

**LIMITED AMENDMENT
TO THE
BYLAWS OF
THE VISTAS AT NOR'WOOD TOWNHOME ASSOCIATION, INC.**

THIS AMENDMENT is made this 4th day of December, 2014.

RECITALS

The Vistas at Nor'Wood Townhome Association, Inc., a Colorado nonprofit corporation ("Association"), certifies that:

The Association desires to amend its Bylaws currently in effect as follows.

The provisions set forth in this Amendment supersede and replace the applicable provisions set forth in the existing Bylaws.

Pursuant to Article XIV of the existing Bylaws, the Bylaws may be amended by a vote of a majority of the votes of a quorum of Members present in person or by proxy, at a regular or special meeting of the Members.

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

I. Amendments. The Bylaws are hereby amended as follows:

(a) **Repeal and Restatement**. Article IV, Paragraph 1 is hereby repealed in its entirety and the following Article IV, Paragraph 1 is substituted:

1. Number. The affairs of this Association shall be managed by a Board of Directors of five directors. The terms of the directors shall be staggered, with the terms of three directors expiring at the annual meetings held in even years and the terms of two directors expiring at the annual meetings held in odd years. The number of directors may be increased to greater than five directors by a duly adopted written resolution of the Board of Directors; provided, however, staggered terms of directors shall be preserved. In the case where through removal or resignation, the total number of directors is less than five, the Board will be considered properly constituted until such vacancies are filled. No Member who is not also the Owner of one or more Lots may serve on the Board of Directors. Any Member who is six months or more delinquent in payment of Association assessments levied against the Member's Lot shall not be qualified to serve on the Board of Directors.

II. No Other Amendments. Except as amended by the terms of this Amendment, the Bylaws shall remain in full force and effect.

By signature below, the Secretary of the Board certifies that at least a majority of quorum of Members voting in person or by proxy at a meeting at which a quorum was present, voted in favor of this Limited Bylaws Amendment.

IN WITNESS WHEREOF, this Amendment is executed by the undersigned.

**THE VISTAS AT NOR'WOOD TOWNHOME
ASSOCIATION, INC.,**
a Colorado nonprofit corporation

By:


Secretary