

# BYLAWS OF PROVENCE TOWNHOUSE ASSOCIATION (Not for Profit)

(Believed to be an accurate copy of the original Bylaws which are available with the Secretary of Provence Townhouse Association, and which original shall control in case of any variance.)

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These Bylaws have been adopted by the Board of Directors of Provence Townhouse Association, a corporation organized under the Colorado Nonprofit Corporation Act (Articles 20 to 29, Title 7, Colorado Revised Statutes, 1973). The purpose of the Association is to govern and administer on a non-profit basis the Townhouse project situated in the City and County of Denver, Colorado, known as Provence and to provide the services and conduct the activities required by the Declaration for Provence.

## ARTICLE I MEMBERS

**Section 1.1 Membership.** Ownership of a Townhouse is required in order to qualify for membership in this Association. An Owner of a Townhouse in Provence on becoming such an Owner shall automatically be a Member of this Association and be subject to these Bylaws. Such membership shall be appurtenant to the Townhouse and may not be transferred except in connection with the transfer of the Townhouse. The membership shall terminate without any formal Association action whenever the former Owner ceases to own a Townhouse, but such termination shall not relieve or release any such former Owner from any liability or obligation incurred under or in any way connected with this Association during the period of such ownership and membership in this Association, or impair any rights or remedies which the Association or its Board of Directors or others may have against such former Owner and Member arising out of or in any way connected with ownership and membership. No certificates of stock shall be issued by the Association, but it may, if it so elects, issue membership cards or certificates to Owners of Townhouses such cards or certificates to be surrendered on termination of ownership.

**Section 1.2 Voting Power.** The voting power of the Association shall be vested in the Members, one vote for each Townhouse. When the Owners of a Townhouse number more than one, the vote for that Townhouse shall be exercised by the Owners as they shall determine but may not be split.

**Section 1.3 Special Members.** In addition to its membership or memberships by virtue of its ownership of Townhouses Declarant Oxford Homes, Inc. shall be the Special Member to and including the date when it has sold and conveyed all of the Townhouses in Provence or December 31, 1986, whichever is earlier, unless it sooner surrenders its Special Membership.

**Section 1.4 Selection of Three Directors.** So long as there is a Special Member and thereafter until the next annual meeting of the Members the Association shall have three directors who need not be Members and who shall be appointed by the Special Member.

**Section 1.5 No Cumulative Voting.** Cumulative voting shall not be permitted in the election of directors or on any other matter.

**Section 1.6 Proxies.** A Member may vote in person or by written proxy bearing date of execution, filed with the secretary-treasurer at least twenty-four hours before the vote and revocable only on notice. A proxy for the vote of a Townhouse with more than one Owner must be signed by all Owners. A proxy shall expire eleven months after the date of its execution unless otherwise provided in the proxy.

**Section 1.7 Mortgagees as Proxies.** Owners may irrevocably constitute and appoint their First Mortgagee their true and lawful attorney and proxy to exercise their voting rights as Members. Such proxy shall become effective upon filing with the secretary-treasurer of the Association and shall remain in force until release of the First Mortgage or until surrendered by the First Mortgagee. Nothing herein contained shall be construed to relieve Owners, as mortgagors, of their duties and obligations as Owners or to impose upon the beneficiary of the encumbrance the duties and obligations of an Owner.

**Section 1.8 Quorum.** Holders of one-fifth (1/5) of the votes vested in the Members shall constitute a quorum. If a quorum is present in person or by proxy a majority of the votes entitled to be

cast by the Members present or represented by proxy shall be the act of the Members, except for action regarding amendment to the Articles of Incorporation, merger, consolidation or dissolution, on which matters a two-thirds majority of the total votes vested in the Members is required.

**Section 1.9 Proof of Membership.** On acquiring a Townhouse the Owner, whether one or more, shall deliver to and leave with the Association a photocopy or a certified copy of the recorded conveyance by which the Owner acquired the Townhouse, and until such copy is so delivered the new Owner may not exercise the privilege of membership in the Association and may not vote at any annual or special meeting of the Members.

## ARTICLE II MEETINGS OF MEMBERS

**Section 2.1 Annual Meeting.** The annual meeting of the Members shall be held on the first Monday in November of each year beginning with the year 1985, for election of directors and for the transaction of such other business as may come before the meeting and at which Members may express their views as to the proposed budget and assessments. If that day is a holiday, the meeting shall be held on the next succeeding business day.

**Section 2.2 Special Meetings.** Special meetings of the Members may be called by the president or by the Board of Directors or by Members holding one-fifth (1/5) of the voting power of the Association.

**Section 2.3 Place and Hour of Meetings.** Member's meetings shall be held at 7:30 o'clock P.M. at a location within ten miles of Provence, as selected by the Board of Directors or those calling the meeting.

**Section 2.4 Notice of Meetings.** Written notice of meetings of the Members, stating the place, time and purpose of the meeting, shall be given to each Member by the secretary-treasurer (or if the secretary-treasurer fails to act, by any officer) not less than twenty (20) nor more than fifty (50) days before the date of the meeting. Notice shall be sufficiently given if mailed to the address required by the Member by written instruction filed with the secretary-treasurer; in the absence of such instructions notice shall be sufficiently given if mailed or delivered to the Member's Townhouse. Notice of a special meeting shall state the business to be transacted at the meeting.

**Section 2.5 Adjourned Meetings.** Those Members represented in person or by proxy at any meeting at which there is less than a quorum present may by majority vote adjourn the meeting from time to time until a quorum is obtained.

**Section 2.6 Order of Business.** At meetings of the Members the order of business shall be:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading of minutes.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors, if applicable.
- (g) Unfinished business.
- (h) New business.

**Section 2.7 Parliamentary Rules.** Roberts Rules of Order (latest edition) shall govern the conduct of proceedings at Association meetings.

## ARTICLE III DIRECTORS

**Section 3.1 Directors.** Subject to Section 1.4 the Association shall have five (5) directors who shall be Members of the Association and shall be elected at the annual meeting of the Members. The terms of the directors shall expire annually at the date for the annual meeting of the Members next following their election as directors.

**Section 3.2 Holding Over, Vacancies.** A director shall continue in office after the expiration of his term, until his removal or until his successor is elected. If a director resigns, is deceased or is removed, the remaining directors, although less than a quorum, may by majority vote fill the resulting vacancy for the period until the next annual meeting of the Members.

**Section 3.3 Meetings of the Board of Directors.** A regular annual meeting of the Board of Directors shall be held without call or notice immediately following the annual meeting of the Members and at the same place. Special meetings of the Board of Directors may be held at any time at any Townhouse or at any other place agreeable to the directors. Special meetings may be called by the president, or by two or more directors. At least three (3) calendar day's prior notice of the time and place of a special meeting shall be given to each director by telephone or telegraph or by leaving notice with the director or at the director's Townhouse. Notices need not state the purposes of the meeting. No notice of any adjourned meeting of the directors shall be required.

**Section 3.4 Quorum.** A majority of the directors constitutes a quorum. If there is a quorum at the beginning of a meeting the act of a majority of the directors present at the meeting shall be the act of the directors.

**Section 3.5 Powers of the Board.** The Board of Directors shall manage and exercise general supervision over the affairs of the Association. The Board of Directors has full authority to take action on any matter with respect to which the Declaration, the Articles of Incorporation or the Statutes of Colorado do not call for authorization or consent of the Members.

**Section 3.6 Personnel, Manager and Managing Agent.** The Association may designate and remove personnel necessary for the operation, maintenance, repair and replacement of the Common Property and for the maintenance and repair of the exterior of the Townhouses in Provence and the maintenance and administration of the Easement Area in Provence. The Board of Directors may engage the services of a manager or a managing agent or both and may delegate to the manager or the managing agent any or all of the powers and duties granted to the Board of Directors or to an officer except the Board of Directors' responsibilities to exercise a general supervision over the affairs of the Association and the power to make assessments. Directors and officers shall not be liable for the failure of a manager or managing agent or other delegate properly to exercise or to discharge any delegated duty.

**Section 3.7 Rules, Regulations and Charges.** The Board of Directors may by resolution establish and amend rules and regulations for use and enjoyment of the Common Property, the Townhouses and Association property including but not limited to provisions calculated to prevent unreasonable interference with enjoyment by others, provisions limiting guest use of the Common Property and provisions for charges to Members for use of facilities, which rules, regulations and amendments shall be effective upon delivery of a copy to each of the dwellings in Provence.

**Section 3.8 Penalties for Infractions.** The rules and regulations established by the Board of Directors may provide for the suspension of rights of Membership and rights of use of the Common Property while assessments remain delinquent or while Members or residents are in violation of the Declaration for Provence, these Bylaws or the Association's rules or regulations.

**Section 3.9 Executive Committee.** The Board of Directors may designate an Executive Committee which shall consist of two directors. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Association. The Executive Committee shall keep Minutes and shall submit the Minutes to the next meeting of the Board of Directors and approval denied. The Executive Committee shall establish its own rules for notice and holding of meetings.

**Section 3.10 Borrowing Powers.** Authorization of the Association to borrow funds and the propriety of such borrowing shall be conclusively established by resolution duly adopted by the Board of Directors. The Board of Directors shall designate the officers of the Association who are to execute the notes, Mortgages and other instruments evidencing or securing the Association's indebtedness.

**Section 3.11 Removal of Directors.** Directors may be removed by vote of the Members as provided in the Colorado Nonprofit Corporation Act.

#### ARTICLE IV OFFICERS

**Section 4.1 The Officers.** The officers of the Association shall be a president, a vice-president and a secretary-treasurer, all of whom shall be elected from the Board of Directors. The Board of Directors may also appoint an assistant to the secretary-treasurer.

**Section 4.2 President.** The president shall preside over meetings of the Board of Directors and of the Members. The president shall have general supervision over the officers, employees and agents of the Association. He is empowered to sign deeds, conveyances and reports. He shall perform all other acts incident to the office of president or that may be required of him by any Bylaw or by the Board of Directors. He may delegate and sub-delegate his management functions as from time to time to him seems appropriate.

**Section 4.3 Vice-President.** The vice-president shall have the power and may perform the duties of the president in his absence or disability, shall assist the president and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

**Section 4.4 Secretary and Treasurer.** The offices of secretary and of treasurer shall be held by the same person who shall perform the duties of both and may style himself secretary, treasurer, or secretary-treasurer. He may not hold the office of president or vice-president. The secretary-treasurer shall keep the minutes of meetings of the Board of Directors and of the Members, shall give notice of meetings of the Members, shall be custodian of the corporate seal, shall attest the corporate seal, and shall perform all duties incident to the office of secretary-treasurer and as prescribed by the Board of Directors. The secretary-treasurer shall keep the financial records and books of account and may act through such delegates as he selects including but not limited to any manager or managing agent designated by the Board of Directors. The assistant secretary-treasurer shall act for and assist the secretary-treasurer as directed by the Board of Directors.

**Section 4.5 Election and Removal of Officers.** The Board of Directors shall elect the officers at the regular annual meeting of the Board of Directors or at a special meeting if the regular annual meeting is omitted. The Board of Directors may remove an officer and may fill a vacancy caused by the resignation or removal of an officer.

**Section 4.6 Holding Over.** An officer shall continue in office after the expiration of his term until his successor is elected or until his removal.

#### ARTICLE V ACTION BY MEMBERS, DIRECTORS OR OFFICERS

**Section 5.1 Action Without a Meeting.** Any action which may be taken at a meeting of the Members or of the directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Members or all of the directors entitled to vote with respect to the subject matter of the action.

**Section 5.2 Waiver of Notice.** A waiver of notice in writing signed by the person entitled to the notice whether before or after the time stated in the notice shall be equivalent to the giving of the notice. Attendance at a meeting shall constitute waiver of notice.

unless solely for the express purpose of objecting to the transaction of business because the meeting is not properly called or convened.

Section 5.3 **Resignation.** A director or an officer may resign his office by written resignation which shall become effective without acceptance upon delivery to any officer of the Association.

## ARTICLE VI RECORDS AND ACCOUNTS

Section 6.1 **Receipts and Expenditures.** The Board of Directors or its delegate shall keep detailed, accurate records of receipts and expenditures affecting the Common Property, exterior maintenance and other operations of the Association, and of its assets, budgets, accounts, reserves and financial condition.

Section 6.2 **Inspection of Records of Receipts and Expenditures.** Members and those First Mortgagees who have filed with the Association notice of their interest may inspect at convenient weekday business hours the records described in Section 6.1.

Section 6.3 **Statement of Accounts.** Upon payment of a reasonable fee sufficient to compensate for the work involved and the risk assumed and on ten (10) days' notice to the Board of Directors or its delegate, a Townhouse Owner or his First Mortgagee shall be furnished a statement of the Member's account setting forth the amount of any unpaid assessments or other charges due and owing from such Townhouse Owner and the amount and due date of the current monthly payment on the annual assessment.

Section 6.4 **Other Accounts and Records.** The Association shall keep a record of the names and addresses of the Members entitled to vote and shall keep complete books and records of all accounts and Minutes of the proceedings of its Members, Board of Directors and Executive Committee and all annual and special assessments, all of which may be inspected by any Member for any proper purpose at any reasonable time.

Section 6.5 **Mortgagees.** The Association shall maintain a record of each First Mortgagee of any Townhouse who has filed with the Association a notice of its lien and the name and address of the First Mortgagee.

Section 6.6 **Annual Financial Statement.** The Association shall provide each Member annually a statement in reasonable detail of the Association's receipts and disbursements since the last statement, and its cash, bank accounts and indebtedness as of the date of the statement.

## ARTICLE VII ASSOCIATION ACTIVITIES

Section 7.1 **Services.** The Association will through its manager, managing agent, employees or contractors provide the services and conduct the activities required by the Declaration for Provence; will provide for the care, operation, management, improvement, maintenance, repair, and replacement of the Common Property and maintenance, repair and replacement of the exterior of the Townhouses in Provence and the maintenance and administration of the Easement Area in Provence. The Association will also procure hazard and other insurance as provided in the Declaration for Provence and such other insurance as the Association decides from time to time is advisable. The Association will, as the Board of Directors from time to time decides, provide landscaping, trash or snow removal and similar or dissimilar services and perform other functions.

Section 7.2 **Cooperation With Other Areas.** The Association may enter into cooperative arrangements for provision of services to two or more areas, including Provence, and assume responsibility for that part of the cost fairly attributable to Provence.

Section 7.3 **Limitation on Expenses.** After dwellings have been constructed on each Lot in Provence no project which will increase the annual budget by more than fifty (50%) percent shall be undertaken without prior approval of the Board of Directors, except for restoration and replacement required by the Declaration in case of damage to or destruction of a building.

Section 7.4 **Source of Funds.** The Association shall obtain the funds required for its activities by assessments against the Townhouses and their Owners, from charges made by the Association, and from any cash flow or return from property owned by the Association.

Section 7.5 **Additions.** The Association shall not provide any additional major recreational facilities and shall not undertake any additions to the Common Property until expressly authorized by a vote of the Members.

## ARTICLE VIII BUDGET AND ASSESSMENTS

Section 8.1 **Preparation of Budget.** At least one (1) month before the annual meeting of the Members the Board of Directors or the officers shall cause to be prepared and mailed to each Member at his Townhouse a proposed budget of anticipated financial requirements, reserves, expenses and other expenditures of the Association for the coming calendar year and the annual assessments proposed to be made with respect to each Townhouse. The amounts of the various items of expenditure may be estimated from the costs already incurred by the Association and those incurred by Declarant in Provence and in comparable projects, and from available information and forecasts of future costs and needs.

Section 8.2 **Adoption of Budget; Assessments.** At the organization meeting and at the first meeting of the directors following the regular date for the Member's annual meeting the Board of Directors shall adopt a budget and within the limit set by the Declaration for Provence shall fix the amount of the annual assessments for the coming year for each Townhouse and its Owner. Annual assessments shall be payable in advance monthly or at other intervals as set by the Board of Directors.

Section 8.3 **Delay in Preparation of Notice of Budget.** If the Board of Directors fails timely to prepare or to give notice of a proposed budget the Board of Directors shall nevertheless provide Members opportunity to express their views at a meeting of Members and otherwise proceed as provided in these Bylaws but at a later date and the annual assessments as fixed by the Board of Directors shall be valid the same as if all procedures had been timely.

Section 8.4 **Special Assessments.** The Board of Directors may adjust the annual assessment as it deems advisable from time to time. The Board of Directors may levy special assessments as necessary for maintenance and repair of the exterior of the Townhouses. The Board of Directors shall by special assessment charge the owners of destroyed or damaged Townhouses the cost of restoration and repair not covered by insurance. The Board of Directors may also levy special assessments whenever the Board of Directors deems advisable to meet increased costs, to provide the maintenance and other work or outlays required of the Association, or to remove or prevent a deficit. Special assessments shall be payable in advance in one sum or in installments as the Board of Directors determines but not sooner than thirty (30) days after the first billing.

Section 8.5 **Apportionment of Assessments to the Owners and Townhouses.** Expenditures and financial requirements shall be prorated and assessed equally among all Townhouses and their Owners except as the Board of Directors determines that because of unusual circumstances (such as but not limited to uninsured cost of restoring a destroyed or damaged Townhouse) another basis is required in order to avoid obvious and extreme injustice.

**Section 8.6 Notice to Members of Budget and Assessments.** The Association shall give the Members notice of each budget and of each assessment, annual or special, promptly after it has been adopted or fixed by the Board of Directors. Assessments shall not be abated, reduced or subject to offset on account of any actual or claimed breach of duty by the Association.

**Section 8.7 Billing.** The Association will cause each Member to be sent a statement of his assessments, fees and charges. Overdue assessments, fees and charges shall incur late charges as set by the Association and shall bear interest at the rate fixed by the Association, not exceeding eighteen (18%) percent per annum.

**Section 8.8 Omitted Annual Assessments.** If the Board of Directors fails to fix the amount of the annual assessment for any calendar year, the assessments in effect for the preceding calendar year shall continue in effect until the Board of Directors acts to fix the assessments.

#### **ARTICLE IX PROTECTIVE COVENANTS**

**Section 9.1** The Association is one of those having the right of enforcement of the protective covenants and other provisions of the Declaration. The Association's expenses of such enforcement are a proper item for annual or special assessments.

#### **ARTICLE X PROTECTION AND RESTRICTION OF OFFICERS AND DIRECTORS**

**Section 10.1 Officers and Agents Excused from Liability.** The Association, the Board of Directors, the directors and officers of the Association, the Members and the agents of each of them, shall not be liable to the Owners or to any party whatsoever for any mistake of judgement or for any acts or omissions of any nature whatsoever as such Association, Board of Directors, directors, officers, Members or agents except for any act or omission found by a court to constitute gross negligence or willful misconduct. The Association shall indemnify and hold harmless the Board of Directors, each of the directors, officers, Members and agents and their respective heirs, executors, administrators, successors and assigns in accordance with the provisions of these Bylaws.

**Section 10.2 Indemnity.** The Association shall indemnify any director or officer against liability and expenses (including attorney's fees) actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Association may also reimburse to any director or officer the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the directors not involved in the controversy (whether or not a quorum) that it was to the interest of the Association that such settlement be made and that such director or officer was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any Bylaws, agreement, vote of Members or otherwise. The Board of Directors may provide errors and omissions insurance for its officers, directors and agents.

**Section 10.3 Conflicts of Interest.** An officer or director may act for the Association although he is associated with or interested in another party which is involved in the transaction provided only that he has disclosed that interest to the Association and no other officer or director has made known any objection. Contracts and other transactions of the Association with Oxford Homes, Inc., The Cumberland Companies, Inc. or any organization controlled by the same interests shall be valid for all purposes although all or some of the officers or directors acting for the Association are also officers, directors or other agents of one or more of said corporations and organizations or are also acting for one or more of them.

**Section 10.4 Loans.** The Association shall not make any loan to any of its directors or officers.

**Section 10.5 Compensation.** The Association shall not pay any compensation to the officers or the directors for their services as such, but may pay reasonable compensation for services rendered the Association in another capacity.

**Section 10.6 Fidelity Bonds.** The Board of Directors may require fidelity bonds from any officer, employee or agent who handles funds of the Association.

#### **ARTICLE XI FISCAL YEAR**

**Section 11.1** The Association's fiscal year shall be the calendar year.

#### **ARTICLE XII CORPORATE SEAL**

**Section 12.1** The Association shall have a corporate seal which shall be circular in form and shall contain the name of the corporation and the words "Corporate Seal" and "Colorado."

#### **ARTICLE XIII DEFINITIONS**

**Section 13.1** Capitalized terms in these Bylaws have the same meaning as in the Declaration for Provence.

#### **ARTICLE XIV AMENDMENT**

**Section 14.1** These Bylaws may be changed, amended or repealed by vote of the Board of Directors.

APPROVED:

/s/ Kenneth V. Dixon, Jr.

/s/ J.W. Skinner

/s/ Diane T. Daly

INITIAL DIRECTORS OF PROVENCE  
TOWNHOUSE ASSOCIATION

**SECOND AMENDMENT TO THE BYLAWS OF  
PROVENCE TOWNHOUSE ASSOCIATION, INC.**

WHEREAS, The Board of Directors desires to provide improved continuity of the Board;

WHEREAS, it is stated in The ByLaws of the Provence Townhouse Association, Inc., ARTICLE III, DIRECTORS, Section 3.1. Directors. "Subject to Section 1.4 the Association shall have five (5) directors who shall be Members of the Association and shall be elected at the annual meeting of the Members. The terms of the directors shall expire annually at the date for the annual meeting of the Members next following their election as directors.";

BE IT RESOLVED THAT, ARTICLE III, DIRECTORS, Section 3.1. shall be amended to read: "Directors. "Subject to Section 1.4 the Association shall have five (5) directors who shall be Members of the Association. The term of each director's service shall be three years, commencing on the date of the members' annual meeting at which the director was elected and each director shall hold office until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided. The election of directors shall be staggered so that two (2) directors are elected during one fiscal year, two (2) directors are elected in the following fiscal year, and one (1) director is elected in the subsequent fiscal year."

WHEREAS, it is stated in The ByLaws of the Provence Townhouse Association, Inc., ARTICLE III, DIRECTORS, Section 3.2 Holding Over, Vacancies. "A director shall continue in office after the expiration of his term, until his removal or until his successor is elected. If a director resigns, is deceased or is removed, the remaining directors, although less than a quorum, may by majority vote fill the resulting vacancy for the period until the next annual meeting of the members."

BE IT RESOLVED THAT, ARTICLE III, DIRECTORS, Section 3.1. shall be amended to read: Holding Over, Vacancies. "A director shall continue in office after the expiration of his term, until his removal or until his successor is elected. If a director resigns, is deceased or is removed, the remaining directors, although less than a quorum, may by majority vote fill the resulting vacancy for the period remaining in that director's term."

PURSUANT to Article XIV AMENDMENT of the Bylaws, the undersigned, being the President of the Board of Directors of Provence Townhouse Association, Inc. certifies that that the amendment was adopted by a majority of the Board of Directors at a duly called and held meeting of the Board of Directors on March 6, 2007.

PROVENCE TOWNHOUSE ASSOCIATION, INC.

By: Ellen Schiff  
Ellen Schiff, President

Dated this 6<sup>th</sup> day of March 2007.

**RESOLUTION OF THE  
PROVENCE TOWNHOUSE ASSOCIATION, INC.**

**SUBJECT:** Adoption of the Second Amendment to the Bylaws of the Provence Townhouse Association, Inc. to extend the terms of the directors and the term of unexpired directors positions.

**AUTHORITY:** The Declaration of Covenants, Conditions and Restrictions and the Bylaws of the Provence Townhouse Association, Inc., Denver County, Colorado and Colorado law.

**EFFECTIVE  
DATE:** March 6, 2007

**RESOLUTIONS:**

**1. Bylaws Amendment**

The Association hereby adopts and incorporates the Second Amendment to the Amended Bylaws of Provence Townhouse Association, Inc.

**2. Extending Current Terms of Directors**

To preserve the continuity of the Board of Directors and to transition into the new three-year terms for directors, the current directors' terms are extended to staggered terms as follows:

| <u>Director's Name</u> | <u>Term Expiration</u> | <u>Extended Termination Date</u> |
|------------------------|------------------------|----------------------------------|
| 1. Bob Case            | 2007                   | 2010                             |
| 2. Pam Fey             | 2007                   | 2009                             |
| 3. Tisha Kyner         | 2007                   | 2010                             |
| 4. Ellen Schiff        | 2007                   | 2008                             |
| 5. Ron Smookler        | 2007                   | 2009                             |

**3. Modifying Terms of Directors Vacancies**

**BOARD OF  
DIRECTORS'**

**CERTIFICATION:** The undersigned, being the President of the Board of Directors of the Provence Townhouse Association, Inc. a Colorado non-profit corporation, certifies that the foregoing Resolution was adopted by the Board of Directors of the Association, at a duly called and held meeting of the Board of Directors on March 6, 2007, and in witness thereof, the undersigned has subscribed his/her name.

PROVENCE TOWNHOUSE ASSOCIATION, INC.

By: Ellen Schiff  
President, Ellen Schiff