

BYLAWS OF SILVER SPURS PROPERTY OWNERS ASSOCIATION, INC.
Amended
(As Recorded Huerfano County # 349389 6/15/2001 10:45A by Judy Benine)

ARTICLE I. OFFICIAL ADDRESS

The address of the Association in the State of Colorado shall be P.O. Box 293, Walsenburg, Colorado, 81089, County of Huerfano. The Association may have such other addresses, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the Association may require from time to time. The terms "corporation" and "association" are interchangeable.

ARTICLE II. MEMBERSHIP

Section 1. Each owner of a lot duly recorded on a current subdivision map shall be a member of the Association. Each owner who is a member shall remain a member until he no longer qualifies as an owner.

Section 2. A member in good standing is any owner whose dues and assessments are paid up and current and whose rights under these Bylaws are not suspended.

Section 3. The name and address of each member and lot number owned shall be entered in a Membership Registered maintained by the Secretary.

Section 4. If more than one person owns a residential lot, all of said persons shall be deemed one member.

Section 5. The Secretary shall have the right to demand proof of lot ownership prior to accepting a person or entity as a member.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the Members shall be held the third Saturday of July or as determined by the Board of Directors. The purpose of the meeting shall be to elect Directors, approve an annual budget and transact such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 2. Special Purpose Meetings. Special meetings of the members for any purpose or purpose, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than twenty (20) percent of votes of Membership in good standing.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within the State of Colorado unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meeting. Written notice, stating the place, day and hour of the annual meeting and, in case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered to each Member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his or her address as it appears on the books of the Association, with postage thereon paid. If three successive letters mailed to the last known address of any Member are returned as undeliverable, no further notice to such Member shall be necessary until another address for such Member is made known to the Association.

Section 5. Quorum. Twenty (20) percent of the votes of the Membership in good standing, represented in person or by proxy, shall constitute a quorum at a meeting of Members.

Section 6. Proxies. At all meetings of Members, a Member may vote in person or by proxy executed in writing by Member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Two independent monitors will assist in the vote count.

Section 7. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Membership, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least two-thirds (2/3) of the Membership.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors in compliance with the Covenants of the Association, these Bylaws and, so far as is feasible, with an annual budget proposed by the Board and presented for approval to Association Members at their annual meeting.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the Association shall be no less than one or more than five. In the year 2000, the two Directors with the most votes shall be elected for three years, the next two Directors with

the most votes shall be elected for two years and the remaining one Director elected for one year. Every year thereafter all Director vacancies shall be filled by election at the annual Membership meeting. Qualifications to serve as Director are: a) the individual must be an owner of a Silver Spurs Ranch lot, and b) the owner must be in good standing.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as the annual meeting of Members. The Board of Directors shall fix the time and place for holding of additional meetings.

Section 4. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The persons calling the special meeting may fix the time and place for the meeting.

Section 5. Notice. Notice of any special meeting of the Board shall be given to all Directors at least three (3) days in advance if by telephone or facsimile message. If by letter or telegram, such notice to each Director at his or her residence must be dispatched at least ten (10) days in advance. If mailed, such notice will be deemed dispatched when deposited with adequate postage in the United States mail.

Section 6. Telephone Meeting. Members of the Board of Directors or any committee designated by the Board may participate in any meeting of the Board or Committee by means of conference telephone or other communications equipment with which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 7. Quorum. A majority of the number of Directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall serve only until the next annual Membership meeting.

Section 9. Presumption of Assent. A Director who is present at a meeting of the Board of at which action on any association matter is taken shall be presumed to have assent to the action taken unless his or her dissent is recorded in the minutes of the meeting or his or her written dissent is filed with the Secretary or acting Secretary of the meeting before adjournment or is dispatched by registered mail to the Association Secretary immediately after adjournment of the meeting. A Director not present at a meeting may file a written dissent within two (2) days of learning of said action. Such dissent will be deemed to be dispatched when deposited with adequate postage in the United States mail. The right of dissent does not apply to a Director who voted in favor of the action.

Article V.

OFFICERS

Section 1. Number and Qualifications. The officers of the Association shall be a President, a Vice-President, and if approved by the Board of Directors, a Secretary and a Treasurer. All officers of the Association will be Owners in good standing and eighteen (18) years or older. The Board of Directors may from time to time elect other officers and assistant officers, name committees and committee chairpersons, as it deems appropriate.

Section 2. Election and Term of Office. All officers shall be elected for one year by the Board of Directors at their first meeting following the annual meeting of the Members. The Board may reelect any officer at the end of each year of his or her satisfactory service. The Board may elect officers from within its own number or from among the Association Membership-at-large. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as possible.

Section 3. Removal. Any officer may be removed by the Board of Directors whenever, in its judgement, the best interests of the Association will be served thereby.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the remainder of that term.

Section 5. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at meetings of the Members and if a Director, at the meetings of the Board of Directors. He or she shall sign, together with the Secretary, Treasurer or any other officer appointed by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Association, or shall be required by law to be otherwise signed or executed. The President shall not commit the Association to any financial obligations on the basis of his or her signature alone.

Section 6. Vice-President. The Vice-President shall perform the duties of the President in the absence of the President or in the event of his or her inability or refusal to act. When so acting, the Vice-president shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President of Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the annual Membership meetings and meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of Association covenants and Bylaws, or as required by law; (c) be custodian of the Association records and of the seal of the Association and see to it that the corporate seal is affixed to all documents authorized by the association, (d) keep a register of the post office address of each Member based on information provided to the

Secretary by each member; and (e) perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in accordance with the provisions of Article V. of these Bylaws; and (c) maintain, monitor and advise the President and Board of Directors of matters pertaining to the budget of the Association; and (d) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

Section 9. Salaries. The salaries for officers may be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reasons of the fact that he or she is also a Director of the Association. An itemized accounting shall be presented to the Membership at its annual meeting of all salaries paid to officers of the Association.

Article VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts and Purchases. The Board of Directors may authorize any officer or officers, agent or agents, to make purchases or enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Capital expenditures for equipment exceeding ten (10) thousand dollars, not already provided for in the Association annual budget, shall be approved in writing by no less than on-half (1/2) of the Members of the Association.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a recorded resolution of the Board of Directors and approved in writing by no less than one-half (1/2) of the Member of the Association.

Section 3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by two Directors or by one Director and the President or Treasurer if such officers are not also Directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited by the Treasurer from time to time to the credit of the Association in such banks, savings institutions, trust companies or other depositories as the Board may select.

Article VII. FISCAL YEAR

The fiscal year of the corporation shall begin on January 1, and end on December 31 in each year.

Article VIII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be either circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and the word "Seal", or shall be a rubber seal in substantially the same form as provided above.

Article IX. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Member or Director of the Association under the provisions of these Bylaws or under the provisions of the Colorado Corporation Code, a waiver thereof in writing, signed by the person or persons entitled to such notice, where before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X. AMENDMENTS

These Bylaws may be altered, amended or repealed by the Board of Directors at any regular or special meeting of the Board, subject to the rights of Members to repeal or amend Bylaws as provided by law. A committee shall review these Bylaws every five (5) years.