

SECOND AMENDMENT

BYLAWS OF COURTYARD AT KISSING CAMELS ESTATES HOMEOWNERS ASSOCIATION, INC.

THIS SECOND AMENDMENT of and to the BYLAWS OF COURTYARD AT KISSING CAMELS ESTATES HOMEOWNERS ASSOCIATION, INC. is approved by the Directors of **COURTYARD AT KISSING CAMELS ESTATES HOMEOWNERS ASSOCIATION, INC.**, a Colorado nonprofit corporation, after considering the following facts:

A. The Board of Directors is empowered to govern the affairs of the Association pursuant to Article 7, Sections 7.1 and 7.2 of the Declaration of Covenants, Conditions, Restrictions and Easements of Courtyard at Kissing Camels Estates Homeowners Association, Inc. and Article 7, Section 7.1 of the Bylaws of Courtyard at Kissing Camels Estates Homeowners Association, Inc as well as the power and authority to amend said Bylaws pursuant to Article 17;

B. The Board has determined that due to the relatively small number of Directors on the Board, it is impractical to have one (1) Board member on each Committee, and the Board desires to eliminate the burdensome requirement set forth in Amendment Number One that each committee of the Board consist of one (1) or more directors; and

C. The Board believes that it has put in place other methods of oversight of the work delegated to its committees such that required membership by Board members on each committee is no longer necessary.

THEREFORE, IT IS RESOLVED that Section 7.2, is amended and restated in its entirety, to read, as follows:

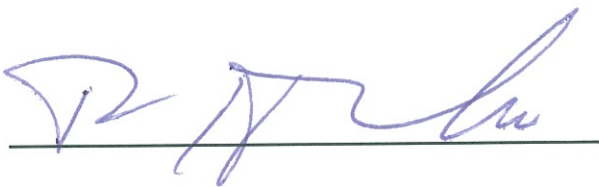
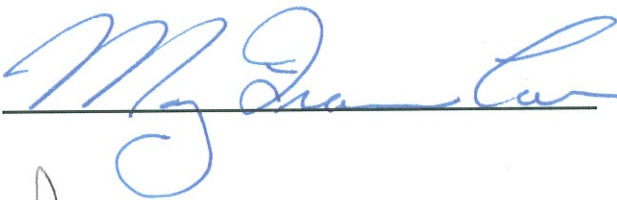

Section 7.2 Delegation: Committees. The Board of Directors may delegate any of its powers or duties, and/or any of the powers or duties of the Association, to the Kissing Camels Property Owners Association and/or to a managing agent; provided, however, such delegation shall in no way relieve the Association or the Board of Directors of any of its responsibilities under the Declaration, the Articles of Incorporation, these Bylaws or imposed by law. In addition, the Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an executive committee, architectural control committee and/or one or more other committees as deemed appropriate by the Board in carrying out its duties and functions. Each such committee, to the extent provided in the authorizing resolution or in the Association's Articles of Incorporation or in these Bylaws, shall have all the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to: (i) amending, altering or repealing these Bylaws; (i) electing, appointing or removing any member of any such committee or any officer or director of the Association; (Hi) amending or restating the Association's Articles of Incorporation; (iv) adopting a plan of merger or adopting a plan of consolidation with another corporation; (v) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and

assets of the Association; (vi) authorizing the voluntary dissolution of the Association or revoking proceedings therefor; (vii) adopting a plan for the distribution of the assets of the Association; or (viii) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him by law.

IT IS FURTHER RESOLVED that this amendment shall remain in effect until further amended by the Board of Directors, and that this policy shall take effect as of its approval and ratification by the Board.

APPROVED THIS 18th day of November, 2010.

DIRECTORS

<u>James W. Powers</u>	<u></u>
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<u>Ronald A. Wilson</u>	