

**BYLAWS OF
TODD CREEK RIVERSIDE HOMEOWNERS ASSOCIATION, INC.**

ARTICLE 1. NAME AND LOCATION

The name of the corporation is TODD CREEK RIVERSIDE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "**Association**." The principal office of the Association shall be 7501 Village Square Drive, Suite 205, Castle Rock, Colorado 80108, but meetings of Members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors of the Association ("**Board of Directors**" or "**Board**").

ARTICLE 2. PURPOSE

The purpose for which the Association is formed is to govern the Community, exercise the rights, power and authority, and fulfill the duties of the Association, as provided in that certain Declaration of Covenants, Conditions and Restrictions of Todd Creek Riverside, and all amendments, clarifications and supplements thereto, recorded in the office of the Clerk and Recorder of Adams County, Colorado ("**Declaration**") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined), and those certain Amended and Restated Articles of Incorporation of Todd Creek Riverside Homeowners Association, Inc., and any amendments thereto, filed in the office of the Secretary of State of the State of Colorado ("**Articles of Incorporation**"). All present and future Owners, tenants, occupants, and any other Person who may use any Lot, the Common Elements, or any portion thereof, or any facilities or appurtenances thereto or thereon, in any manner, shall be subject in all respects to the covenants, conditions, restrictions, reservations, easements, regulations, and all other terms and provisions set forth in the Governing Documents. The mere acquisition, rental or occupancy of any Lot, or any portion thereof, shall signify that all terms and provisions of the Governing Documents are accepted, ratified and shall be complied with.

ARTICLE 3. MEETINGS OF MEMBERS

Section 3.1. Annual Meetings. The Association shall each year hold an annual meeting of the Members, the time, date and location of which shall be set by the Board or Directors. The Members shall elect directors to fill vacancies, and may conduct such other business as may properly come before the meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called by the president, or by a majority of the Board of Directors, or by Owners having at least twenty percent (20%) of the votes of the Association.

Section 3.3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary of the Association or Person authorized to call the

meeting. Not less than ten (10) nor more than fifty (50) days in advance of such meeting, the Person giving such notice shall, subject to Article 12 of these Bylaws, cause notice of the meeting to be hand delivered, or sent prepaid by United States first class mail to the mailing address of each Lot or to any other mailing address designated in writing by the Owner. The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration, Articles of Incorporation or Bylaws of the Association, any budget changes, and any proposal to remove an officer or director.

Section 3.4. Quorum and Voting Requirements.

3.4.1. A quorum is deemed present throughout any meeting of the Association if Persons entitled to cast twenty percent (20%) of the votes that may be cast on a matter are present, in person or by proxy, at the beginning of the meeting. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

3.4.2. Votes for contested positions on the Board of Directors shall be taken by secret ballot. Voting on all other matters shall be conducted in the manner selected by the Board of Directors; however, upon the request of twenty percent (20%) of the Members who are present at the meeting or represented by proxy, if a quorum has been achieved, a vote on any matter affecting the Community on which all Owners are entitled to vote shall be by secret ballot.

3.4.3. Unless otherwise specifically provided by the Declaration, the Articles of Incorporation, these Bylaws or by statute, action on all matters coming before a meeting of Members at which a proper quorum is in attendance, in person or by proxy, is approved if the votes cast favoring such action exceed the votes cast opposing such action.

3.4.4. Ballots shall be counted by a neutral third party or by a committee of volunteers. Such volunteers shall be Owners who are selected or appointed at an open meeting, in a fair manner, by the chair of the Board or another person presiding during that portion of the meeting. The volunteers shall not be Board members and, in the case of a contested election for a Board position, shall not be candidates.

Section 3.5. Proxies.

3.5.1. If only one of the multiple Owners of a Lot is present at a meeting of the Association, such Owner is entitled to cast the vote allocated to that Lot. If more than one of the multiple Owners of a Lot are present, the vote allocated to that Lot may be cast only in accordance with the agreement of a majority in interest of such Owners, unless the Declaration expressly provides otherwise. There is majority agreement if any one of the

multiple Owners casts the vote allocated to that Lot without protest being made promptly to the Person presiding over the meeting by any of the other Owners of such Lot.

3.5.2. The vote allocated to a Lot may be cast pursuant to a proxy duly executed by an Owner. If a Lot is owned by more than one Person, any Owner of such Lot may register protest to the casting of a vote by any other Owner of such Lot through a duly executed proxy; but each Lot shall only have one vote allocated to it, as provided in the Declaration. An Owner may not revoke a proxy given pursuant to this Section except by actual notice of revocation to the person presiding over a meeting of the Association.

Section 3.6. Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Association delivers (by mail or otherwise) a written ballot to every Member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for vote by written ballot must be accompanied by written information sufficient to permit a Member to reach an informed decision on the matter and must specify:

3.6.1. the number of responses needed to meet the quorum requirements;

3.6.2. the percentage of approvals necessary to approve each matter other than election of the directors; and

3.6.3. the time by which a ballot must be received in order to be counted.

Section 3.7. Security Interest Holders. Each Security Interest Holder shall have the right to designate a representative to attend all meetings of Members.

ARTICLE 4. BOARD OF DIRECTORS; NOMINATION, ELECTION, TERMS

Section 4.1. Number. The affairs of this Association shall be managed by a Board of Directors of three (3) directors, except that the Board which shall serve until twenty-five percent (25%) of the Lots that May Be Included have been conveyed to Owners other than Declarant or a Builder, shall consist of two (2) directors. Except for directors appointed by Declarant, directors are required to be Members which, in the case of any Members who are not natural persons, may include the officers, directors, partners, members, employees or authorized agents of each such Member. Notwithstanding the foregoing, the number of directors may be changed by a vote of the Board of Directors.

Section 4.2. Power to Appoint or Elect. During the Period of Declarant Control, the Declarant shall have the power to appoint the directors as more fully described in the Declaration. Subject to the Declarant's right to appoint, the Members shall elect the directors.

Section 4.3. Nomination. Nomination for election to the Board of Directors may be made by a nominating committee if such a committee is appointed by the Board of Directors. Nominations may also be made from the floor at any Member meeting.

Section 4.4. Election. Members shall elect the same number of directors as there are directors whose terms expire at the time of such election. The nominee(s) receiving the most votes shall be elected as director(s). At each election of directors, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Cumulative voting is not permitted.

Section 4.5. Term of Office.

4.5.1. Any director appointed by the Declarant during the Period of Declarant Control, shall serve until such director's appointed or elected successor takes office.

4.5.2. Within sixty (60) days after the time at which 25% of the Lots that May Be Included have been conveyed to Owners other than Declarant or a Builder, a special meeting of the Members shall be held at which the Members (other than the Declarant) shall elect at least one (1) director of the Board, but not less than twenty-five percent (25%) of the directors of the Board, provided that the Declarant reserves the right to appoint a majority of the Board.

4.5.3. Within sixty (60) days after the time at which 50% of the Lots that May Be Included have been conveyed to Owners other than Declarant or a Builder, a special meeting of the Members shall be held, if necessary, so that the Members (other than the Declarant) may elect not less than thirty-three and one-third percent (33 1/3%) of the directors of the Board, provided that the Declarant reserves the right to appoint a majority of the Board.

4.5.4. After termination of the Period of Declarant Control, a special meeting of the Members shall be held at which the Members shall elect the directors, which directors shall serve until the next annual meeting of the Members.

4.5.5. At the first annual meeting of the Members after termination of the Period of Declarant Control, a majority of the Board of Directors (two (2) directors of a three (3) director Board) shall each be elected for a term of (2) years. The balance of the directors (one (1) director of a three (3) director Board) shall be elected for a term of one (1) year. Then, at each annual meeting thereafter the Members shall elect the same number of

directors as there are directors whose terms expire at the time of such election, to each serve for a term of two (2) years.

4.5.6. Notwithstanding anything contained in Sections 4.5.1 through 4.5.5 above, any director may at any time, resign, be removed (subject to Section 4.6 of these Bylaws), or otherwise be disqualified to serve.

Section 4.6. Removal. The Members, by a vote of sixty-seven percent (67%) of the Association votes cast by Members present in person or by proxy at any meeting of the Members at which a quorum is present, may remove any director with or without cause, other than a director appointed by the Declarant. Declarant may at any time remove, and appoint the successor of, any director who was appointed by the Declarant. In the event of death, resignation or removal of a director, his or her successor shall be selected by a majority of the remaining directors, whether or not such remaining directors constitute a quorum, and shall serve for the unexpired term of the director being replaced; provided, however, that the Declarant may appoint the successor of any director who served in such capacity as a result of being appointed by the Declarant

Section 4.7. Compensation. No director shall receive compensation for any service rendered to the Association as a director. However, any director may be reimbursed for actual expenses incurred in the performance of the director's duties.

ARTICLE 5. MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less often than semi-annually, without notice, at such place and hour as may be fixed by the Board. Should said meeting fall upon a legal holiday (a legal holiday being any weekday, other than Saturdays or Sundays, when national banks are closed), then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 5.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than two (2) days' notice to each director.

Section 5.3. Quorum; Actions of Board of Directors. A quorum at any meeting of the Board of Directors is present if directors entitled to cast fifty-one percent (51%) of the votes on the Board of Directors are present. Each director has one vote, and every act or decision done or made by a majority of a quorum of the directors present, in person or by proxy granted to another director (as more specifically set forth below), at a duly held meeting shall be regarded as the action of the Board of Directors.

Section 5.4. Action Taken Without a Meeting.

5.4.1. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting if notice is transmitted in writing to each director of the Board and each director of the Board by the time stated in the notice:

5.4.1.1. Votes in writing for such action; or

5.4.1.2. Votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and fails to demand, in writing, that action not be taken without a meeting.

5.4.2. The notice required by subsection 5.4.1 shall state:

5.4.2.1. The action to be taken;

5.4.2.2. The time by which a director must respond;

5.4.2.3. That failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and

5.4.2.4. Any other matters the Board determines to include.

5.4.3. Action is taken under this Section only if, at the end of the time stated in the notice transmitted pursuant to subsection 5.4.1:

5.4.3.1. The affirmative votes, in writing, for such action that are received by the Board, and not revoked pursuant to subsection 5.4.5, equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted; and

5.4.3.2. The Board has not received a written demand by a director that such action not be taken without a meeting, other than a demand that has been revoked pursuant to subsection 5.4.5.

5.4.4. A director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Board receives such demand from the director, in writing, by the time stated in the notice transmitted pursuant to subsection 5.4.1 and such demand has not been revoked pursuant to subsection 5.4.5.

5.4.5. Any director who, in writing, has voted, abstained, or demanded action not be taken without a meeting, pursuant to this Section, may revoke such vote, abstention, or

demand, in writing, received by the Board by the time stated in the notice transmitted pursuant to subsection 5.4.1.

5.4.6. Unless the notice transmitted pursuant to subsection 5.4.1 states a different effective date, action taken pursuant to this Section shall be effective at the end of the time stated in the notice transmitted pursuant to subsection 5.4.1.

5.4.7. A writing by a director under this Section shall be in a form sufficient to inform the Board of the identity of the director, the vote, abstention, demand, or revocation of the director, and the proposed action to which such vote, abstention, demand, or revocation relates. All communications under this Section may be transmitted or received by the Board by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication. For purposes of this Section, communications to the Board are not effective until received in writing.

5.4.8. Action taken pursuant to this Section has the same effect as action taken at a meeting of directors, and may be described as such in any document.

5.4.9. All writings made pursuant to this Section shall be filed with the minutes of the meetings of the Board.

Section 5.5. Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section and in Section 5.4 hereof, directors may not vote or otherwise act by proxy.

ARTICLE 6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1. Limitation on Powers and Duties. The powers and duties of the Board of Directors are subject to Article 12 of the Declaration (Dispute Resolution).

Section 6.2. Powers. Without limitation, the Board of Directors shall have power to:

6.2.1. adopt and publish rules and regulations, and policies and procedures, governing the use of the Lots, the Common Elements, the Community, or any portion thereof, and any facilities thereon and the personal conduct of the Members, their Permittees and other Persons thereon, and to establish penalties for the infraction thereof;

6.2.2. suspend the voting rights of any Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association.

Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for any other infraction of any of the Governing Documents;

6.2.3. enter into, make, perform or enforce contracts, licenses, leases and agreements of every kind and description, including those which may concern the Common Elements;

6.2.4. borrow money;

6.2.5. provide for direct payment of assessments to the Association from Owners' checking, credit or other accounts;

6.2.6. exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

6.2.7. declare the office of a director to be vacant in the event such director shall be absent from two (2) regular meetings of the Board of Directors during any one year period;

6.2.8. employ a manager, an independent contractor(s), or such employee(s) as they determine, and prescribe their duties;

6.2.9. cooperate with any districts, any common interest community associations, and/or any other Persons; and

6.2.10. exercise all powers granted by the Colorado Revised Non-Profit Corporation Act or by CCIOA.

Section 6.3. Duties. It shall be the duty of the Board of Directors to:

6.3.1. cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Owners entitled to cast at least one-fourth (1/4) of the votes at such meeting;

6.3.2. supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;

6.3.3. with respect to Association assessments, to:

6.3.3.1. determine the amount of the annual assessment against each Lot, in accordance with the Association budget and the Declaration, and revise the amount of the annual assessment if such budget is vetoed by the Owners; and

6.3.3.2. foreclose the lien against any Lot for which assessments are not paid within such time as may be determined by the Board of Directors, or bring an action at law against the Owner personally obligated to pay the same, or both;

6.3.4. issue, or cause an appropriate officer or authorized agent to issue, upon demand, a certificate setting forth whether or not any assessment has been paid. The Board or its agent may make a reasonable charge for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment as to all Persons who rely thereon in good faith;

6.3.5. procure and maintain insurance, as more fully provided in the Declaration;

6.3.6. provide for maintenance, repair and/or reconstruction of the Common Elements, other property, and Improvements;

6.3.7. keep financial records sufficiently detailed to enable the Association to prove statements of unpaid assessments. Subject to Article 11 of these Bylaws, all financial and other records shall be made reasonably available for examination by any Owner and such Owner's authorized agents;

6.3.8. comply with maintenance manuals, as more fully provided in Section 2.10 of the Declaration; and

6.3.9. exercise for the Association all duties vested in, or delegated to, the Association, by other provisions of these Bylaws, the Articles of Incorporation, the Declaration, or law.

Any of the aforesaid duties, but not the responsibility therefor, may be delegated by the Board of Directors to any other Person(s) or to the Association's managing agent.

ARTICLE 7. RIGHTS OF THE ASSOCIATION

The Association may exercise any and all rights or privileges given to it under the Declaration, the Articles of Incorporation or these Bylaws, or as may otherwise be given to it by law, and every other right or privilege reasonably to be implied therefrom or reasonably necessary to effectuate any such right or privilege, except as otherwise provided by law.

ARTICLE 8. OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Offices. The officers of this Association shall be a president, a secretary, and a treasurer, and such other offices as the Board may create.

Section 8.2. Election of Officers. After termination of the Period of Declarant Control, the election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.3. Term. After termination of the Period of Declarant Control, the officers of this Association shall be elected annually by the Board of Directors and each officer who is so elected shall hold office for one (1) year or until such officer's duly-elected successor takes office, whichever occurs earlier; except that any officer may at any time resign, be removed, or otherwise be disqualified to serve.

Section 8.4. Special Appointments. After termination of the Period of Declarant Control, the Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 8.5. Resignation and Removal. After termination of the Period of Declarant Control, any officer may be removed from office, with or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6. Vacancies. After termination of the Period of Declarant Control, a vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 8.7. Multiple Offices. The same individual may simultaneously hold two or more offices, subject to any applicable requirements or limitations contained in the Declaration, Articles of Incorporation, these Bylaws or applicable law.

Section 8.8. Duties. The duties of the president, vice president, secretary and treasurer, which are delegable to other persons or the managing agent, are as follows:

8.8.1. President: The president shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; shall co-sign or authorize a designated agent to co-sign promissory notes and checks of the Association; and shall perform such other duties as required by the Board.

8.8.2. Vice-President: The vice-president, if any, shall act in the place and stead of the president in the event of the president's absence, inability, or refusal to act; and shall perform such other duties as required by the Board.

8.8.3. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; shall serve notice of meetings of the Board and of the Members; shall keep appropriate current records showing the names of the Members, together with their addresses; shall prepare, execute, certify and record, amendments to the Declaration on behalf of the Association; shall keep a record of the names and addresses of Security Interest Holders furnished to the Association by the Members; and shall perform such other duties as required by the Board.

8.8.4. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts, all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign, or authorize a designated agent to sign, promissory notes and checks of the Association; shall keep proper books of account; shall prepare an annual budget to be presented to the membership, and give a copy or summary thereof to the Members (as provided in the Declaration); and shall perform such other duties as required by the Board.

The president, vice-president, secretary or treasurer of the Association may prepare, execute, certify, file and/or record, amendments to the Declaration, the Articles of Incorporation or these Bylaws, on behalf of the Association, except that the Board of Directors may authorize other officers to do so.

ARTICLE 9. DELEGATION OF AUTHORITY TO A MANAGING AGENT

Section 9.1. The Board of Directors may have a Person(s) or managing agent(s) conduct any matter(s) on behalf of the Association. However, if the Association includes thirty (30) or more Lots and if the Board of Directors or officers of the Association delegate any of their powers of collection, deposit, transfer or disbursement of Association funds to other Persons or to a managing agent, then the following provisions shall apply:

9.1.1. The other Person or managing agent must maintain fidelity insurance coverage or a bond in an amount of not less than Fifty Thousand and no/100 Dollars (\$50,000.00) or such higher amount as the Board of Directors may require; and

9.1.2. The other Person or managing agent must maintain all funds and accounts of the Association separate from the funds and accounts of other associations that are managed by such other Person or managing agent, and must keep and maintain all reserve accounts of each association as managed separate from operational accounts of the Association; and

9.1.3. An annual accounting of the Association funds and a financial statement must be prepared and presented to the Association by the managing agent, a public accountant, or a certified public accountant.

ARTICLE 10.COMMITTEES

The Board of Directors may appoint a nominating committee. In addition, the Board of Directors may appoint other committee(s), and give them such responsibility, as the Board determines. Each committee serves at the pleasure of the Board of Directors, has only such authority as may be given to it by the Board of Directors, and serves only in an advisory capacity to the Board. No member of a committee is an officer of the Association by virtue of service on such committee. Further, all actions and writings of each committee appointed by the Board of Directors are subject to review and approval by the Board.

ARTICLE 11. BOOKS AND RECORDS

11.1.1. The Association's books and records shall be subject to an audit or a review as further provided in the Declaration. Except as otherwise provided in subsections 11.1.2 and 11.1.3 below, the Association shall make reasonably available for inspection and copying by Owners, Security Interest Holders, and insurers or guarantors of any such Security Interest, current copies of all of the Governing Documents and financial documents as listed in the most recent available version of the contract to buy and sell real estate promulgated by the Colorado Real Estate Commission. The Person(s) accessing and/or copying such documents shall pay all costs associated therewith. "**Reasonably available**" shall mean available during normal business hours, upon prior notice of at least five (5) business days, or at the next regularly scheduled meeting if such meeting occurs within thirty (30) days after the request.

11.1.2. Notwithstanding subsection 11.1.1 above, a membership list or any part thereof may not be obtained or used by any Person for any purpose unrelated to an Owner's interest as an Owner without the consent of the Board of Directors. Without limiting the generality of the foregoing, a membership list or any part thereof may not be:

11.1.2.1. 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;

11.1.2.2. Used for any commercial purpose; or

11.1.2.3. Sold to, or purchased by, any Person.

11.1.3. Notwithstanding subsection 11.1.1 above, the Board of Directors may, prior or subsequent to a request for inspection and/or copying, determine that items are confidential and should not be made available.

11.1.4. In the event CCIOA is amended to remove, modify, or otherwise revise the requirements under Article 11 hereof, then Article 11 shall be deemed amended to require that which is required pursuant to CCIOA, as amended.

ARTICLE 12. AUTHENTICATED ELECTRONIC REPRESENTATION.

Notwithstanding anything to the contrary contained in any of the Governing Documents, to the extent not prohibited by applicable law, the Association may use technology or electronic representation in completing its duties and responsibilities. In this regard, any reference in any of the Governing Documents to action, attendance, representation, notice, quorum, voting or acknowledgement, as well as any and all other matters, may be conducted by authenticated electronic activity and, to the extent not prohibited by applicable law, the provisions of all of such documents shall be deemed to include provisions which permit such authenticated electronic activity.

ARTICLE 13. AMENDMENTS

Prior to termination of the Period of Declarant Control, these Bylaws may be amended by the Board of Directors. After termination of the Period of Declarant Control, these Bylaws may be amended by the Members as long as, prior to any meeting of Members at which an amendment will be voted on: the Association gives notice to each Member entitled to vote on the amendment; such notice states that one of the purposes of the meeting is to consider the amendment; such notice is accompanied by a copy or summary of the amendment; and, at such regular or special meeting of the Members at which a quorum is present in person or by proxy, the votes that are cast in favor of said amendment exceed the votes that are cast against such amendment. In addition, these Bylaws may be amended by a vote of Members by written ballot as provided in these Bylaws, as long as any such written ballot includes the information required by the second sentence of this Section. Notwithstanding anything to the contrary contained in this Article, the written approval of HUD or VA shall be required for any amendments enacted during the Period of Declarant Control if, at the time such amendment is enacted, HUD has insurance or VA has a guarantee(s) on one or more Security Interests, and if HUD or VA requires such approval.

ARTICLE 14. CONFLICTS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between the Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE 15. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of TODD CREEK RIVERSIDE HOMEOWNERS ASSOCIATION, INC., a Colorado non-profit corporation, and

That the foregoing Bylaws constitute the Bylaws of said Association as duly adopted at a meeting of the Board of Directors.

In Witness Whereof, I have hereunto subscribed my name this 29 day of June, 2012.



Secretary