

**FIRST AMENDMENT TO
BYLAWS
OF
EDGEMONT HIGHLANDS COMMUNITY ASSOCIATION, INC.**

This First Amendment ("Amendment") to the Bylaws of Edgemont Highlands Community Association, Inc. (the "Association") is adopted this 11th day of November, 2020 (the "Effective Date") by Edgemont Community Partners, LLC, a Delaware limited liability company ("Declarant").

Recitals

A. The Bylaws of the Association were adopted January 8, 2004 by the board of directors of the Association. A copy of the Bylaws were recorded in the La Plata County Clerk and Recorder's Office on January 20, 2004 as Reception No. 877020.

B. As set forth in the Bylaws and in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Edgemont Highlands dated May 11, 2004 and recorded May 11, 2004 as Reception No. 884350 of the La Plata County Clerk and Recorder's Office, as supplemented and amended (the "Declaration"), there are two classes of membership in the Association: Class "A" and Class "B". Declarant is the sole member of Class "B". The Class "B" Member/Declarant has certain rights during the Class "B" Control Period as described in the Declaration and Bylaws. As of the Effective Date, the Class "B" Control Period is still in effect.

C. Section 6.6 of the Bylaws provides that prior to termination of the Class "B" Control Period, the Class "B" Member may unilaterally amend the Bylaws consistent with applicable law.

D. Section 3.2 of the Bylaws establishes a range for the number of directors on the Board of Directors of the Association (the "Board"). Section 3.5 provides for the election of directors to the Board and further establishes the number of directors on the Board at various times. Among other things, Section 3.5 provides that at the first annual meeting after the termination of the Class "B" Control Period, the Board shall be comprised of seven (7) directors.

E. Declarant has determined, in consultation with the current Board of the Association, that a Board of seven (7) directors may be difficult to assemble and may present other practical difficulties due to its large size and that a smaller Board should be permitted. Declarant desires to amend Sections 3.2 and 3.5 of the Bylaws to modify the language regarding the size of the Board.

F. Section 6.6(b) of the Bylaws provides that, after the termination of the Class "B" Control Period, the Bylaws may be amended only by the affirmative vote or written consent of Members representing 51% of the votes in the Association. Neither the Colorado Common Interest Ownership Act nor the Colorado Revised Nonprofit Corporation Act require a vote of members on amendments to bylaws. The Bylaws do not contain provisions that affect the substantive rights of Members; instead, the Bylaws primarily address administrative and procedural matters governing the internal operation of the Association, which are matters that primarily concern the

Board. Accordingly, Declarant has determined, in consultation with the current Board of the Association, that Declarant desires to amend Section 6.6(b) to eliminate the requirement for a 51% vote of the Members on future amendments to the Bylaws.

NOW, THEREFORE, Declarant adopts this Amendment to the Bylaws as follows:

1. Section 3.2 is amended and restated in its entirety as follows:

3.2 Number of Directors

The Board shall consist of three to seven directors as provided herein. During the Class "B" Control Period, the Board shall consist of three (3) directors. Upon termination of the Class "B" Control Period, the number of directors on the Board may be increased to five (5) or seven (7) by resolution of the Board.

2. Section 3.5 is amended and restated in its entirety as follows:

3.5 Election and Term of Office

Except as these Bylaws may otherwise specifically provide, election of directors shall take place at the Association's annual meeting. Notwithstanding any other provision of these Bylaws:

(a) Within sixty days after the time that Class "A" Members own 25% of the Units that may be created according to the Master Plan for the property described in Exhibits "A" and "B" of the Declaration, or whenever the Class "B" Member earlier determines, the President shall call for an election by which the Members shall be entitled to elect one of the three directors, who shall be an at-large director. The remaining directors shall be appointees of the Class "B" Member. The director elected by the Members shall not be subject to removal by the Class "B" Member and shall be elected for a term of two years.

(b) Prior to the termination of the Class "B" Control Period, the President shall call for an election by which the Members shall be entitled to elect the directors. A majority of the elected directors must be Unit owners or representatives of Unit Owners other than Declarant. The remaining directors may be appointees of the Class "B" Member.

(c) At any time after termination of the Class "B" Control Period and the election of directors by the Members, the Board may increase the size of the board to five (5) or to seven (7) by resolution.

(d) Directors shall take office upon election and shall hold such offices for a term of two (2) years, or until their successors are duly elected and qualified, or until removed pursuant to the Declaration, these Bylaws or Colorado law.

3. Section 6.6(b) is amended and restated in its entirety as follows:

6.6 Amendment.

(b) By Board. Except as provided above, and except as provided by the Colorado Revised Nonprofit Act or the Colorado Common Interest Ownership Act, as they may be amended from time to time, these Bylaws may be amended by the affirmative vote or written consent, or any combination thereof, of a majority of the directors on the Board.

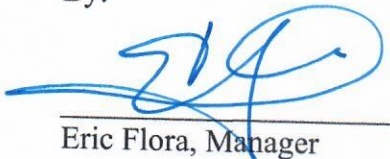
4. The remainder of the Bylaws are unaffected by this Amendment and remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment to the Bylaws of Edgemont Highlands Community Association, Inc. was adopted by the Declarant effective as of the Effective Date.

Declarant:

Edgemont Community Partners, LLC, a Delaware limited liability company

By:



Eric Flora, Manager