

BY-LAWS
OF
FOREST PARK MASTER ASSOCIATION

ARTICLE I

NAME, LOCATION AND OBJECT

The name of the corporation is Forest Park Master Association (the "Association"). The principal office of the Association shall initially be located in the County of Douglas, Colorado. 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. The purpose for which the Association is formed is to govern the properties situated in Douglas County, Colorado, described in the Master Declaration of Covenants, Conditions and Restrictions for Forest Park (the "Declaration") and all amendments and supplements thereto. All terms defined in said Declaration or in the Association's Articles of Incorporation ("Articles") shall have the same meaning herein unless otherwise defined. The Association shall be a "not for profit" corporation.

ARTICLE II

MEETINGS OF MEMBERS

Section 1 — Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the third Monday of June of each year thereafter, at the hour of 7:00 P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2 — Special Meetings. Special meetings of the Members may be called at any time by the President, by a majority of the Board of Directors, or upon written request of Members holding at least twenty percent (20%) of the votes in the Association.

Section 3 — Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least ten (10) days and no more than fifty (50) days before such meeting to each Member entitled to vote thereat,

addressed to the Member's Site or other mailing address designated in writing by such Member to the Association. Such notice shall specify the place, day and hour of the meeting and the items on the agenda, including the general nature of any proposed amendments to the Declaration or these By-Laws, any budget changes, and any proposal to remove an officer or director.

Section 4 — Quorum. The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, 20% of the votes of all Members shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these By-Laws. A quorum shall be deemed present throughout the meeting if a quorum is present at the beginning of such meeting. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5 — Voting Rights. Every Owner of a Site is a Member of the Association and remains a Member for the period of his ownership of a Site. Each Site is entitled to one vote to be exercised by the Owner or Owners thereof; provided that a Site resulting from combining two Sites shall have two votes. When one or more persons hold an interest in the same Site, all such Owners shall be Members and the vote for such Site shall be cast as the Owners thereof agree, but in no event shall more than one vote be cast for each Site (or two votes for any combined Site). If the Owners of a Site do not agree as to the manner in which their vote should be cast when called upon to vote, they will be treated as having abstained.

Notwithstanding the foregoing provisions of this Section 5, during the period of Declarant's control as described in the Declaration, the Declarant has the right to appoint and remove all members of the Board of Directors and all officers of the Association, with such right phasing out as to some Directors prior to such termination as provided in the Colorado Common Interest Ownership Act and Section 7.5 of the Declaration.

Section 6 — Binding Nature of Vote. Except where otherwise provided in the Declaration, Articles or By-Laws, a simple majority vote of the Members of the Association attending an Association meeting (provided a quorum is deemed to be present as provided in Section 4 above) shall be sufficient to adopt decisions which are binding on all Site Owners.

ARTICLE III

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1 — Number and Qualification of Directors. The Board of Directors shall

consist of three (3) Directors. Directors shall be Members which, in the case of Declarant, shall include the officers, directors, employees, agents and representatives of Declarant, and in the case of other corporate Members, shall include the officers and directors of each such corporate Member.

Section 2 — Term of Office. At the first annual meeting after termination of Declarant Control, the Members shall elect one-half of the Directors (rounded up to the next whole number if there is an odd number of directors) for a term of one year, and the remaining Director(s) for a two-year term, and at each annual meeting thereafter, the Members shall elect the appropriate number of Directors to serve two-year terms.

Section 3 — Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of all of the Members of the Association, at a meeting called by the Board for that purpose. Notwithstanding the foregoing, prior to the termination of Declarant Control, Declarant will have the sole right to remove Directors, with such right phasing out as to some Directors prior to such termination as provided in Section 7.5 of the Declaration. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4 — Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

Section 1 — Nomination. Nomination for electing of the Board of Directors may be made by any Member no more than two weeks prior to any meeting in which a Director shall be elected. Nominations may also be made from the floor at the annual meeting. There shall be at least as many nominations for election to the Board of Directors as shall be needed to fill the number of vacancies that are to be filled. The provisions of this Article shall not apply to Directors appointed by Declarant during the period of Declarant Control as described in the Declaration.

Section 2 — Election. Election to the Board of Directors shall be by secret written ballot. At such elections, the Members or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1 — Annual Meetings. A meeting of each newly elected Board of Directors may be held without notice in each year immediately following the annual meeting of Members.

Section 2 — Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held on the next day which is not a legal holiday.

Section 3 — 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 three (3) days' notice to each Director.

Section 4 — Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 5 — Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 6 — Telephone Meetings. Members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board or committee by means of conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. If notice of a Directors' meeting or committee meeting is given, such notice need not specify that one or more Directors may participate in such meeting by means of conference telephone or similar communications equipment.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 — Powers. The Board of Directors shall have power to:

(a) Adopt, amend, publish and repeal rules and regulations governing the use of the Common Area and the Sites and the personal conduct of the Members and their guests on the Community Area subject to the Declaration, and to establish fines and penalties for the infraction thereof;

(b) Suspend the voting rights of a Member and/or a Member's right to use any recreational or other facility 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, for a period not to exceed sixty (60) days for each infraction of any other provision of the Declaration, Articles, By-Laws or written rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles, or the Declaration;

(d) Authorize the officers to enter into one or more management agreements with third parties in order to facilitate efficient operation of the properties. Such management agreements may delegate to the manager or managing agent (i) the power to collect assessments (including filing liens and bringing legal action for enforcement); (ii) the obligation to administer, manage, maintain, repair and replace the Common Area and any other portion of the Community Area that the Association has a right or obligation to maintain, repair or replace under the Declaration; (iii) the payment out of the Association funds of obligations of the Association; and/or (iv) the preparation of financial statements and budgets. The terms of said management agreements shall be as determined by the Board of Directors in the best interest of the Association, and shall be subject in all respects to the Articles, these By-Laws and the Declaration. The Board of Directors shall not be relieved of its responsibilities under the Declaration by delegating its duties under a management agreement to a manager or managing agent;

(e) Designate, employ and remove personnel for the operation, maintenance, repair and replacement of those portions of the Community Area for which the Association is responsible under the Declaration and remove said persons if such action becomes advisable. The designation and employment of such personnel shall not relieve the Board of Directors of its responsibilities under the Declaration. All expenditures over \$5,000 require the prior approval of the Board of Directors of the Association;

(f) Enforce its rights against any Member who is alleged to have breached the Declaration, Articles, these By-Laws or the Association's rules and regulations;

(g) Carry on the administration of the Association and to do all things necessary and reasonable in order to govern and operate the Community Area and to do all things authorized under the Declaration;

(h) Procure and maintain adequate fidelity coverage or fidelity bonds in an amount which is no less than one hundred percent (100%) of the current annual budget, and procure and maintain adequate liability and hazard insurance on the Common Area as more fully provided in the Declaration;

(i) Foreclose the lien against any Site for which assessments are not paid within ninety (90) days after due date and/or to bring an action at law against the Owner personally obligated to pay the same; and

(j) Exercise all other powers granted the Association under the Declaration, the Articles, the Colorado Common Interest Ownership Act (the "Act") and the Colorado Non-Profit Corporation Act.

Section 2 — Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept minutes of each meeting of the Board of Directors and to make such minutes available at any meeting of Members when requested in writing by one-quarter of all Members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association;

(c) As more fully provided in the Declaration, to:

(i) Adopt an annual budget and fix the amount of the assessments against each Site from time to time (but no less frequently than annually); and

(ii) Send written notice of each budget and each change in the budget or the monthly assessment to every Owner subject thereto at least fourteen (14) days in advance of the effective date of the change and provide Owners the opportunity to ratify the budget (and any amendment thereto) as provided in Article 9 of the Declaration;

(d) Issue, or cause an appropriate officer or managing agent to issue, upon demand by any Owner or mortgagee of a Site or their designees or any title insurance company committing to issue a policy of title insurance on a Site, a certificate setting forth whether or not any assessment has been paid and the amount of assessments levied against such Site but not yet due and payable, in accordance with Section 9.17 of the Declaration. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid and sets forth the assessment amount levied but not yet due and payable, such certificate shall be conclusive evidence of such payment to the extent provided in the Declaration;

(e) Notify, in writing, any First Mortgagee or insurer or guarantor of a First Mortgage, who has requested such notices in writing, when the Owner thereof is in default in the payment of any assessment or otherwise in default of any obligation under the Declaration, the Articles, or these By-Laws, and when the Board of Directors has actual knowledge of such default and said default remains uncured for a period of sixty (60) days;

(f) Cause the Association to perform its maintenance, repair and replacement obligations under the Declaration;

(g) Require all of the following if the Community Area consists of thirty (30) or more Sites and delegates powers relating to the collection, deposit, transfer or disbursement of Association funds to any other person or to a managing agent:

(i) that the other persons or managing agent maintain fidelity insurance coverage or a bond in an amount determined by the Board;

(ii) that the other persons or managing agent maintain all funds and accounts of the Association separate from the funds and accounts of other associations managed by the other persons or managing agent and maintain all reserve accounts of the Association separate from those of any other Association and separate from the operational accounts of the Association;

(iii) that an annual account for Association funds and a financial statement be prepared and presented to the Association by the managing agent, a public accountant, or a certified public accountant; and

(h) Perform all other duties imposed on the Association under the Declaration and the Act.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1 — Enumeration of Offices. The officers of this Association shall be a President, Secretary and Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2 — Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3 — Term. The officers of this Association shall be elected annually by the

Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4 — Special Appointments. The Board 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 of Directors may, from time to time, determine.

Section 5 — Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, 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 6 — Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7 — Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8 — Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes or authorize a designated agent to co-sign all checks and promissory notes.

(b) Vice-President. If a Vice-President is elected by the Board, the Vice-President shall preside at all meetings of the Board of Directors in the absence of the President, and shall aid the President in seeing that all orders and resolutions of the Board are carried out; and shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act.

(c) Secretary. The Secretary, or a designated agent, shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the Members; shall

keep appropriate current records showing the Members of the Association, together with addresses; and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer, or a designated agent, 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 all checks and promissory notes of the Association; shall keep proper books of account and financial records of the Association; shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year when directed to do so by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership as provided in the Declaration and deliver a copy or a summary of each to the Members.

Section 9 — Amendments to Declaration. Whenever an Amendment to the Declaration has been approved under the provisions of the Declaration and the Colorado Common Interest Ownership Act, the President or any Vice-President may prepare, execute, certify, and record the Amendment on behalf of the Association, and the Secretary or Assistant Secretary (if one is elected) may affix the seal of the Association and attest to such execution.

ARTICLE VIII

BOOKS AND RECORDS

The Association shall keep detailed, accurate and complete books and records of its receipts and expenditures (including receipts and expenditures affecting the Common Area); shall keep minutes of the proceedings of the Board of Directors and Members; and shall keep at its registered or principal office in Colorado a record of the names and addresses of the Members entitled to vote. Current copies of the Declaration, Articles and By-Laws of the Association, rules and regulations governing the Association, and other books, records and financial statements of the Association, and the records of receipts and expenditures of the Board of Directors, shall be made available to Owners, First Mortgagees of Sites and insurers or guarantors of any First Mortgage. The word "available," as used herein, shall at least mean available for inspection, upon request, during normal business hours of the Association or under other reasonable circumstances.

ARTICLE IX

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the

Association annual, special and other assessments and fines which are secured by a statutory lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 18% per annum and the Association may assess a monthly late charge thereon in the amount of 5% of the delinquent assessment, which charge may be made every month thereafter until the delinquent assessments are paid. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Site, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Site.

ARTICLE X

CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words "Forest Park Master Association."

ARTICLE XI

AMENDMENTS

Section 1 — Except as provided otherwise by the Declaration, the Articles or applicable law, these By-Laws can be amended only by action of the Board of Directors.

Section 2 — In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII

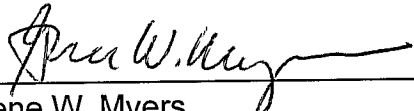
MISCELLANEOUS

The fiscal year of the Association shall be a calendar year, or such other fiscal year as may be determined by the Board of Directors.

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IN WITNESS WHEREOF, we, being all of the Directors of the Forest Park Master Association, have executed the foregoing to be effective as of March 11, 1998.


DIRECTORS:



Gene W. Myers



Terry Hodge



James L. Kurtz-Phelan