

BYLAWS

OF

BRIARWOOD HOMEOWNERS ASSOCIATION
(A Colorado Nonprofit Corporation)

The following Bylaws govern the affairs of the Briarwood Homeowners Association, a Colorado Nonprofit Corporation (the "Association").

ARTICLE I

Offices

1.1 The principal office and operations of the Association shall be located within the area of the Belleview Acres Subdivision, Jefferson County, Colorado, which shall not affect the Association's authority to conduct its business and purposes within or without the State of Colorado.

1.2 The registered office of the Association required by the Laws of Colorado to be maintained in the State of Colorado, may be, but need not be, identical with the principal office and the address of the registered agent and registered office may be changed from time to time by the Board of Directors as the dictates of the Association require.

ARTICLE II

Purpose and Objectives

2.1 The purpose of the Association shall be to assume and exercise all powers and responsibilities granted and contemplated in the declarations, covenants, and restrictions affecting the Belleview Acres Subdivision, recorded in Plat Book 7, at page 29, in the records of the County Clerk and Recorder, Jefferson County, Colorado, as properly amended or supplemented.

2.2 The objectives of the Association are to provide for and foster, enhance, and preserve a desirable, wholesome, safe, and attractive neighborhood for the enjoyment and use of the resident homeowners and their families.

ARTICLE III

Membership

3.1 Every person who is a record owner of a divided or undivided fee interest in any lot or parcel of property located within the Belleview Acres Subdivision shall be a member of the Association; PROVIDED, HOWEVER, that where there is more than one record owner of any such lot or parcel, there shall be only one vote allowed by such owners in respect to any matter on which voting is permitted.

3.2 The annual meeting of the Association shall be held on the 4th day of September each year, or in the event that is a Saturday, Sunday or legal holiday on the next business day, at 7:00 P.M. at a location within or not more than two (2) miles from the boundaries of the Belleview Subdivision.

3.3 Special meetings of members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members.

3.4 Membership in this corporation is not transferable or assignable.

3.5 The members holding one-fourth (1/4) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.6 Notice of member meetings, not less than ten (10) days nor more than fifty (50) days before the meeting, shall state the place, day and hour of the meeting, and in case of a special meeting, the purpose for which the meeting is called.

ARTICLE IV

Board of Directors

4.1 The Board of Directors shall manage the affairs of the Association.

4.2 The Board of Directors shall consist of five (5) Directors, who shall be members of the Association.

4.3 An annual meeting of the Board of Directors shall be held on the same day as and immediately following the annual meeting of members at the same location as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, within the State of Colorado, for the holding of

additional regular meetings without other notice than such resolutions.

4.4 Special Meetings of the Board of Directors may be called by the President or any two (2) Directors. The President or Directors calling a special meeting may fix the time and place, within the State of Colorado, for holding any Special Meeting of the Board of Directors called by them.

4.5 Notice of any special Meeting shall be given at least forty-eight (48) hours previously thereto by written notice or telephone call delivered to each Director. Notice by mail shall be deemed delivered three (3) business days after mailing by first-class mail, postage prepaid, to the record address of the director. The notice shall specify the date, time, place and purpose of the Special Meeting.

4.6 A quorum for the transaction of business of any meeting of the Board of Directors shall consist of a majority of the Board of Directors.

4.7 The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.8 Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be circulated among and signed by all the Directors.

4.9 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE V

Committees

5.1 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, as standing or other committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors, subject to review by the full board of directors.

5.2 The Executive Committee shall consist of the President, Vice-President, if any, Secretary and Treasurer.

5.3 One member of each committee shall be appointed chairman by the board of directors appointing the members thereof.

5.4 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.5 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI

Officers

6.1 The Officers of the Association shall be a President, Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other Officers or Assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors.

6.2 The Officers of the Association shall be elected for a term of one (1) year.

6.3 A vacancy in any office because of death, resignation, removal, or otherwise, shall be filled by the Board of Directors to fill the unexpired portion of the term.

6.4 The president shall be the principal Executive Officer of the Association, and shall in general supervise the business and affairs of the Association. He/she shall, when present, preside at the meetings of the Board of Directors. He/she may sign, with the Secretary, any deeds, mortgages, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association.

6.5 The Vice-President, if any, shall, in the absence of the President, preside at meetings of the Board of Directors. He/she shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

6.6 The Secretary shall: (1) keep the minutes of the meetings of the Board of Directors; (2) send copies of the minutes of the meetings of the Board of Directors to the Directors; (3) see

that notices of meetings are given in accordance with the provisions of the Bylaws; (4) be custodian of the Association records; (5) keep a registry of the address and phone number of each Director and member; (6) sign, with the President, any deeds, mortgages, contracts or other instruments that the Board of Directors has authorized to be executed; and (7) in general, perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

6.7 The Treasurer shall: (1) supervise the handling of receipts and disbursements of the funds of the Association; (2) supervise the recording of the receipts and disbursements and see that proper accounting practices are followed; (3) provide periodic financial reports to the Board of Directors; and (4) in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VII

Amendments

7.0 Amendments to these Bylaws may be proposed by the Board of Directors, subject to ratification and approval by action of the members of the Association at any regular or Special Meeting of members.

The undersigned Secretary of the attests that the foregoing were adopted as the Bylaws of the Briarwood Homeowners Association pursuant to Consent of the Board of Directors.

Dated:

Secretary

**CONSENT IN WRITING IN LIEU OF MEETING OF DIRECTORS
OF
BRIARWICK HOMEOWNERS ASSOCIATION
(A COLORADO NONPROFIT CORPORATION)**

The undersigned, being all of the directors of Briarwick Homeowners Association, a Colorado Nonprofit Corporation (the "Corporation"), hereby adopt and ratify the following resolutions without a meeting:

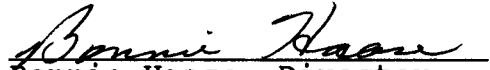
RESOLVED, that the By-laws of the Corporation attached hereto are hereby adopted, ratified, and approved as the By-laws of the Corporation, and the officers of the corporation shall insert the by-laws in the minute book of the Corporation;

RESOLVED, that the following persons are hereby elected as officers of the Corporation and shall serve until their successors are duly elected and qualified:

Bonnie Haase President/Treasurer
5272 South Xenophon Court
Littleton, CO 80127

Margaret Hyatt Secretary
5262 South Xenophon Court
Littleton, CO 80127

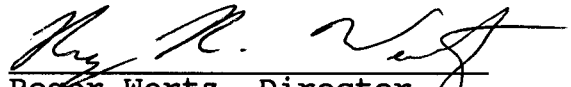
Dated: 12 Nov-1991


Bonnie Haase, Director

Dated: Nov 12 1991


Margaret Hyatt, Director

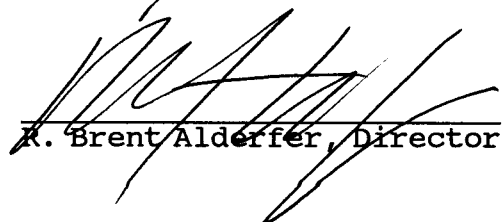
Dated: 11/16/91


Roger Wertz, Director

Dated: 1/14/92


David Brown, Director

Dated: 11/12/91


R. Brent Alderfer, Director

AMENDMENT 1 TO BYLAWS

OF

BELLEVIEW ACRES HOMEOWNERS ASSOCIATION

(formerly Briarwick Homeowners Association)

(A Colorado Nonprofit Corporation)

Under Article VII (Amendments) of the Bylaws for Briarwick Homeowners Association (now named Belleview Acres Homeowners Association), amendments to the Bylaws may be proposed by the Board of Directors, subject to ratification and approval by action of the members of the Association at any regular or Special Meeting of members. In keeping with Article II (Purpose and Objectives) of the Bylaws, the Board of Directors proposes that the Articles III, IV, and V be modified as follows:

ARTICLE III

Membership

3.2 The annual meeting of the Association shall be held within 14 days of the 4th day of September each year, at a reasonable evening hour, at a location within or not more than two (2) miles from the boundaries of the Belleview Acres Subdivision.

ARTICLE IV

Board of Directors

4.2 The Board of Directors shall consist of up to eight (8) Directors, who shall be members of the Association. Four of the Directors shall serve as officers in the capacity of president, vice-president, treasurer, and secretary as detailed in Article VI (Officers) of the Bylaws. The remaining Directors shall serve on the Architectural Control Committee, and be duly assigned to this Committee by the Association members. The term of service for Board members serving as officers shall be two (2) years. The term of service for Board members serving on the ACC shall be three (3) years. To the extent practicable, years of service shall be sequenced to overlap among Board members.

4.3 An annual meeting of the Board of Directors to elect officers shall be held within 30 days following the annual meeting of members.

ARTICLE V

Committees

5.6 The Architectural Control Committee shall consist of up to four (4) Directors who are elected by Association members to implement the Association's Architectural Control Guidelines, Rules, and Regulations. The ACC has the responsibility and authority to enforce the Guidelines, Rules, and Regulations in accordance with Paragraph III.B of the Guidelines, Rules, and Regulations. However, in the event an enforcement action involves the imposition of fines or legal action, the ACC shall obtain a majority approval from the Executive Committee prior to taking action. If the ACC or Executive Committee proposes to make any changes to the Guidelines, Rules, and Regulations (revised April 2005) notification shall be provided to all association members at least 15 days prior to the effective date of the changes.

CONSENT IN WRITING

The undersigned, being all of the Directors of the Belleview Acres Homeowners Association, a Colorado Nonprofit Corporation ("Corporation"), hereby adopt and ratify the following resolution:

RESOLVED, that Amendment 1 to the Bylaws of the Corporation attached hereto are hereby adopted, ratified, and approved as Amendment 1 to the Bylaws of the Corporation, and the officers of the Corporation shall insert Amendment 1 to the Bylaws in the minute book of the Corporation.

Nancy Ervin 3/20/08
Nancy Ervin, President date

Eileen Fox 3/20/08
Eileen Fox, Vice-President date

Madine Dame 3/20/08
Madine Dame, Treasurer date

Tim Shangraw 3/20/08
Tim Shangraw, Secretary date

Mike Neff 3/20/2008
Mike Neff, ACC Chairman date

Cindy Sawkins 3/20/08
Cindy Sawkins, ACC Director date

Chris Ervin 3/20/08
Chris Ervin, ACC Director date

John Winn 3.20.08
John Winn, ACC Director date