

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS
OF
OGDEN GARDENS HOMEOWNERS' ASSOCIATION, INC.**

This Unanimous Consent of Board of Directors of the Ogden Gardens Homeowners' Association, Inc. (this "**Consent**") is made as of January 29, 2015 by all persons currently serving on the Board of Directors of the Ogden Gardens Homeowners' Association, Inc. (the "**Association**").

RECITALS

- A. WHEREAS, Article IX, Section 9.1 of the Bylaws provides that the Bylaws may be amended at a meeting of the Executive Board only by vote of two-thirds of the members of the Executive Board, following notice to and opportunity to comment to all Owners, at any meeting of the Owners duly called for the purpose of providing such comment.
- B. WHEREAS, Article II, Section 2.11 of the Bylaws provides that if all the directors consent in writing to any action to be taken by the Association, that action is a valid corporate action as though it had been authorized at a meeting of the Executive Board. The Secretary will fill this consent with the minutes of the meetings of the Executive Board.
- C. WHEREAS, the Owners have had an opportunity to comment on the attached Amendment to the Bylaws at a meeting of the members held on January 29, 2015.

NOW, THEREFORE, BE IT RESOLVED, the Amendment to the Bylaws attached hereto as Exhibit A and incorporated herein is approved by the Executive Board.

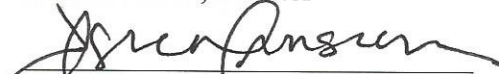
IN WITNESS WHEREOF, the undersigned, in their capacity as members of the Executive Board, have executed this Consent as of the date first set forth above



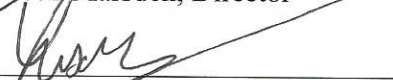
Brett Dolan, Director



Rachel Plencer, Director



Jason Marsden, Director



Lisa Czwornog, Director



Erin Larrabee, Director

EXHIBIT A
AMENDMENT TO BYLAWS

[Attached]

**AMENDMENT TO THE BYLAWS
OF
OGDEN GARDENS HOMEOWNERS' ASSOCIATION, INC.**

THIS AMENDMENT to the Bylaws of the Ogden Gardens Homeowners' Association, Inc. ("Bylaws") is made this 4th day of FEBRUARY, 2015.

RECITALS

The Ogden Garden Homeowners' Association, Inc., a Colorado nonprofit corporation ("Association"), certifies that:

- A. The Association desires to amend its Bylaws as outlined below.
- B. The provisions set forth in this Amendment supersede and replace the provisions set forth in the existing Bylaws.
- C. Pursuant to Article IX, Section 9.1 of the Bylaws, the Bylaws may be amended by a vote of 2/3 of the members of the Executive Board, following notice to and opportunity to comment of all Owners, at any meeting of the Owners duly called for the purpose of providing such comment.
- D. At least 2/3 of the members of the Executive Board have approved this amendment and Owners were given an opportunity for notice and comment as required by Article IX, Section 9.1 of the Bylaws.

NOW THEREFORE, the Bylaws of the Association are hereby amended as follows:

1. **Repeal and Restatement.** Article II, Section 2.1 of the Bylaws is amended by striking that section in its entirety and substituting the following:

2.1 Number, Qualification and Term of Office.

(a) The affairs of the Association will be governed by a board of directors (the "Executive Board") comprised of five directors. Only one Owner per Unit who is eligible to vote, current in payment of assessments and otherwise in good standing may be elected to or appointed to fill a vacancy on the Board. If through removal or resignation the number of Board members is less than five, the Board will be considered properly constituted until the vacancies are filled.

(b) The terms of the directors will be staggered. At the first election following the adoption of this Amendment to the Bylaws, three directors with the highest number of votes will be elected for a term of two years and two directors with the next highest number of votes will be elected for a term of one year. In the event of a tie vote, the directors shall determine among themselves which

directors will serve a two year term and which directors will serve a one year term. Upon expiration of the initial terms to establish staggered terms of directors, all directors will be elected to serve two year terms of office.

2. **No other amendments and ratification.** No other amendments are made to the Bylaws at this time.

IN WITNESS WHEREOF, the undersigned hereby certifies that after notice and an opportunity to comment by Owners, at least 2/3 of the members of the Executive Board approved this amendment to the Bylaws for Ogden Gardens Homeowners' Association, Inc. This amendment is effective upon adoption.

**OGDEN GARDENS HOMEOWNERS'
ASSOCIATION, INC.**, a Colorado nonprofit
corporation

By: 
Secretary