

AMENDED AND RESTATED
BYLAWS
HIGHLINE COURT HOMEOWNERS ASSOCIATION, INC.

TABLE OF CONTENTS

RECITALS ...1

ARTICLE 1 INTRODUCTION AND PURPOSE ...1

ARTICLE 2 DEFINITIONS ...1

- Section 2.1 Act ... 1
- Section 2.2 Association ...1
- Section 2.3 Common Elements ...1
- Section 2.4 Common Expense Assessment or Assessment ... 1
- Section 2.5 Community ...1
- Section 2.6 Declarations ...2
- Section 2.7 Governing Documents ...2
- Section 2.8 Lot ...2
- Section 2.9 Member ... 2
- Section 2.10 Owner ... 2
- Section 2.11 Property ... 2

ARTICLE 3 MEMBERSHIP AND VOTING ...2

- Section 3.1 Membership and Voting ... 2
- Section 3.2 Suspension of Voting Rights ... 2
- Section 3.3 Transfer of Membership ... 2

ARTICLE 4 MEETINGS OF MEMBERS ...2

- Section 4.1 Annual Meetings ...2
- Section 4.2 Budget Meetings ...3
- Section 4.3 Special Meetings ...3
- Section 4.4 Notice of Meetings ... 3
- Section 4.5 Quorum of Members ...4
- Section 4.6 Voting ... 4
- Section 4.7 Proxies for Member Meetings ...4
- Section 4.8 Majority Vote ...5
- Section 4.9 Order of Business ...5
- Section 4.10 Waiver of Notice ... 5
- Section 4.11 Voting Procedures ...5

ARTICLE 5 BOARD ...5

- Section 5.1 Number and Qualification ... 5
- Section 5.2 Term of Office for Directors ... 5
- Section 5.3 Resignation of Directors ...5
- Section 5.4 Removal of Directors ... 6
- Section 5.5 Vacancies ...6
- Section 5.6 Compensations ... 6

ARTICLE 6 MEETINGS OF DIRECTORS ...6

- Section 6.1 Regular Meetings ...6
- Section 6.2 Special Meetings ...6
- Section 6.3 Notice of Board Meetings ...6
- Section 6.4 Location of Board Meetings and Open Meetings ...7
- Section 6.5 Waiver of Notice ...7
- Section 6.6 Quorum ...7
- Section 6.7 Proxies for Board Meetings ...7
- Section 6.8 Consent to Corporate Action ...7
- Section 6.9 Telephone Communication in Lieu of Attendance ...7

ARTICLE 7 POWERS AND DUTIES OF THE BOARD OF DIRECTORS ...8

- Section 7.1 Powers and Duties ...8
- Section 7.2 Managing Agent ...9
- Section 7.3 No Waiver ...9

ARTICLE 8 OFFICERS AND THEIR DUTIES ...9

- Section 8.1 Enumeration of Offices ...9
- Section 8.2 Election of Officers ...9
- Section 8.3 Special Appointments ...9
- Section 8.4 Resignation and Removal ...9
- Section 8.5 Vacancies ...10
- Section 8.6 Duties ...10
- Section 8.7 Delegation ...10
- Section 8.8 Disbursements ...10

ARTICLE 9 COMMITTEES ...11

- Section 9.1 Designated Committees ...11

ARTICLE 10 BOOKS AND RECORDS ...11

- Section 10.1 Records ...11
- Section 10.2 Examination ...11

ARTICLE 11 AMMENDMENTS ...12

- Section 11.1 Bylaw Amendments ...12

ARTICLE 12 MISCELLANEOUS ...12

- Section 12.1 Fiscal Year ...12
- Section 12.2 Conflicts ...12

RECITALS

Highline Court Homeowners Association, Inc., a Colorado nonprofit corporation ("Association"), certifies that:

The Association desires to amend and restate its Bylaws currently in effect as follows.

The provision set forth in these Amended and Restated Bylaws supersede and replace the existing Bylaws and all amendments to the Bylaws.

The Bylaws of the Association are hereby amended by striking in their entirety Paragraphs 1 through 15, inclusive, and by substituting the following:

ARTICLE 1. INTRODUCTION AND PURPOSE

These Amended and Restated Bylaws are adopted for the regulation and management of the affairs of the Association. The Association has been organized as a Colorado nonprofit corporation under the Colorado Revised Nonprofit Corporation Act to act as the Association under the Declaration of Protective Covenants, Conditions, and Restrictions for Highline Court.

The purposes for which the Association is formed are to operate and govern the Community known as Highline Court and to provide for the administration, maintenance, preservation and architectural review of the Lots and Common Elements within Highline Court.

ARTICLE 2. DEFINITIONS

In supplement of the definitions provided for in the Declaration, the following terms shall have the meaning set forth below, unless the context requires otherwise:

Section 2.1 Act shall mean the Colorado Common Interest Ownership Act, CR.S. §38-33.3-101 et. seq., as it may be amended and as applicable to the Community.

Section 2.2 Association shall mean and refer to the Highline Court Homeowners Association, Inc., its successors and assigns.

Section 2.3 Common Elements shall mean all real property owned or leased by the Association other than a Lot or publicly dedicated property.

Section 2.4 Common Expense Assessment or Assessment shall include all common expense assessments, insurance assessments, utility assessments, and any other expense levied to Lots pursuant to the Declaration or the Act, including interest, late fees, attorney fees, fines, and costs.

Section 2.5 Community shall mean the Highline Court Planned Community, as further defined by the recorded Map and the Declaration.

Section 2.6 Declaration shall mean and refer to the Declaration of Protective Covenants, Conditions, and Restrictions for Highline Court, as amended, applicable to the Property recorded in the office of the Clerk and Recorder of Arapahoe County, Colorado.

Section 2.7 Governing Documents shall mean the Articles of Incorporation, the Bylaws, the Declaration, the Map and Rules and Regulations of the Highline Court Homeowners Association, Inc., as they may be amended.

Section 2.8 Lot shall mean a physical portion of the Community, designated for separate ownership, the boundaries of which are defined on the Map and in the Declaration, with the exception of Common Elements and any publicly dedicated property.

Section 2.9 Member shall mean any Owner. The terms "Member" and "Owner" may be used interchangeably.

Section 2.10 Owner shall mean the owner of record title, whether one or more persons or entities, to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 2.11 Property shall mean and refer to all of the real property described in or which is subject to the Declaration.

ARTICLE 3. MEMBERSHIP AND VOTING

Section 3.1 Membership and Voting. Every person who is an Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Ownership of a Lot shall be the sole qualification for membership. Each Lot shall be entitled to cast one (1) vote. Fractional and cumulative voting are prohibited.

Section 3.2 Suspension of Voting Rights. During any period in which an Owner shall be in default in the payment of any Assessment, including interest, fines, late fees, attorney fees and costs, levied by the Association, the voting rights of such Owner may be deemed suspended by the Board of Directors, without notice or hearing, until such has been paid. Such rights of an Owner may also be suspended, after notice and the opportunity for a hearing, during any period of violation of any other provision of the Governing Documents.

Section 3.3 Transfer of Membership. Transfers of membership shall be made on the books of the Association only upon presentation of evidence, satisfactory to the Association, of the transfer of ownership of the Lot to which the membership is appurtenant.

ARTICLE 4. MEETINGS OF MEMBERS

Section 4.1 Annual Meetings. An annual meeting of the Members shall be held during each of the Association's fiscal years, between the months of May and July, as determined by the Board. At these meetings, the Directors shall be elected by the Members, in accordance with the provisions of these Bylaws. The Members may transact other

business as may properly come before them at these meetings. Failure to hold an annual meeting shall not be considered a forfeiture or dissolution of the Association.

Section 4.2 Budget Meetings. The budget process to be followed is as follows.

4.2.1 The Board of Directors of the Association is to prepare and adopt a proposed budget at least annually.

4.2.2 Within thirty (30) days after the Board of Directors' adoption of the proposed budget, the Board of Directors must mail or deliver a summary of the proposed budget to those entitled to vote and set a date for a special or annual meeting at which to consider ratification of the proposed budget.

4.2.3 Notice for the meeting at which the budget will be considered must be mailed or delivered not less than fourteen (14) days nor more than sixty (60) days before the meeting.

4.2.4 At the meeting, unless at least sixty-seven (67) percent of all Members reject the proposed budget, the proposed budget is ratified and becomes the approved budget of the Association.

4.2.5 A quorum of Members is not required at a budget meeting, but a quorum of Members is required at an annual meeting if other business is to be conducted.

4.2.6 In the event the proposed budget is rejected by a majority of the Association's Members, the budget last ratified is continued until such time as a subsequent budget proposed by the Board of Directors is ratified.

Section 4.3 Special Meetings. Special meetings of the Association may be called by the President, by a majority of the members of the Board of Directors or by a petition signed by Owners comprising at least twenty-five percent (25%) of the votes in the Association. If a notice for a special meeting demanded pursuant to this Section is not given by the Association within thirty (30) days after the date the written demand or demands are delivered to the Association, the person signing the demand or demands may set the time and place of the meeting and give notice, pursuant to the terms of these Bylaws.

Section 4.4 Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting at least fourteen (14) days before, but not more than sixty (60) days before such meeting. Notice shall be sent by prepaid mail or by any other means permitted by the Colorado Revised Nonprofit Corporation Act, including, but not limited to, personal delivery, to each Member entitled to vote. Such notice shall be addressed to the Member's address last appearing on the books of the Association, or supplied by such Member in writing to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration, and any budget changes. In the case of a special meeting, the agenda must state the purpose of the meeting. No matters shall be heard nor action adopted at a special meeting except as stated or allowed in the notice. Each notice shall also include a proxy, which can be cast in lieu of attendance at the meeting.

Section 4.5 Quorum of Members. The presence of ten percent (10%) of the Members eligible to vote at any meeting, in person or by proxy, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, and these Bylaws. If the required quorum is not present, the Members who are present shall have power to adjourn the meeting from time to time (to a later date) without notice other than announcement at the meeting until a quorum shall be present or represented.

Section 4.6 Voting.

4.6.1 At all meetings of Members, each Member eligible to vote may vote in person or by proxy.

4.6.2 If only one of several Owners of a Lot is present at a meeting of the Association, the Owner present is entitled to cast the vote allocated to such Lot.

4.6.3 If more than one of the Owners is present, the vote allocated to the Lot may be cast only in accordance with the agreement of a majority of those Owners. Majority agreement exists if anyone of the Owners casts the vote allocated to the Lot without protest being made promptly to the person presiding over the meeting by another Owner of the Lot.

4.6.4 The vote of a corporation or business trust may be cast by any officer of that corporation or business trust in the absence of express notice of the designation of a specific person by the Board of Directors or bylaws of the owning corporation or business trust.

4.6.5 The vote of a partnership may be cast by any general partner of the owning partnership in the absence of express notice of the designation of a specific person by the owning partnership.

4.6.6 The chair of the meeting may require reasonable evidence that a person voting on behalf of a corporation, partnership or business trust Owner is qualified to vote.

4.6.7 Votes allocated to Lots owned by the Association may not be cast.

Section 4.7 Proxies for Members Meetings. The vote allocated to a Lot may be cast under a proxy duly executed by the Owner.

4.7.1 All proxies shall be in writing and filed with the Secretary or designee of the Association.

4.7.2 If a Lot is owned by more than one person, each Owner of the Lot may vote or register protest to the casting of the vote by the other Owners of the Lot through a duly executed proxy.

4.7.3 An Owner may revoke a proxy given under this section by actual notice of revocation to the person presiding over a meeting of the Association or by personal attendance at the meeting in question.

4.7.4 A proxy is void if it is not dated.

4.7.5 A proxy terminates eleven (11) months after its date, unless it specifies a shorter term or a specific purpose, or upon sale of the Lot for which the proxy was issued.

Section 4.8 Majority Vote. The vote of more than fifty percent (50%) of Members represented at a meeting at which at least a quorum is present shall constitute a majority and shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Declaration, these Bylaws, or the Articles of Incorporation.

Section 4.9 Order of Business. The Board may establish the order of business for all meetings of the Board or Members.

Section 4.10 Waiver of Notice. Any Member may, at any time, waive notice of any meeting of the Members in writing, and the waiver shall be deemed equivalent to the receipt of notice. Attendance at the meeting shall constitute a waiver of notice unless attendance is for the express purpose of objecting to the sufficiency of the notice.

Section 4.11 Voting Procedures. Voting may be by proxy or by written ballot. In an election of Directors, the Members receiving the largest number of votes shall be elected.

ARTICLE 5. BOARD

Section 5.1 Number and Qualification. The affairs of the Association shall be governed by a Board of Directors which shall consist of five (5) Members, elected or appointed as provided below (the "Board"). Only Owners, eligible to vote, current in the payment of Assessments, and otherwise in good standing, may be elected to, or appointed to fill a vacancy on the Board. In the case where through removal or resignation, the total number of Board members is less than five (5), the Board will be considered properly constituted until such vacancies are filled. The number of members of the Board may be increased or decreased by the amendment of these Bylaws or direction of the Membership. If any Lot is owned by a partnership or corporation, any officer, partner or employee of that Member shall be eligible to serve as a Director and shall be deemed to be a Member for the purposes of these Bylaws.

Section 5.2 Term of Office for Directors. The term of office of Directors shall be two (2) years or until such time as a successor is elected. The Board of Directors shall take office upon election.

Section 5.3 Resignation of Directors.

5.3.1 Any Director may resign at any time by giving written notice to the President, to the Secretary or to the Board of Directors stating the effective date of such resignation. Acceptance of such resignation shall not be necessary to make the resignation effective.

5.3.2 The unexcused absence of a Director from two (2) consecutive regular meetings of the Board of Directors may be deemed by a majority vote of the remaining Directors as a resignation of the Director.

Section 5.4 Removal of Directors.

5.4.1 One or more Directors or the entire Board of Directors may be removed at a Special Meeting of Members called pursuant to these Bylaws, with or without cause, by a vote of sixty-seven (67) percent of the Association votes cast by Members present in person or by proxy. Notice of a Special Meeting of the Members to remove Directors shall be provided to every Member of the Association, including the Directors sought to be removed, as provided in these Bylaws. Directors sought to be removed shall have the right to be present at such meeting and shall be given the opportunity to speak to the Members prior to a vote to remove being taken.

5.4.2 In the event of removal of one or more Directors, a successor shall be selected by the majority of the remaining members of the Board of Directors, whether or not such remaining members constitute a quorum, to serve for the unexpired term of his or her predecessor.

Section 5.5 Vacancies. Vacancies on the Board caused by any reason may be filled by appointment by a majority vote of the Board at any time after the occurrence of the vacancy, even though the Directors present at that meeting may constitute less than a quorum. Each person so appointed shall be a Director who shall serve for the remainder of the unexpired term.

Section 5.6 Compensation. No Director shall receive compensation for any service they may render as a Director to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of Association duties.

ARTICLE 6. MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, place and hour as may be fixed by the Board. The Board may set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings.

Section 6.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or upon demand by any two Directors, after not less than three (3) days notice to each Director. If a notice for a special meeting demanded pursuant to this Section is not given by the Board within thirty (30) days after the date the written demand or demands are delivered to the Board, the Directors signing the demand or demands may set the time and place of the meeting and give notice, pursuant to the terms of Section 6.3 of these Bylaws.

Section 6.3 Notice of Board Meetings. Written notice of each meeting of the Board shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least three (3) days before such

meeting, or by any other means permitted by the Colorado Revised Nonprofit Corporation Act, including, but not limited to, personal delivery, facsimile, and e-mail delivery, to each Board member entitled to vote, addressed to the Board member's address last appearing on the books of the Association, or supplied by such Board member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting.

Section 6.4 Location of Meetings and Open Meetings. All meetings of the Board of Directors shall be open to attendance by Members, as provided by applicable Colorado law.

Section 6.5 Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Board shall constitute a waiver of notice. If all the Directors are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.

Section 6.6 Quorum. At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, unless there are fewer than three (3) Directors, in which case all Directors must be present to constitute a quorum. The votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute a decision of the Board unless there are fewer than three (3) Directors, in which case, unanimity of the Directors is required to constitute a decision of the Board. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting.

Section 6.7 Proxies for Board Meetings. For the purposes of determining a quorum with respect to a particular issue and for the purposes of casting a vote for or against that issue, a Director may execute, in writing, a proxy to be held by another Director. The proxy shall specify a yes, no, or abstention vote on each particular issue for which the proxy was executed. Proxies which do not specify a yes, no, or abstention vote shall not be counted for the purpose of having a quorum present nor as a vote on the particular issue before the Board.

Section 6.8 Consent to Corporate Action. The Directors shall have the right to take any action in the absence of a meeting, which they could otherwise have taken at a meeting, by:

6.8.1 Obtaining the unanimous verbal vote of all Directors which vote shall be noted in the minutes of the next meeting of the Board and ratified at such time; or

6.8.2 Obtaining the written vote of all of the Directors, with at least a majority of the Directors approving the action, provided that those Directors who vote "no" or abstain from voting have waived notice of a meeting in writing. The Secretary shall file the written votes with the minutes of the meetings of the Board of Directors; and

6.8.3 Any action taken under subsections 6.8.1 and 6.8.2 shall have the same effect as though taken at a meeting of the Directors.

Section 6.9 Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Board by using an electronic or telephonic communication method whereby

the Director may be heard by the other members and may hear the deliberations of the other Members on any matter properly brought before the Board. The Director's vote shall be counted and the presence noted as if that Director were present in person.

ARTICLE 7. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers and Duties. The Board may act in all instances on behalf of the Association, except as provided in the Declaration and these Bylaws or the Act. The Board shall have, subject to the limitations contained in the Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association and of the Community, and for the operation and maintenance of the Community as a first class residential community, including the following powers and duties.

7.1.1 Exercise for the Association all powers, duties, rights and obligations in or delegated to the Association and not reserved to the membership by other provisions of the Governing Documents or the Act;

7.1.2 Adopt and amend Rules and Regulations, including penalties for infraction thereof;

7.1.3 Adopt and amend budgets subject to any requirements of the Declaration and the Bylaws;

7.1.4 Keep and maintain full and accurate books and records showing all of the receipts, expenses, or disbursements of the Association;

7.1.5 Collect assessments as provided by the Governing Documents;

7.1.6 Employ a managing agent, independent contractors or employees, as it deems necessary, and prescribe their duties;

7.1.7 Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Governing Documents, and, in the Association's name, on behalf of the Association or two or more Owners, on matters affecting the Community;

7.1.8 Make contracts, administer financial accounts and incur liabilities in the name of the Association;

7.1.9 Acquire, hold, encumber and convey, in the Association's name and in the ordinary course of business, any right, title or interest to real estate or personal property, pursuant to the consent requirements set forth in the Governing Documents;

7.1.10 Borrow funds and secure such loans with an interest in future Assessments upon the affirmative vote of at least fifty-one (51 %) of the members present in person or by proxy at a meeting called for that purpose,

7.1.11 Provide for the indemnification of the Association's Directors and any person serving without compensation at the request of the Association, and maintain association professional liability insurance;

7.1.12 Supervise all persons acting on behalf of and/or at the direction of the Association;

7.1.13 Procure and maintain liability and hazard insurance as set forth in the Governing Documents;

7.1.14 Cause all persons having fiscal responsibilities for the assets of the Association to be insured and/or bonded, as it may deem appropriate;

7.1.15 Cause to be kept a complete record of all its acts and corporate affairs and present statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by Owners entitled to cast at least one-fourth (1/4) of the votes in the Association.

Section 7.2 Managing Agent. The Board may employ a managing agent for the Community, at a compensation established by the Board, to perform duties and services authorized by the Board. The Board shall have the authority to delegate any of the powers and duties set forth in this Article to a managing agent. Regardless of any delegation to a managing agent, the members of the Board shall not be relieved of responsibilities under the Governing Documents or Colorado law.

Section 7.3 No Waiver. The omission or failure of the Association or Owner to enforce the covenants, conditions, easements, uses, limitations, obligations, or other provisions of the Governing Documents shall not constitute or be deemed a waiver, modification, or release thereof, and the Board or the managing agent shall have the right to enforce the same at any time.

ARTICLE 8. OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Offices. The Officers of this Association shall be 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 may from time to time create by resolution. Any two (2) offices, except the offices of President and Secretary, may be held by the same person.

Section 8.2 Election of Officers. The Officers shall be elected for a one (1) year term at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.3 Special Appointments. The Board 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 may, from time to time, determine.

Section 8.4 Resignation and Removal. Any Officer may be removed from office with or without cause by a majority of the Board of Directors. Any Officer may resign at any time

by giving written notice to the Board, 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. Acceptance of such resignation shall not be necessary to make it effective.

Section 8.5 Vacancies. A vacancy in any office may be filled by appointment by the Board by majority vote of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 8.6 Duties. The duties of the Officers are as follows:

8.6.1 President. The President shall have all of the general powers and duties, which are incident to the office of president of a Colorado nonprofit corporation including, but not limited to the following: preside at all meetings of the Board of Directors; appoint committees; see that orders and resolutions of the Board are carried out; sign all contracts, leases and other written instruments; and direct, supervise, coordinate and have general control over the day-to-day affairs of the Association.

8.6.2 Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the President is 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 Director to act in the place of the President on an interim basis. The Vice President shall also perform other duties imposed by the Board of Directors or by the President.

8.6.3 Secretary. The Secretary shall record the votes and maintain the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties incident to the office of Secretary or as required by the Board.

8.6.4 Treasurer. The Treasurer shall be responsible for the receipt, deposit and disbursement of Association funds and securities and for maintenance of full and accurate financial records, 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 the Members present at such annual meeting. The Treasurer shall perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

Section 8.7 Delegation. The duties of any Officer may be delegated to the managing agent or another Board member; provided, however, the Officer shall not be relieved of any responsibility under this Section or under Colorado law.

Section 8.8 Disbursements. Two authorized members of the Board of Directors shall sign all checks of the Association.

ARTICLE 9. COMMITTEES

Section 9.1 Designated Committees. The Association may appoint such committees as deemed appropriate in carrying out its purposes, including a Design Review Committee. Committees shall have authority to act only to the extent designated in the Governing Documents or as delegated by the Board.

ARTICLE 10. BOOKS AND RECORDS

Section 10.1 Records. The Association or its managing agent, if any, shall keep the following records:

10.1.1 An account for each Lot, which shall designate the name and address of each Owner, the amount of each assessment, the dates on which each comes due, any other fees payable by the Owner as assessments, the amounts paid on the account and the balance due;

10.1.2 An account for each Owner showing any other fees payable by the Owner;

10.1.3 A list of the names and addresses of all Members;

10.1.4 Financial statements of the Association prepared for periods ending during the previous three years;

10.1.5 The current operating budget;

10.1.6 A record of any unsatisfied judgments against the Association and the existence of any pending suits in which the Association is a party;

10.1.7 A record of insurance coverage provided for the benefit of Owners and the Association;

10.1.8 Tax returns for state and federal income taxation;

10.1.9 Minutes of meetings of the Owners, Directors, committees and waivers of notice, if any;

10.1.10 Copies of at least the three most recent years' correspondence between the Association and Owners; and

10.1.11 Copies of the most current versions of the Governing Documents, along with their exhibits and schedules.

Section 10.2 Examination. The books, records and papers of the Association shall at all times, during normal business hours and after reasonable notice, be available for inspection and copying by any Member for any proper purpose, except documents determined by the Board to be confidential pursuant to a written policy or applicable law. The cost of copying shall be paid by the requesting Member at a reasonable rate

determined by the Board of Directors or the managing agent. The Board or the managing agent will retain the original documents.

ARTICLE 11. AMENDMENTS

Section 11.1 Bylaw Amendments. These Bylaws may be amended by a vote of a majority of a quorum of the Board of Directors present in person or by proxy at a meeting or a vote by mail or electronic means.

ARTICLE 12. MISCELLANEOUS

Section 12.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year.

Section 12.2 Conflicts. In the case of any conflicts between the Declaration and these Bylaws or the Articles of Incorporation, the terms of the Declaration shall control. In the case of any conflicts between the Articles of Incorporation and these Bylaws, the terms of the Articles of Incorporation shall control.