

BY LAWS
OF
SPRING LEAF OWNERS ASSOCIATION,
a Colorado nonprofit corporation

ARTICLE 1 - INTRODUCTION

These are the By Laws of Spring Leaf Owners Association, a Colorado non-profit corporation, which shall operate under the Colorado Revised Nonprofit Corporation Act, as amended.

ARTICLE 2 - BOARD

Section 2.1 -- Number and Qualification

- (a) The affairs of the real property described as Forest Glen Second Filing - Replat C, a Replat of Forest Glen Second Filing - Lot 45, City of Boulder, County of Boulder, State of Colorado (hereinafter the Properties) and the Association shall be governed by an Executive Board of Directors which shall consist of at least one (1), but no more than three (3) persons. Except for the right of the Declarant to appoint Directors who need not be Owners during the period of Declarant Control, all other Directors must be Owners. If any Unit is owned by a partnership or corporation, any officer, partner or employee of that Owner shall be eligible to serve as a Director and shall be deemed to be an Owner for the purposes of the preceding sentence. Directors shall be elected by the Owners. At any meeting at which Directors are to be elected, the Owners may, by resolution, adopt specific procedures which are not inconsistent with these By Laws or the Colorado Revised Nonprofit Corporation Act for conducting the elections.
- (b) The term of each Director shall expire annually.
- (c) The Executive Board shall elect the officers. The Directors and officers shall take office upon election.

Section 2.2 -- Powers and Duties. The Executive Board may act in all instances on behalf of the Association, except as provided in the Declaration, these By Laws or the Act. The Executive 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 Properties, including the following powers and duties:

- (a) Adopt and amend By Laws and Rules and Regulations;
- (b) Adopt and amend budgets for revenues, expenditures, and reserves;
- (c) Collect assessments for Common Expenses and Townhouse Expenses from Owners;

- (d) Hire and discharge managing agents;
- (e) Hire and discharge employees, independent contractors, and agents other than managing agents;
- (f) Institute, defend, or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Association's Declaration, By Laws or Rules in the Association's name, on behalf of the Association or two or more Owners on matters affecting the Properties;
- (g) Make contracts and incur liabilities;
- (h) Regulate the use, maintenance, repair, replacement, and modification of Common Elements;
- (i) Cause additional improvements to be made as a part of the Common Elements;
- (j) Acquire, hold, encumber and convey, in the Association's name, any right, title or interest to real estate or personal property;
- (k) Grant easements for any period of time, including permanent easements, and grant leases, licenses and concessions for no more than one year, through or over the Common Elements;
- (l) Impose and receive a payment, fee or charge for services provided to Owners and for the use, rental or operation of the Common Elements;
- (m) Impose a reasonable charge for late payment of assessments and, after notice and hearing, levy a reasonable fine for a violation of the Declaration, By Laws, or Rules and Regulations of the Association;
- (n) Impose a reasonable charge for the preparation and recording of amendments to the Declaration or statements of unpaid assessments;
- (o) Obtain insurance for the Association as required by the Declaration;
- (p) Exercise any other powers conferred by the Declaration or By Laws;
- (q) Exercise any other power that may be exercised in the state by a legal entity of the same type as the Association;
- (r) Exercise any other power necessary and proper for the governance and operation of the Association; and

Section 2.3 -- Manager.

- (a) The Executive Board may employ a Manager for the Properties, at a compensation established by the Executive Board, to perform duties and services authorized by the Executive Board. Powers delegated to the Manager by the Executive board must be set out in a written resolution by the Board. Licenses, concessions and contracts may be executed by the Manager pursuant to specific resolutions of the Executive Board and to fulfill the requirements of the budget.
- (b) In the event the Executive Board employs a Manager for the Properties, the Board may require the Manager to show proof of fidelity insurance in an amount determined by the Board. The following shall be required of the Manager:
 - (i) The Manager shall maintain all funds and accounts of the Association separate from the funds and accounts of other Associations managed by the Manager and maintain all reserve accounts of each Association so managed separate from the operational accounts of the Association;
 - (ii) An annual accounting for Association funds in a financial statement shall be prepared and presented to the Association by the Manager, a public accountant or a certified public accountant.

Section 2.4-- Regular Executive Board Meetings. The first regular meeting of the Executive Board following each annual meeting of the Owners shall be held within ten (10) days after the annual meeting at a time and place to be set by the Owners at the meeting at which the Executive Board shall have been elected. No notice shall be necessary to the newly elected Directors in order to legally constitute such meeting. The Executive Board may set a schedule of additional regular meetings by resolution, and no further notice is necessary to constitute regular meetings.

Section 2.5 -- Special Meetings. Special meetings of the Executive Board may be called by the President or by any Director on at least three (3) business days' notice to each Director. The notice shall be hand-delivered or mailed and shall state the time, place and purpose of the meeting.

Section 2.6 -- Location of Meetings. All meetings of the Executive Board shall be held within Boulder County, Colorado, unless all Directors consent in writing to another location.

Section 2.7 -- Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Executive 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 2.8 -- Quorum of Directors. At all meetings of the Executive Board, all of the Directors must be present in order to constitute a quorum for the transaction of business, and the votes of all of the Directors present at a meeting at which a quorum is present shall constitute a decision of the Executive Board. If, at any meeting, there shall be less than a quorum present, the meeting shall be adjourned. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 2.9 -- Consent to Corporate Action Without a Meeting. If all the Directors or all Directors of a committee established for such purposes, as the case may be, severally or collectively consent in writing to any action taken or to be taken by the Association, and the number of the Directors constitutes a quorum, that action shall be a valid corporate action as though it had been authorized at a meeting of the Executive Board or the committee, as the case may be. The secretary shall file these consents with the minutes of the meeting of the Executive Board.

Section 2.10 -- Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Executive 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 Executive Board. The Director's vote shall be counted and the presence noted as if that Director were present in person on that particular matter.

ARTICLE 3 - UNIT OWNERS

Section 3.1 -- Annual Meeting. Annual meetings of Owners shall be held in February at such date set forth in the notice. At these meetings, the Directors shall be elected by ballot of the Owners, in accordance with the provisions of Article 2 of the By Laws. The Owners may transact other business as may properly come before them at these meetings.

Section 3.2 -- Budget Meeting. Meetings of Owners to consider proposed budgets shall be called in accordance with the Declaration. The budget may be considered at Annual or Special Meetings called for other purposes as well.

Section 3.3 -- Special Meetings. Special meetings of the Association may be called by the President, by a member of the Executive Board or by any Owner.

Section 3.4 -- Place of Meetings. Meetings of the Owners shall be held at the Properties or may be adjourned to a suitable place convenient to the Owners, as may be designated by the Executive Board or the President.

Section 3.5 -- Notice of Meetings. The Secretary or other officer specified in the By Laws shall cause notice of meetings of the Owners to be hand-delivered or sent prepaid by United States mail to the mailing address of each Unit or to the mailing address designated in writing by the Owner, not less than ten (10) nor more than fifty (50) days in advance of a meeting. No action shall be adopted at a meeting except as stated in the notice.

Section 3.6 -- Waiver of Notice. Any Owner may, at any time, waive notice of any meeting of the Owners in writing, and the waiver shall be deemed equivalent to the receipt of notice.

Section 3.7 -- Adjournment of Meeting. At any meeting of Owners, all of the Owners who are present at that meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 3.8 -- Order of Business. The order of business at all meetings of the Owners shall be as follows:

- (a) Roll call (or check-in procedure);

- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Reports;
- (e) Establish number and term of memberships of the Executive Board (if required and noticed);
- (f) Election of inspectors of election (when required);
- (g) Election of Directors of the Executive Board (when required);
- (h) Ratification of budget (if required and noticed);
- (i) Unfinished business; and
- (j) New business.

Section 3.9 -- Voting.

- (a) If only one of several Owners of a Unit is present at a meeting of the Association, the Owner present is entitled to cast all the Votes allocated to the Unit. If more than one of the Owners is present, the Votes allocated to the Unit may be cast only in accordance with the agreement of a majority in interest of the Owners. There is majority agreement if any one of the Owners casts the Votes allocated to the Unit without protest being made promptly to the person presiding over the meeting by another Owner of the Unit.
- (b) Votes allocated to a Unit may be cast under a proxy duly executed by an Owner. If a Unit is owned by more than one person, each Owner of the Unit may vote or register protest to the casting of votes by the other Owners of the Unit through a duly executed proxy. An Owner may revoke a proxy given under this section only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date, unless it specifies a shorter term.
- (c) 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 Executive Board of directors or By Laws of the owning corporation or business trust. 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. The moderator 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.
- (d) Votes allocated to a Unit owned by the Association may not be cast.

Section 3.10 -- Quorum. Except as otherwise provided in these By Laws, two-thirds of the Owners shall be required to be present in person or by proxy at any meeting of Owners in order to constitute a quorum at that meeting.

Section 3.11 -- Majority Vote. The vote of a majority of the Owners present in person or by proxy at a meeting at which a quorum shall be present shall be required to bind the Owners.

ARTICLE 4 - OFFICERS

Section 4.1 -- Designation. The principal officers of the Association shall be the President, the Secretary and the Treasurer, all of whom shall be elected by the Executive Board. The offices of Secretary and Treasurer may be held by the same person.

Section 4.2 -- Election of Officers. The officers of the Association shall be elected annually by the Executive Board. They shall hold office at the pleasure of the Executive Board.

Section 4.3 -- Removal of Officers. Upon the affirmative vote of all of the Directors, any officer may be removed, either with or without cause. A successor may be elected at any regular meeting of the Executive Board or at any special meeting of the Executive Board called for that purpose.

Section 4.4 -- President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Owners and of the Executive Board. The President shall have all of the general powers and duties which are incident to the office of President of a nonprofit corporation organized under the laws of the State of Colorado, including but not limited to the power to appoint committees from among the Owners from time to time as the President may decide is appropriate to assist in the conduct of the affairs of the Association. The President may fulfill the role of Treasurer in the absence of the Treasurer. The President may cause to be prepared and may execute amendments, attested by the Secretary, to the Declaration and these By Laws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.5 -- Secretary. The Secretary shall keep the minutes of all meetings of the Owners and the Executive Board. The Secretary shall have charge of the Association's books and papers as the Executive Board may direct and shall perform all the duties incident to the office of Secretary of a nonprofit corporation organized under the laws of the State of Colorado. The Secretary may cause to be prepared and may attest to execution by the President of amendments to the Declaration and the By Laws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.6 -- Treasurer. The Treasurer shall be responsible for Association funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Executive Board and shall perform all the duties incident to the office of Treasurer of a nonprofit corporation organized under the laws of the State of Colorado. The Treasurer may endorse on behalf of the Association, for collection only, checks, notes and other obligations and shall deposit the same and all monies in the name of and to the credit of the Association in banks designated by the Executive Board. Except for reserve funds described below, the Treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or as fiduciary for others. Reserve funds of the Association shall be deposited in segregated accounts or in prudent investments, as the Executive Board decides. Funds may be withdrawn from these reserves for the purposes for which

they were deposited, by check or order, authorized by the Treasurer, and executed by two Directors, one of whom may be the Treasurer, if the Treasurer is also a Director.

Section 4.7 -- Agreements, Contracts, Deeds, Checks, etc. Except as provided in Sections 4.4, 4.5, 4.6 and 4.8 of these By Laws, all agreements, contracts, deeds, leases, checks and other instruments of the Association may be executed by any officer of the Association or by any other person or persons designated by the Executive Board.

Section 4.8 -- Statements of Unpaid Assessments. The Treasurer, a manager employed by the Association or, in their absence, any officer having access to the books and records of the Association may prepare, certify, and execute statements of unpaid assessments of any Owner.

The Association may charge a reasonable fee for preparing statements of unpaid assessments. The amount of this fee and the time of payment shall be established by resolution of the Executive Board. Any unpaid fees may be assessed as a Common Expense against the Unit for which the certificate or statement is furnished.

ARTICLE 5 - RECORDS

Section 5.1 -- Records and Audits. The Association shall maintain financial records. The cost of any audit shall be a Common Expense unless otherwise provided in the Declaration.

Section 5.2 -- Examination. All records maintained by the Association or the Manager shall be available for examination and copying by any Owner, any holder of a Security Interest in a Unit or its insurer or guarantor, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice.

Section 5.3 -- Records. The Association shall keep the following records:

(1) (a) The Association shall keep financial records sufficiently detailed to enable the Association to comply with the Declaration Act concerning statements of unpaid assessments.

(b) The Association shall keep as permanent records minutes of all meetings of Owners and the Executive Board, a record of all actions taken by the Owners or Executive Board by written ballot or written consent in lieu of a meeting, a record of all actions taken by a Committee of the Executive Board in place of the Executive Board on behalf of the Association, and a record of all waivers of notices of meetings of Owners and of the Executive Board or any Committee of the Executive Board.

(c) (I) The Association or its agent shall maintain a record of Owners in a form that permits preparation of a list of the names and addresses of all Owners, showing the number of votes each Owner is entitled to vote.

(d) The Association shall maintain its records in written form or in another form capable of conversion into written form within reasonable time.

(2) (a) Except as otherwise provided in paragraph (b) of this subsection (2), all financial and other records shall be made reasonably available for examination and copying by any Owner and such Owner's authorized agents.

(b) (I) Notwithstanding paragraph (a) of this subsection (2), a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a Owner's

interest as a Owner without consent of the Executive Board.

(II) Without limiting the generality of subparagraph (a) of this subparagraph (I) of this paragraph (b), without the consent of the Executive Board, a membership list or any part thereof may not be:

(A) Used to solicit money or property unless such money or property will be used solely to solicit the votes of the Owners in an election to be held by the Association;

(B) Used for any commercial purpose; or

(C) Sold to or purchased by any person.

(3) The Association may charge a fee, which may be collected in advance but which shall not exceed the Association's actual cost per page, for copies of Association records.

(4) As used in this Section, "reasonably available" means available during normal business hours, upon notice of five business days, or at the next regularly scheduled meeting if such meeting occurs within thirty days after the request, to the extent that:

(a) The request is made in good faith and for a proper purpose;

(b) The request describes with reasonable particularity the records sought and the purpose of the request; and

(c) The records are relevant to the purpose of the request.

(5) In addition to the records specified in Subsection (1) of this Section, the Association shall keep a copy of each of the following records at its principal office;

(a) Its Articles of Incorporation, if it is a corporation, or the corresponding organizational instruments if it is another form of entity;

(b) The Declaration;

(c) The Covenants;

(d) Its By Laws;

(e) Resolutions adopted by its Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of Owners or any class or category of Owners.

(f) The minutes of all Owners' meetings, and records of all actions taken by Owners without a meeting, for the past three years;

(g) All written communications within the past three years to Owners generally as Owners;

(h) A list of the names and business or home addresses of its current directors and officers;

(i) Its most recent annual report, if any; and

(j) All financial audits or reviews conducted pursuant to Section 303 (4) (b) during the immediately preceding three years.

(6) This Section shall not be construed to affect:

(a) The right of a Owner to inspect records:

(I) Under corporation statutes governing the inspection of lists of shareholders or members prior to an annual meeting; or

(II) If the Owner is in litigation with the Association, to the same extent as any other litigant; or

(b) The power of a court, independently of this Article, to compel the production of Association records for examination on proof by a Owner of proper purpose.

(7) This Section shall not be construed to invalidate any provision of the Declaration, By Laws, the corporate law under which the Association is organized, or other documents that more broadly defines records of the Association that are subject to inspection and copying by Owners, or that grants Owners freer access to such

records; except that the privacy protections contained in Paragraph (b) of Subsection (2) of this Section shall supersede any such provision.

ARTICLE 6 - MISCELLANEOUS

Section 6.1 -- Notices. All notices to the Association or the Executive Board shall be delivered to the office of the Manager, or, if there is no Manager, to the office of the Association, or to such other address as the Executive Board may designate by written notice to all Unit Owners and to all holders of Security Interests in the Units who have notified the Association that they hold a Security Interest in a Unit. Except as otherwise provided, all notices to any Unit Owner shall be sent to the Unit Owner's address as it appears in the records of the Association. All notices to holders of Security Interests in the Units shall be sent, except where a different manner of notice is specified elsewhere in the Declaration, by registered or certified mail to their respective addresses, as designated by them in writing to the Association. All notices shall be deemed to have been given when mailed, except notices of changes of address, which shall be deemed to have been given when received.

Section 6.2 -- Fiscal Year. The Executive Board shall establish the fiscal year of the Association.

Section 6.3 -- Waiver. No restriction, condition, obligation or provision contained in these By Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 6.4 -- Office. The principal office of the Association shall be on the Properties or at such other place as the Executive board may from time to time designate.

Section 6.5 -- Reserves. As a part of the adoption of the regular budget the Executive Board shall include an amount which, in its reasonable business judgment, will establish and maintain an adequate reserve fund for the replacement of improvements to the Common Elements and those Limited Common Elements that it is obligated to maintain, based upon the age of the Properties, remaining life and the quantity and replacement cost of major Common Element improvements.

ARTICLE 7 - AMENDMENTS TO BY LAWS

The By Laws may be amended only by vote of all of the members of the Executive Board, following notice and comment to all Unit Owners, at any meeting duly called for such purpose.

ATTEST: Certified to be the By Laws adopted by consent of the Directors of Spring Leaf Owners Association, a Colorado non-profit corporation, dated _____, 2010.

Terence Britton, President