

BYLAWS
OF
SERENITY AT WOLF CREEK RANCH ROAD ASSOCIATION
A Colorado Non-Profit Corporation

ARTICLE I
OFFICES

1.1 The principal office of Serenity at Wolf Creek Ranch Road Association (the “Corporation”) will be located in the State of Colorado. The Corporation may have such other offices or relocate its principal office within the State of Colorado as the Board of Directors of the Corporation (the “Board”) may designate or as the business of the Corporation may require.

1.2 The registered office of the Corporation in the Articles of Incorporation (the “Articles”) need not be identical with the principal office in the State of Colorado. To the extent any provision of this document is inconsistent with the Declaration of Covenants, Conditions, and Restrictions of Serenity at Wolf Creek Ranch Road Association (“Declaration”), recorded on _____ in the Elbert County, Colorado Clerk and Recorder’s office at Reception No. _____ the Declaration controls.

ARTICLE II
MEMBERS

2.1. Members. The Corporation will have members.

ARTICLE III
POWERS

3.1. The Corporation will have the obligation, subject to and in accordance with the Declaration, the Articles and these Bylaws, to perform each of the following duties for the benefit of the Roads, the entrance signs, traffic signs, and the mailbox pavilion within the Serenity at Wolf Creek Ranch Community;

A. Obtain and maintain in force policies of insurance covering the liability of the Corporation for all activities of the Corporation and its directors and officers, and such other insurance as it deems advisable.

- B. Adopt and amend Bylaws and rules and regulations.
- C. Adopt and amend budgets for revenues, expenditures and reserves and collect Assessments.
- D. Institute, defend or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Parties on matters affecting the Roads, the entrance signs and/or the mailbox pavilion.
- E. Make contracts and incur liabilities.
- F. Regulate the use, maintenance, repair, replacement and modification of the Roads, the entrance signs, traffic signs and the mailbox pavilion.
- G. Cause additional improvements to be made to the Roads, the entrance signs, traffic signs and the mailbox pavilion.
- H. Impose charges for late payment of Assessments, recover reasonable attorney fees and other legal costs for collection of Assessments and other actions to enforce the power of the Association, regardless of whether or not suit was initiated, and after notice and opportunity to be heard, levy reasonable fines for violations of the Governing Documents.
- I. Impose reasonable charges for the preparation and recordation of amendments to the Declaration or statements of unpaid Assessments.
- J. Provide for indemnification of its officers and Board of Directors and maintain directors' and officers' liability insurance.
- K. Assign its right to future income, including the right to receive Assessments.
- L. Exercise any other powers conferred either expressly or implicitly by the Declaration, Articles or the Bylaws.
- M. Exercise all other powers that may be exercised in this state by legal entities of the same type as the Association.

Such other powers as are consistent with the powers herein outlined and those powers adopted by the Association not in conflict herewith.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. The Board will have the power to manage the business and affairs of the Corporation in such manner as it sees fit to carry out the purposes of the Corporation. In addition to the powers and authorities expressly conferred upon it, the Board may do all lawful acts that may be exercised in this state by legal entities of the same type as the Corporation which are not directed to be done by statute, by the Articles, these Bylaws, or the Declaration provided such actions are consistent with the provisions of the Colorado Revised Nonprofit Corporation Act and Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

4.2. Number and Qualifications. The initial number of directors will be three. The directors will be appointed and will serve in the manner provided in this Article IV and Article V of the Articles of the Corporation.

4.3. Term. Directors will serve as for a Term of three (3) years or until they resign, or they cease to be an Owner of a Parcel within Serenity at Wolf Creek Ranch.

4.4. Annual Meetings. No annual meeting need be held.

4.5. Regular Meetings. Regular meetings of the Board may be held upon prior notice of the date, time, place, or purpose of the meeting given in accordance with Article IV, Section 8.

4.6. Special Meetings. Special meetings of the Board may be called by or at the request of any director upon notice given in accordance with Article IV, Section 8. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board called by them.

4.7. Telephonic Meetings. Members of the Board and committees thereof may participate and be deemed present at a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

4.8. Notice. Notice of any meeting of the Board will be given by facsimile, electronic mail transmission, or written notice sent by mail. Notice will be delivered at least three (3) days prior to the meeting if notice is given by facsimile, electronic mail transmission, or if delivered personally. Written notice may be delivered by mail to each director at such director's business or home address, and if mailed, will be delivered at least five (5) days prior to the meeting. If mailed, notice will be deemed to be delivered when deposited in the United States mail addressed to the address of record for real property tax assessment notices with respect to that director's Parcel or to such other address as provided in writing by the director to the Board with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.9. Waiver of Notice. Any director may waive notice of any meeting. Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles or under the provisions of the applicable laws of the State of Colorado, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, will be deemed equivalent to the giving of such notice. The attendance of a director at a meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.10. Quorum. A majority of the total membership of the Board will constitute a quorum for the transaction of business at any meeting of the Board, but if a quorum will not be present at any meeting or adjournment thereof, the directors present may adjourn the meeting without further notice.

4.11. Action by Consent of All Directors. Any action required to be taken, or which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing, setting forth the action so taken, will be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such written consent or consents will be filed with the minutes of the Corporation. Such action by written consent of all entitled to vote will have the same force and effect as a unanimous vote of such directors at a meeting of directors at which a quorum is present.

4.12. Manner of Acting. A majority vote by the members of the Board is required for Board action.

4.13. Compensation. The directors will receive no compensation for their service as a Board member to the Corporation. However, nothing will preclude a director from receiving reimbursement from the Corporation for reasonable out-of-pocket expenses incurred by a director on behalf of the Corporation.

4.14. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken will be presumed to have assented to the action taken unless the dissent of such director is recorded in the minutes of the meeting. The dissenting director may submit a written dissent to the person acting as the Secretary of the meeting before the adjournment thereof or forward such written dissent to the Secretary of the Corporation by registered agent or certified mail, return receipt requested, immediately after the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

4.15. Resignation of Officers and Directors. Any director or officer may resign at any time by submitting a resignation in writing. Such resignation takes effect at the time of its receipt by the Corporation unless a date or time is fixed by the resignation, in which case it will take effect at that time. Acceptance of the resignation will not be required to make it effective. In the

event that a director resigns, then a replacement director will be appointed in accordance with the provisions of Article IV, Section 2.

ARTICLE V OFFICERS

5.1. Number. The officers of the Corporation will be a president, a secretary, and a treasurer, all of whom will be executive officers and each of whom will be elected by the Board, and such other officers as the Board may designate from time to time. Any two or more offices may be held by the same person. Officers may also be directors.

5.2. Election and Term of Office. The executive officers of the Corporation, to be elected by the Board, will be elected annually by the Board. Each executive officer will hold office until the resignation of such officer or a successor will be duly elected and qualified, until the death of such officer, or until removal of such officer in the manner herein provided.

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

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

5.5. The President. The President will preside at all meetings of the Board. The President will be, subject to the control of the Board, in general charge of the affairs of the Corporation. The President may sign, with the other officers of the Corporation authorized by the Corporation, deeds, mortgages, bonds, contracts, or other instruments whose execution the Board has authorized, except in cases where the signing and execution thereof will be expressly delegated by the Board or these Bylaws to some officer or agent of the Corporation, or will be required by law to be otherwise signed or executed.

5.6. The Secretary. Unless the Board otherwise directs, the Secretary will keep the minutes of the directors' meetings in one or more books provided for that purpose. The Secretary will also see that all notices are duly given in accordance with the law and the provisions of the Bylaws; to be custodian of the corporate records and the seal of the Corporation; affix the seal or direct its affixing to all documents, the execution of which on behalf of the Corporation is duly authorized; keep a list of the addresses of each director and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. In the absence of the President or in the event of the death or inability to act of

the President, the Secretary will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the President.

5.7. The Treasurer. If required by the Board, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board will determine. The Treasurer will be responsible for all funds of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as will be selected in accordance with the provisions of the Bylaws. The Treasurer will perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

5.8. Salaries. The directors and officers will not be entitled to receive salaries for their service to the Corporation. Nothing in this provision will prevent the directors and officers from being reimbursed for reasonable expenses incurred on behalf of the Corporation.

ARTICLE VI CONTRACTS, LOANS, CHECKS, AND DEPOSITS

6.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract on behalf of the Corporation and such authority may be general or confined to specific instances.

6.2. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness, issued in the name of the Corporation, will be signed by such officer or officers, agent or agents, of the Corporation and in such manner as will from time to time be determined by resolution of the Board.

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

ARTICLE VII FISCAL YEAR

7.1 The fiscal year of the Corporation will be the calendar year beginning on July 1 and ending on June 30 of each year.

ARTICLE VIII AMENDMENTS

8.1 These Bylaws may be altered, amended, repealed, or replaced by new bylaws of the Board at any regular or special meeting of the Board by a two-thirds vote of the Board.

**ARTICLE IX
INDEMNIFICATION**

9.1 The Corporation will have the power to indemnify any director, officer, employee, or agent of the Corporation to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act as set forth in the Corporation's Articles.

**ARTICLE X
UNIFORMITY OF INTERPRETATION AND SEVERABILITY**

10.1 These Bylaws will be so interpreted and construed as to conform to the Articles and the statutes of the State of Colorado or any other state in which conformity may become necessary by reason of the qualification of the Corporation to do business in such foreign state, and where conflict between these Bylaws and the Articles or a statute has arisen or will arise, the Bylaws will be considered to be modified to the extent, but only to the extent, conformity will require. If any Bylaw provision or its application will be deemed invalid by reason of the said nonconformity, the remainder of the Bylaws will remain operable in that the provisions set forth in the Bylaws are severable.

Dated this _____ day of _____, _____.

ATTEST:

Certified to be the Bylaws adopted by the Directors of Serenity at Wolf Creek Ranch Road Association on _____.

Secretary

