

BYLAWS
OF
ALEXANDER ESTATES HOMEOWNERS' ASSOCIATION

ARTICLE I

The name of the nonprofit corporation is Alexander Estates Homeowner's Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 6911 Rodney Street, Windsor, Colorado 80550, but meetings of members and directors may be held at such places within the State of Colorado, County of Weld, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Alexander Estates Homeowners' Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, Easements and Restrictions, for Alexander Estates, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Elements" shall mean all real property owned or maintained by the Association for the common use and enjoyment of the owners. All street, drainage facilities and subdivision entry and landscape features.

Section 4. "Dwelling" shall mean a building erected as a dwelling for private use, including a private garage and other outbuildings incidental to residential use of the premises, erected and maintained in conformity with the requirements of the Declaration and designed for a single family occupancy. For the purpose of these Bylaws, a newly constructed Residential Unit shall come into existence upon the issuance of a Certificate of Occupancy by the City of Windsor.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons are entities, of the fee simple title to any lot owner which is a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Harvey A. Roth and Albert E. Roth, their successors and assigns if such successors or assigns should acquire

undeveloped property which is platted to contain more than one undeveloped Lot from the Declarants for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Easements and Restrictions applicable to the properties recorded in the office of the Weld County Clerk and Recorder, Colorado.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee, or undivided fee, interest in any lot, including contract sellers, but not including contract purchasers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from ownership of any Lot which is subject to assessment by the Association. Membership shall pass by operation of law upon the sale of any Lot, which sale may be by deed or by installment land contract (contract for deed.)

ARTICLE IV

VOTING RIGHTS

Section 1. Yoting. The Association shall have two classes of voting membership: Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any one Lot. Fractional voting shall not be permitted. Class B members shall be the Declarant and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on happening of either of the following events, whichever occurs earlier: (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (b) on December 31, 1999.

Section 2. Majority. Except as otherwise provided in these Bylaws, the term "majority of owners" shall mean those owners of lots having more than fifty-one percent (51%) of the votes of this Association.

ARTICLE V

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meetings of the Association shall be held on any day during the month of January of each year succeeding the date of execution of these Bylaws.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president, the Board of Directors, or upon written request of a majority of the membership votes. Notice of any special meeting shall state the time and place of the meeting and the purpose of it. No business shall be transacted at a special meeting except as stated in the notice.

Section 3. Notice of Meetings and Quorum. 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. Notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Written notice of any meeting called for the purpose of taking any action authorized under Article II, Section 3 or 4, of the Declaration, shall be sent to all members not less than 30 days nor more than 60 days in advance of the meeting. At the first such meeting called, the presence of members or of proxies entitled to cast sixty (60%) of all the votes of each class of membership shall constitute a quorum. 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 meetings shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting.

Section 4. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot, or twelve (12) months after the date of such proxy, whichever first occurs. Proxies must be received and filed with the Secretary before the appointed time of any such meeting. Any request for proxies not specifically rejected by a member in writing prior to the meeting, shall be deemed approved, and shall be voted accordingly.

ARTICLE VI

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors, who shall be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, and two (2) directors for a term of two (2) years; and at each annual meeting thereafter the members shall elect directors for terms of two (2) years each, to replace directors whose terms have expired.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association, or as otherwise provided in 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 approved reasonable expenses incurred in the performance of his duties. However, any director can be contracted with or hired for posted jobs upon approval by an unanimous vote of the remaining directors.

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.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a nomination committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a Chairperson who shall be a member of the Board of Directors, and two (2) or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made only by members. There shall be no more than one (1) director per lot.

Section 2. Election. Election to the Board of Directors shall be by hand vote, unless by a two-thirds (2/3) vote of the membership present at such meeting in person or by proxy, a determination is made to elect the Directors by secret written ballot. At such election, 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as may be fixed from time to time by resolution of the Board.

Section 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 (2) directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the 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 the act of the Board.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and publish rules and regulations governing the use of the Common Elements.

(b) 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 Bylaws, the Articles of Incorporation, or the Declaration;

(c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors;

(d) Employ a manager as they deem necessary, and to prescribe his duties and delegate to such manager any and all powers and duties of the Association except as such are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association; and

(e) To designate and remove independent contractors and such other employees necessary for the operation, maintenance and replacement of the Common Elements.

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

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting which such statement is requested in writing by at least five percent (5%) of all outstanding members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

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

(1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) To levy and collect special assessments whenever in the opinion of the Board it is necessary to do so in order to meet increased operation or maintenance expense, or costs, or additional capital expenses, or because of emergencies;

(f) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(g) Cause the Common Elements to be maintained;

(h) Cause the protective covenants to be enforced; and

(i) In general, to carry on the administration of this Association and to do all of those things, necessary and reasonable, in order to carry out the governing and operation of the Association.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every director or officer, his heirs, executors, and administrators, against all loss, cost and expense, including reasonable legal fees, 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's shall be provided annually in connection with such matters covered by the settlement as to which the Association is advised by its attorney 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 right shall not be exclusive of other rights to which such director or officer may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as common expense; provided, however, that nothing in this Article shall be deemed to obligate the Association to indemnify any member or owner 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 covered thereby.

ARTICLE XI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, 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 (1) 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 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, or otherwise provided in the Declaration. 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 officers 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; shall see that orders and resolutions of the Board are carried out; shall sign written instruments and may co-sign all checks.

(b) Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) 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; may sign all checks and promissory notes of the Association; make any required reports or returns to the IRS; keep proper books of account; may cause an annual audit or compilation of the Association books to be made by a public accountant at the completion of each fiscal year or when a new treasurer is elected, and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XII

COMMITTEES

The Board of Directors shall appoint a nominating committee, as provided in these Bylaws; and, in addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XIII

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member, or any mortgagee of a lot. Any lot owner shall be furnished with a statement of his account upon ten (10) days written notice to the Board of Directors, or managing agent. Such statement shall set forth the amount of any unpaid assessments or other charges due and owing from such lot owner. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIV

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments which are secured by a continuing 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 eighteen percent (18%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, or foreclose the lien against the property, 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 Elements or abandonment of his lot.

ARTICLE XV

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

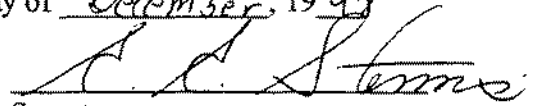
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XVI

MISCELLANEOUS

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year.

THAT the foregoing Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the 15 day of December, 1998


Secretary