

BY-LAWS
OF
GOLDEN MEADOWS BUSINESS PARK
OWNERS' ASSOCIATION

ARTICLE I

NAME AND TERMS

1. Name. The name of this non-profit corporation is Golden Meadows Business Park Owners' Association (hereinafter referred to as "Association"). It has been formed to provide for maintenance, preservation, and control of landscaping in Golden Meadows Business Park, a subdivision in the City of Fort Collins, Colorado (hereinafter sometimes referred to as the "Business Park"), and to perform all other duties and obligations assigned to it by the Declaration of Covenants, Conditions and Restrictions for Golden Meadows Business Park (hereinafter referred to as the "Declaration").

2. Terms. The terms of such Declaration shall control in the event of any conflict between the terms of these By-Laws and the terms of such Declaration.

ARTICLE II

MEMBERSHIP AND VOTING

1. Voting Rights. Members shall be entitled to one (1) vote for each 100,000 square feet of lot area (or fraction thereof in the case of lots which total less than 100,000 square feet) owned by them in the Business Park. If any lot is owned by more than one owner, such owners shall, by written instrument, apportion their votes and designate the owner or owners to vote their votes. In the absence of such designation, the Board of Directors of the Association may apportion the votes of the owners of any lot.

Any person or entity on becoming an owner of a lot subject to the Declaration shall automatically become a member of this Association and be subject to these by-laws. Such membership shall terminate without any formal Association action whenever such owner ceases to own such property, but such termination shall not relieve or release any former owner from any liability or any obligation incurred under or pursuant to the terms of these by-laws or the Declaration.

2. Annual Meeting. The annual meeting of the members shall be held on the second Monday in the month of May in each year, beginning with the year 1988, at the hour of 7:00 p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Such annual meeting date for any year may be changed by the Board of Directors.

3. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, 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 one-sixth (1/6) of the votes represented by members of the Association entitled to vote at the meeting.

4. Place of Meeting. The annual meeting, and any other meetings of the membership shall be held at a place designated by the Board of Directors in Fort Collins, Colorado, as indicated in the Notice of Meeting.

5. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered 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 officer or persons calling the meeting, to each member of record 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 address as it appears in the books of the Association, with postage thereon prepaid.

6. Quorum. Members holding thirty-three percent (33%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. A majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for adoption of any proposal unless a greater vote is required by the Declaration.

7. Record Date. The record date for determination of members entitled to notice of or to vote at a meeting of the membership shall be the date on which notice of the meeting is mailed or otherwise delivered.

8. Voting Lists. The officer or agent having charge of the books and records of the Association shall make, at least ten (10) days before each meeting of the members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, together with the address of such members, which list, for a period of ten days prior to such meeting, shall be kept on file at the principal office of the Association and shall be subject to inspection by any member at any time during the usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. Reference is made to Article VI below regarding determination of ownership.

9. Proxies. At all meetings of the members, a member may vote by proxy executed in writing by the member or 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 six (6) months for the date of execution, unless otherwise provided in the proxy.

10. Informal Action by Members. 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 members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

ARTICLE III

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a board of managers hereinafter referred to as the Board of Directors.

1. General Powers. The management responsibilities and powers of the Board of Directors shall include those functions and powers as set forth in the Declaration.

2. Number, Tenure and Qualifications. The number of Directors shall not be less than three (3) nor more than seven

(7), all of whom must be members of the Association, or designated representatives of a member of the Association. The initial Board of Directors shall hold office for overlapping terms for periods of one (1) year, two (2) years, and three (3) years, as designated by the initial Board. Thereafter, their successors shall hold office for a period of three (3) years so that annually one (1) seat on the Board of Directors shall be up for election at the annual meeting of members.

3. Regular Meeting. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place within the City of Fort Collins, Colorado, for the holding of additional regular meetings without other notice than such resolution.

4. Special Meetings. Special meetings of the Board of Directors may be called by the president on two (2) days notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board shall be called by the president or secretary in like manner and on like notice on the written request of a majority of the directors.

5. Notice, Waiver. Before or at any meeting of the Board of Directors any director, in writing, may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the directors and filed with the minutes of the Board.

6. Quorum. Fifty percent (50%) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than fifty percent (50%) are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of

Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of any increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purposes.

9. Compensation. No member of the Board of Directors shall be paid any compensation for his services as a director.

10. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

11. Removal of Directors. At a meeting called expressly for that purpose, directors may be removed in the manner provided in this section. The entire Board of Directors or any lesser number may be removed, with or without cause, by a vote of the majority of the members then entitled to vote at an election of directors.

ARTICLE IV

OFFICERS

1. Number. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

2. Election and Term of Office. The officers of the Association to be elected by the Board of Directors shall be elected annually by the Board of Directors at the meeting held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be at such other meeting of the Board of Directors as the Board may direct. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5. President. The president shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when present, preside at all meetings of the members and the Board of Directors. He may sign, with the secretary or any other proper officer of the Association authorized by the Board of Directors, any instruments which the Board of Directors 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 the By Laws to some other officer or agent of the Association or shall be required by law to otherwise be signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President. In the absence of the president, or in the event of his death or inability or refusal to act, the vice president (or in the event there may be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall have all the powers of and be subject to all restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

7. Secretary. The secretary shall: (a) keep the minutes of the members' meetings and of the Board of Directors' meetings in one or more books provided for that purposes; (b) see that all notices are duly given in accordance with the provisions of these By Laws as required by law; (c) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal, is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by President or by the Board of Directors.

All minutes of the Association and other records shall be available upon reasonable request at reasonable hours for examination of the same by any of the members.

8. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He 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; (c) deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article V of these By Laws; and (d) in general perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

9. Assistant Secretary and Assistant Treasurers. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the president or the Board of Directors.

10. Salaries. No officer shall receive a salary because of his position as an officer; provided that this shall not prevent the Association from paying a reasonable salary or fees to such management agent or other employee or independent contractor retained by the Association for his work in such capacity.

ARTICLE V

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every director or officer, his heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in

connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such director or officer may be entitled. All liability, loss, damage, costs and expenses incurred or suffered by the Association by reason of arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as a common expense; provided, however, that nothing in this Article V shall be deemed to obligate the Association to indemnify any member or owner of a property who is or has been a director or officer of the Association with respect to any duties or obligations assumed or liabilities incurred by him under and by virtue of the Declaration as a member or owner of a property covered thereby.

ARTICLE VI

EVIDENCE OF OWNERSHIP AND ADDRESS

1. Proof of Ownership. Except for those owners who initially purchase a property from Golden Meadows Business Park, any person on becoming an owner of a lot shall furnish to the Board of Directors a photo copy or a certified copy of the recorded instrument vesting that person with an ownership interest, which instrument shall remain in the files of the Association. A member shall not be deemed to be in good standing nor shall he be entitled to vote at any annual or special meeting of members unless this requirement is first met.

2. Registration of Mailing Address. The owners of each property shall have one and the same registered mailing address to be used by the Association for mailing of monthly statements, notices, demands and all other communications, and such registered address shall be the only mailing address of a person or persons, firm, corporation, partnership, association or other legal entity or any combination thereof to be used by the Association. Such registered address of a property owner or owners shall be furnished by such owners to the secretary within five (5) days after transfer of title, or after change of address, and such registration shall be in written form and signed by all of the owners of the property or by such persons as are authorized by law to represent the interest of the owners thereof.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

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 resolution of the Board of Directors. Such authority may be general or confined to specific instances.

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 such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors.

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

ARTICLE VIII

YEAR

The Association shall operate either upon a fiscal year basis or a calendar year basis, as may be selected by its Board of Directors.

ARTICLE IX

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of incorporation and the word "SEAL".

ARTICLE X

AMENDMENTS

These By Laws may be altered, amended, or repealed and new By Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE XI

MISCELLANEOUS

It is expressly understood that these By Laws and the provisions contained herein are in addition to those provisions contained in the Declaration and that all members and directors of the Association shall be bound by, and follow, any requirements, provisions or conditions set forth in such Declaration even though not specifically repeated herein.

CERTIFICATE

I, _____, hereby certify that I am the secretary of Golden Meadows Business Park Owners' Association and that the foregoing By Laws of the Association were duly adopted by the Board of Directors of the Association at a meeting of the Board of Directors of the Association held on the 5th day of March, 1987.


