which such person becomes subject by reason of his service to the Association, and the Association will reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any claim or liability; provided, however, that no such person will be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own wanton and willful acts or omissions.

The rights accruing to any person under the foregoing provisions of this Article VI will not exclude any other right to which he may be lawfully entitled, nor will 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 will be fully protected in taking any action or making any payment under this Article VI, or in refusing so do to, in reliance upon the advice of counsel.

Article VII Officers and Their Duties

Section 7.01 Officers. The officers of this Association will be the President, Vice President, Secretary and Treasurer, who will at all times be elected from among the members of the Board of Directors.

Section 7.02 Election. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the Members .

Section 7.03 Term. The officers of this Association will be elected annually by the Board. Each officer will hold office for one (1) year unless he or she resigns or is removed or is otherwise disqualified prior to the expiration of his or her term.

Section 7.04 Special Officers. The Board may elect such other officers, in addition to the President, Secretary and Treasurer, as the affairs of the Association may require. Each such officer will hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 7.05 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation will 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 will not be necessary to make it effective.

Section 7.06 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the term of the officer he or she replaces.

Section 7.07 Multiple Offices. The offices of the Secretary and Treasurer may be combined and held simultaneously by the same person. The offices of Secretary and Vice President, or of Treasurer and Vice President, may be combined and held simultaneously by one person. Any officer other than the president may also hold one or more of any special offices created pursuant to Section 7.04 of this Article VII. Other than the foregoing, no offices may be combined and no person may simultaneously hold more than one office.

Section 7.08 Duties. The duties of the officers will be as follows:

- a) President. The President will serve as the chief executive officer of the Association; will preside at all meetings of the Board of Directors and the Members; and will see that orders and resolutions of the Board are carried out.
- b) Vice President. The Vice President will preside at all meetings of the Board of Directors and the Members in the absence of the President and will assist the President in seeing that all orders and resolutions of the Board are carried out, and will act in place of the President in the event of the President's absence, inability or refusal to act.
- c) Secretary. The Secretary, or a designated agent, will record the votes and keep the minutes of all meetings and proceedings of the Board 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 and of the Members; keep appropriate current records showing the Members of the Association together with addresses; and will perform such other duties as required by the Board.
- d) Treasurer. The Treasurer, or a designated agent, will receive and deposit in appropriate bank accounts all monies of the Association and will disburse such funds as directed by resolution of the Board of Directors; will, unless otherwise provided by a resolution of the Board, sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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 the Members; and prepare, certify and execute statements of Common Expense Assessments.

Article VIII
Contracts, Conveyances, Checks and Miscellaneous

Section 8.01 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, the Declaration or these Bylaws.

Section 8.02 Conveyances and Encumbrances. Association property may be conveyed or encumbered by authority of the Board of Directors or such other person or persons to whom such authority may be delegated by resolution of the Board as provided In the Declaration. Conveyances or encumbrances will be by instrument executed by the President or a Vice President and by the Secretary or an Assistant Secretary, or executed by such other person or persons to whom such authority may be delegated by the Board.

Section 8.03 Checks. All checks, drafts, notes and orders for the payment of money will be signed by such officer or officers of the Association as will be duly authorized by resolution of the Board of Directors.

Section 8.04 Fiscal Year. The fiscal year of the Association will be January 1 to December 31.

Article IX
Books and Records

The Association will keep detailed, accurate and complete books and records of its receipts and expenditures (including receipts and expenditures affecting the Common Elements), will keep minutes of the proceedings of the Board of Directors and Members, and will keep at its registered or principal office in Colorado, a record of the names and addresses of the Members entitled to vote. Upon ten (10) days notice to the Board or Managing Agent, any Owner will be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner as provided in the Declaration. Current copies of the Declaration, Articles and Bylaws of the Association, Rules and Regulations governing the Association, and other books, records and financial statements of the Association, will be made available to Owners, First Mortgagees and insurers or guarantors of any First Mortgage. Current copies of the Declaration, Articles, Bylaws, Rules and Regulations, and the latest financial statement of the Association will be available for examination by prospective purchasers of Lots. The word "available" as used herein will at least mean available for inspection, upon reasonable request, during normal weekday business hours or under other reasonable circumstances.

Article X
Rights and Obligations of the Association and the Members

Section 10.01 Annual Assessments. The Board of Directors will fix, levy, and collect Common