

BY-LAWS OF
CORTINA PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I
Officers

Section 1. The officers of this corporation shall consist of a President, a Vice-president, a Treasurer and a Secretary, who shall be elected by the members of the corporation at the first organization meeting thereof and appointed by the Board of Directors in each ensuing year. Such officers shall be selected from the membership of the corporation, excluding the developer, his successors, assigns or agents, and shall hold their respective offices for the term of one year, or until their successors are appointed, unless they shall resign, be removed or become disqualified.

Section 2. No two of said offices shall be held by one and the same person.

Section 3. In case a vacancy shall occur in any of said office the same shall be filled for the remainder of the unexpired term by the directors at any meeting of the Board of Directors.

Section 4. The Board of Directors may, in case of the absence of any officer, or disability to perform his duties, or for any other reason deemed sufficient by the Board, delegate the power and duties of such officer to any other officer, for the time being, provided two-thirds majority of the whole Board concur.

Section 5. Each officer may be a voting member of the Board of Directors. Any officer may be appointed or elected a director.

ARTICLE II
Directors

Section 1. The Board of Directors shall consist of five (5) members. It shall be the duty of the Board of Directors to exercise the general supervision over and management of the affairs of the corporation and to receive and pass upon the reports of the corporation president, secretary and treasurer, to audit all bills and accounts against the corporation and to direct the president and other officers thereof in the general conduct and business of the corporation. Said Board shall have the control of any books, papers or documents of the corporation in the hands of the officers.

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Section 2. During the first year of the corporate existence of the corporation, or until the first annual meeting of the members of the corporation, the directors shall be as provided in the Certificate of Incorporation. Thereafter, the Board of Directors shall be elected from the membership of the corporation by the members of this corporation who are owners of real property located within Mesa Cortina West Filing #1, Cortina Filing #1, or Mesa Cortina Filing #1 Subdivisions. The election of the Board of Directors shall be at the regular annual meeting thereof. Each membership shall be entitled to one vote for each vacancy and voting shall be noncumulative. Each director shall hold their office for the term of one year or until their successors are duly elected and qualified.

Section 3. No person shall be eligible to the office of director who is not at the time of assuming the duties of such office a member of the corporation, and a property owner in the Mesa Cortina West Filing #1, Cortina Filing #1, or Mesa Cortina Filing #1. However, in no event shall the developer, his successors, assigns, or agents be eligible to hold a directorship herein.

Section 4. If any vacancy shall occur in the Board of Directors, such vacancy shall be filled, for the remainder of the unexpired term, at the meeting of the Board next following such vacancy.

Section 5. The officers of the corporation shall be appointed by a majority of the Board of Directors within one month following the annual meeting and election of the Board of Directors.

Section 6. The Board of Directors shall meet at such time as they shall, from time to time, determine. A meeting may be called at any time by the president or any three directors, to be held at the time and place designated in the call and notice thereof, upon two days written notice served personally, or by mail, telephone or telegraph.

Section 7. Any director may at any time waive notice required to be given under these By-laws and whenever all of the directors of the corporation shall be present at any meeting, however called, and shall sign a written consent thereto, or an approval of the minutes of any such upon the record thereof, the acts of such meeting shall be as valid and binding as if regularly called as provided herein.

Section 8. At all meetings of the Board of Directors, a majority shall be required to constitute a quorum for the transaction of business.

Section 9. The order of business of any meeting of the Board of Directors shall be as they determine at the time.

Section 10. Directors may be removed from office at any special or regular meeting of the general membership by a majority of the members of the corporation present or represented by proxy.

ARTICLE III
Duties of Officers

Section 1. Duties of President. It shall be the duty of the president to preside at all meetings of the members of the corporation and to sign all Certificates of Membership, contracts, and other instruments of writing authorized by the Board of Directors to be executed. He shall have the active management of the corporation and the general supervision over the affairs of the corporation and perform such other duties as may be required of him by law, by these By-laws, and by the Board of Directors, and in general shall perform the duties and functions usually pertaining to and vested in the president of the corporation.

Section 2. Duties of Vice-president. It shall be the duty of the vice-president in case of sickness or other disability preventing the president from performing the duties of his office, to perform and discharge the duties and functions of the president, and such other duties as may be required of him by the Board of Directors.

Section 3. Duties of Secretary. The secretary may be a member of the Board of Directors and of any standing committee. It shall be the duty of the secretary to give such notices as are required of all meetings of the general membership and of the directors of the the corporation and to attend all such meetings and act as the clerk thereof; to keep, record and preserve the minutes of all meetings of the members and directors; to have the custody of the Corporate Seal and records of the corporation, and to attest to all Certificates of Membership, contracts and other instruments of writing executed under the authority of the corporation; to have charge of and preserve all papers and documents of the corporation not properly belonging to the custody of the treasurer; to sign issue and register all Certificates of Membership and generally to perform such duties as usually pertain to the office of secretary; and as well such as may be specifically assigned and directed by the Board of Directors. The secreatry shall also attend to the filing of all papers and reports required by law to be filed.

Section 4. Duties of Treasurer. The treasurer shall be the custodian of the funds of the corporation and shall disburse the same as shall be ordered by the Board of Directors, and all securities, valuable papers, and documents connected with the business of the corporation, which shall be kept in such depositories and in such manner as shall be directed by the Board of Directors; and he shall keep a complete and proper record and account thereof, and vouchers of all funds disbursed, all of which shall be accessible for inspection by the Board of Directors at any time. He shall give a good and sufficient bond insuring the faithful performance of his duties and accounting for all money, property and documents of the corporation which shall come into his hands as treasurer. The amount of the bond shall be fixed by the Board of Directors; and the cost of the bond shall be borne by the corporation.

An independent audit of the accounts and property of the corporation shall be performed at such times as the directors shall provide or at such times as the member shall elect.

ARTICLE IV Meetings, Voting

Section 1. The regular annual meeting of the members of the corporation for the election of the directors and the transaction of other business shall be held either in Summit County, or in the metropolitan Denver area, as the Board of Directors may designate, and shall be held not later than the third Saturday of August in each year, at the hour of 10:00 o'clock A.M. Notwithstanding the above provision, the first meeting of the members of the corporation for the election of the directors and the transaction of other business shall be held in Summit County within two months from the date of the issuance of the corporate charter by the Secretary of State.

Section 2. Special meetings of the members may be called for any purpose, whenever deemed necessary by a majority of the Board of Directors, and as provided by law, which meetings shall be held at the place and at such date and hour as shall be designated in the call thereof. In addition to any published notice required by law, notice to each member shall be mailed to each member at his address as shown on the corporation records. Notices shall be mailed at least fifteen days previous to each meeting, or served upon each member personally at least five days previous thereto. The purpose of the meeting shall be stated in the notice. Ten percent of the members of the corporation may call any special meeting by notification to the Board of Directors.

Section 3. At all meetings of the members, ten percent of all the members must be represented either in person or by written proxy in order to constitute a quorum for the transaction of business.

Section 4. Representation by written proxy, subscribed by the registered member shall be allowed, and the instrument authorizing the proxy to act at the meeting shall be exhibited at the time of such meeting when called for, and filed with the secretary.

Section 5. At all meetings of the members, each membership shall be entitled to one vote, which vote may be given personally or by written proxy, as herein provided.

ARTICLE V Procedure at Meetings

Section 1. Robert's Rules of Order shall be the authority on all questions of parliamentary law and proceedings which are not provided for by these By-laws, and in the event of conflict, these By-laws shall take precedent.

ARTICLE VI Membership

Section 1. Persons shall be members in the corporation by virtue of ownership of real property in Mesa Cortina West Filing #1, Cortina Filing #1, or Mesa Cortina Filing #1, and shall be entitled to one vote per lot upon payment of the dues for each membership, as provided for in Article VI, Section 5. The transfer by any owner of all real property in the subdivision shall automatically cancel said membership. Husbands and wives shall be treated as one membership and shall be entitled to only one vote per lot. In no event shall each lot be entitled to more than one vote. In the event a person or persons own more than one lot, they shall be entitled to one vote for each lot which they own.

Section 2. Ownership for purposes of eligibility for membership in this Association shall be satisfied by evidence of fee ownership, whether or not encumbered, or by evidence of a contract for deed with the developer of the said subdivisions.

Section 3. In light of the possible conflicts of interest, the developer or his successors, assignees or agents, of the subject subdivisions, shall be entitled to membership upon the same basis as above stated, but in no event shall the developer or his successors,

assignees or agents be entitled to more than one vote regardless of extent of ownership in the subject subdivisions.

Section 4. Membership shall be evidenced by Certificates of Membership, duly signed by the president and countersigned by the secretary. The Certificates of Membership shall be dated, numbered and registered as they are issued and are non-transferable.

Section 5. The dues for each membership in the corporation shall be \$100.00 per year, nonrefundable, which shall be paid yearly on or before the annual meeting of each year and all funds derived from such dues shall be used solely for the purposes and objects for which the corporation is formed. Any assessments over and above the dues abovestated shall be approved by the general membership in the manner set forth in Article IV.

ARTICLE VII Control of Funds

Section 1. No debts or obligations shall be incurred by any of the officers of this corporation, except by the order of or under direction and approval of the Board of Directors.

Section 2. The funds of this corporation shall be deposited in the name of the corporation, in such bank or banks as may be from time to time determined by the Board of Directors.

ARTICLE VIII Amendment of the By-laws

Section 1. These By-laws may be amended, added to or repealed by the vote of the majority of the members of the corporation present or represented by proxy, at any regular or special meeting of the general membership.

ARTICLE IX Restrictive Covenants

Section 1. The restrictive covenants for Mesa Cortina West Filing #1, Cortina Filing #1, or Mesa Cortina Filing #1 as filed in the Summit County Recorder's office are hereby adopted as if fully set forth herein as restrictive covenants of this corporation applicable to all real property within the subdivisions.

ARTICLE X

Architectural Review Committee

Section 1. The Board of Directors shall appoint an architectural review committee consistent with the restrictive covenants herein, which committee shall be comprised of three members of the corporation, who may be either officers or directors.

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PROPOSED AMENDMENT TO BYLAWS OF
CORTINA PROPERTY OWNERS ASSOCIATION, INC.

The Board of Directors of the Cortina Property Owners Association, Inc. proposes that the Owners of real property in Mesa Cortina West Filing No. 1, Cortina Filing No. 1 and Mesa Cortina Filing No. 1 adopt the following amendment to the Bylaws of the Association.

RECITALS

A. *Under the Amendment and Restatement of the Declarations of Protective Covenants for Mesa Cortina, Filing No. 1., Mesa Cortina West, Filing No. 1, and Cortina Filing No. 1 recorded in the offices of the Summit County Clerk and Recorder on March 11, 1988, the Cortina Property Owners Association, Inc. was given powers to exercise architectural and landscaping control, preserve water and other resources, negotiate as necessary for improved or expanded services and to preserve the intrinsic and natural beauty of the land.*

B. *The Amended Declaration provides at Article III(c) that the Owners of Lots within the Subdivisions subject to the Amended Declaration are automatically members of the Association.*

C. *The purposes of powers of the Association shall be amplified by the provisions of the Bylaws of the Association as provided in Article III(f) of the Amended Declaration.*

D. *The Bylaws of the Association recorded in the Summit County records on December 28, 1992 under Reception No. 435289 provides for payment dues to the Association in the amount of \$100.00 per Lot per year which shall be paid on or before the annual meeting of the Association.*

E. *The Association currently has approximately \$_____ in accounts receivable for unpaid dues from its members over one year delinquent, and \$_____ in dues which are more than two years delinquent. The Association has needs for the delinquent dues to carry on the business of the Association.*

F. *Neither the Amended Declaration nor the Bylaws of the Association provides a procedure to collect delinquent dues owed to the Association.*

NOW THEREFORE, the members agree that the Bylaws shall be amended by inclusion of the additional provisions set forth below:

Section 6. Effect of Nonpayment; Assessment Lien. Any dues or assessments provided by these Bylaws (together "Assessments") which are not paid within thirty (30) days after its due date shall be delinquent. If an Assessment becomes delinquent, the Board of Directors of the Association, in its sole discretion, may take any or all of the following actions:

A. Assess a late charge for delinquency in the amount of \$10.00 for each month any assessment remains unpaid;

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B. Assess an interest charge from the date of delinquency at the yearly rate as the Board may establish, not to exceed twenty-one percent (21%) per annum on all outstanding balances;

C. Suspend the voting rights of the Owner during any period of delinquency and any architectural committee approval;

D. Bring an action at law against any Owner personally obligated to pay the delinquent Assessments; and

E. File a statement of lien with respect to the Lot and proceed with foreclosure as set forth below.

F. Assessments chargeable to any Lot shall constitute a continuing lien on such Lot, including any improvements on the Lot. To evidence the lien created under this Section, the Association may, but is not required to, prepare a written notice setting forth (i) the address of the Association, (ii) the amount of such unpaid indebtedness, (iii) the amount of accrued penalty on the indebtedness, (iv) the name of the Owner of the Lot, and (v) a description of the Lot. The notice shall be signed and acknowledged by an officer of the Association or by the Manager, and the Association shall serve the notice upon the Owner by mail to the address on the deed to of the Lot or to such other address as the Association may have in its files for such Owner. At least ten (10) days after the Association mails the Owner such a notice, the Association may record the same in the office of the Clerk and Recorder of Summit County, Colorado. Such lien for Assessments shall attach from the due date of the Assessment. Thirty (30) days following the date the Association mails the notice, the Association may institute foreclosure proceedings against the defaulting Owner's Lot in the manner for foreclosing a mortgage on real property under Colorado law. In the event of any such foreclosure, the Owner shall be liable for the amount of unpaid Assessments, any penalties and interest thereon, the cost and expenses of such proceedings, the cost and expenses for filing the notice of the claim and lien, and all reasonable attorney's fees incurred in connection with the enforcement of the lien. The Association shall have the power to bid on a Lot at foreclosure sale and to acquire and hold, lease, mortgage, and convey the same.

Section 7. Personal Obligation. The amount of any Assessment chargeable against any Lot shall be a personal and individual debt of the Owner of same. No Owner may exempt himself from liability for the Assessment by abandonment or by waiver of the use or enjoyment of all or any part of the Lot. Suit to recover a money judgment for unpaid Assessments, any penalties and interest, thereon, the cost and expenses of such proceedings, and all reasonable attorney's fees in connection therewith shall be maintainable without foreclosing or waiving the Assessment lien.

Section 8. Successor's Liability for Assessment. In addition to the personal obligation of each Owner to pay all Assessments and the Association's perpetual lien for such Assessments, all successors to the fee simple title of a Lot shall be jointly and severally liable with the prior Owner or owners thereof for any and all unpaid Assessments, interest, late charges, costs, expenses, and attorney's fees against such Lot without prejudice to such successor's right to recover from any prior Owner any amounts paid by such successor. This

liability of a successor shall not be personal and shall terminate upon termination of such successor's fee simple interest in the Lot. In addition, such successor shall be entitled to rely on the statement of status of Assessments by or on behalf of the Association.

Section 9. Subordination of Lien. The lien of the Assessments provided for in this Declaration shall be subordinate to (a) the lien of real estate taxes and special governmental assessments, (b) liens and encumbrances recorded prior to the recordation of the Declaration, and (c) liens for all sums unpaid for a first lien security interest on a Lot recorded before the date on which the assessment sought to be enforced became delinquent. The lien of the Assessments shall be superior to and prior to any homestead exemption provided now or in the future by the laws of the State of Colorado. No sale or transfer shall relieve the purchaser or transferee of a Lot from liability for, or the Lot from the lien of, any Assessments made after the sale or transfer.

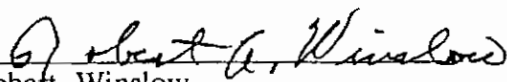
Section 10. Statement of Status of Assessment Payment. The Association shall furnish to an Owner or such Owner's designee or to a holder of a security interest or its designee upon written request, delivered personally or by certified mail, first-class postage prepaid, return receipt, to the Association's registered agent, a written statement setting forth the amount of unpaid assessments currently levied against such Owner's Lot. The statement shall be furnished within fourteen calendar days after receipt of the request and is binding on the Association, the Board of Directors and every Owner. If no statement is furnished to the Owner or holder of a security interest or their designee, delivered personally or by certified mail, first-class postage prepaid, return receipt requested, to the inquiring party, the Association shall have no right to assert a lien upon the Lot for unpaid assessments which were due as of the date of the request.

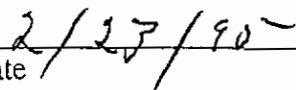
The Secretary of the Association shall compile the Amendment set forth above with the original By-Laws and record such compilation in the records of the Summit County Clerk and Recorder.

I, the undersigned, do hereby certify:

That I am the duly elected and acting President of the *Cortina Property Owners Association, Inc.*, a Colorado corporation, and,

That the foregoing Amendment to By-Laws was adopted at a regular meeting of the Members by a majority vote of a quorum of members present, in person or by proxy, held on February 18, 1995.


Robert Winslow
Title: President


Date