

**BYLAWS
OF
HILLSIDE COTTAGES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE 1. NAME AND LOCATION

These are the Bylaws of Hillside Cottages Homeowners Association, Inc., a Colorado nonprofit corporation ("**Association**"). The principal office of the Association shall be 5690 Webster St., Arvada, CO 80002, but meetings of Members and Directors may be held at such places as may from time to time be designated by the Board of Directors of the Association ("**Board**").

ARTICLE 2. PURPOSE

The purpose of the Association is to protect the value and desirability of the common interest community (the "**Community**"), to govern the Community, exercise the rights, power and authority, and fulfill the duties of the Association, as provided in that certain Declaration of Hillside Cottages, and all amendments, clarifications and supplements thereto, recorded or to be recorded in the office of the Clerk and Recorder of Jefferson County, Colorado ("**Declaration**") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined), and those certain Articles of Incorporation of Hillside Cottages Homeowners Association, Inc., and any amendments thereto, filed in the office of the Secretary of State of the State of Colorado ("**Articles of Incorporation**"). All present and future Owners, tenants, occupants, and any other natural person or other business entity (a "**Person**") who may use any Lot, Residence, the Common Elements, or any portion thereof, or any facilities or appurtenances thereto or thereon, in any manner, shall be subject in all respects to the covenants, conditions, restrictions, reservations, easements, regulations, and all other terms and provisions set forth in the Declaration, Articles of Incorporation and these Bylaws. The mere acquisition, rental or occupancy of any Lot, or any portion thereof, shall signify that all terms and provisions of the Declaration, Articles of Incorporation and these Bylaws are accepted, ratified and shall be complied with.

ARTICLE 3. MEETINGS OF MEMBERS

Section 3.1. Annual Meetings. The first annual meeting of the Members shall be held within twelve (12) months from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on such date, at such time and location (within the State of Colorado), as may be designated by the Board of Directors from time to time. At each annual meeting, the Members shall elect directors to fill vacancies and conduct such other business as may properly come before the meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors or by Owners having at least twenty percent (20%) of the votes of the Association. No business except that stated in the notice of special meeting shall be transacted at a special meeting, except by consent of seventy-five percent (75%) of the votes present, either in person or by proxy.

Section 3.3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary of the Association or Person authorized to call the meeting. Not less than ten (10) nor more than fifty (50) days in advance of such meeting, the Person giving such notice shall cause notice of the meeting to be hand delivered or sent prepaid by United States first class mail to the mailing address of each Residence or to any other mailing address designated in writing by an Owner. The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration or Bylaws, any budget changes, and any proposal to remove an officer or director.

Section 3.4. Quorum and Voting Requirements.

3.4.1. A quorum is deemed present throughout any meeting of the Association if Persons entitled to cast twenty percent (20%) of the votes which may be cast on a matter are present, in person or by proxy, at the beginning of the meeting. If the required quorum is not present, another meeting may be called subject to the same notice and quorum requirements. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

3.4.2. Unless otherwise specifically provided by the Declaration, the Articles of Incorporation, these Bylaws or by statute, action on all matters, except election of the Board of Directors, coming before a meeting of Members at which a proper quorum is in attendance, in person or by proxy, is approved if the votes cast favoring such action exceed the votes cast opposing such action.

Section 3.5. Proxies.

3.5.1. If only one (1) of the multiple Owners of a Unit is present at a meeting of the Association, such Owner is entitled to cast the votes allocated to that Unit. If more than one of the multiple Owners of a Unit are present, the votes allocated to that Unit may be cast only in accordance with the agreement of a majority in interest of the Owners, unless the Declaration expressly provides otherwise. There is majority agreement if any one of the multiple Owners casts the votes allocated to that Unit without protest being made promptly to the Person presiding over the meeting by any of the other Owners of the Unit.

3.5.2. The votes allocated to a Unit may be cast pursuant to a proxy duly executed by an Owner. If a Unit is owned by more than one Person, any Owner of such Unit may register protest to the casting of a vote by any other Owner of such Unit through a duly executed proxy; but each Unit shall only have the number of votes allocated to it, as provided in the Declaration. An Owner may not revoke a proxy given pursuant to this Section except by actual notice of revocation to the Person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven (11) months after its date unless it provides otherwise.

Section 3.6. Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the Association delivers (by mail or otherwise) a written ballot to every Member entitled to vote on the matter

which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for vote by written ballot must be accompanied by written information sufficient to permit a Member to reach an informed decision on the matter and must specify:

3.6.1. the number of responses needed to meet the quorum requirements;

3.6.2. the percentage of approvals necessary to approve each matter other than election of the directors; and

3.6.3. the time by which a ballot must be received in order to be counted.

ARTICLE 4. BOARD OF DIRECTORS - SELECTION - TERM OF OFFICE

Section 4.1. Number. The affairs of this Association shall be managed by a Board of Directors of five (5) directors. Directors shall be Members and in the case of any Members who are not natural persons, may include the officers, directors, partners, members, employees, or authorized agents of each such Member. Notwithstanding the foregoing, the number of directors may be changed from time to time by a vote of the Board of Directors; provided, however that, except as provided above, the number of directors may not be greater than nine (9) nor less than five (5).

Section 4.2. Power to Appoint or Elect. During the Period of Declarant Control, the Declarant shall have the power to appoint the directors as more fully described in the Declaration. Subject to the Declarant's right to appoint, the Members shall elect the directors.

Section 4.3. Term of Office.

4.3.1. Any director appointed by the Declarant during the Period of Declarant Control shall serve for a term of one (1) year, unless such director's successor is elected or appointed sooner in accordance with Section 5.8 of the Declaration.

4.3.2. Within one-hundred eighty (180) days of the expiration of the Development Period, a meeting of the Members shall be held at which the Members shall elect the directors which directors shall serve until the next annual meeting of the Members. These directors shall serve until the next annual meeting of the Members.

4.3.3. At the first annual meeting of the Members after the expiration of the Development Period, the Members shall elect two (2) directors to each serve for a term of one (1) year and three (3) directors to each serve for a term of (2) years, and at each annual meeting thereafter the Members shall elect the same number of directors as there are directors whose terms expire at the time of such election, to each serve for a term of two (2) years.

4.3.4 Notwithstanding anything contained in the Sections 4.3.1 through 4.3.3 above, any director may at any time resign, be removed (subject to Section 4.4 of these Bylaws), or otherwise be disqualified to serve.

Section 4.4. Removal. The Members, by a vote of sixty-seven percent (67%) of the Association votes cast by Members present in person or by proxy at any meeting of the Owners at which a quorum is present, may remove any director with or without cause, other than a director appointed by the Declarant. Declarant may at any time remove, and appoint the successor of, any director who was appointed by the Declarant. In the event of death, resignation or removal of a director, his or her successor shall be selected by a majority of the remaining directors, whether or not such remaining directors constitute a quorum, and shall serve for the unexpired term of the director being replaced; provided, however, that the Declarant may appoint the successor of any director who served in such capacity as a result of being appointed by the Declarant.

Section 4.5. Compensation. No director shall receive compensation for any service rendered to the Association as a director. However any director may be reimbursed for actual expenses incurred in the performance of the director's duties.

ARTICLE 5. NOMINATION AND ELECTION OF DIRECTORS

Section 5.1. Nomination. Nomination for election to the Board of Directors may be made by a nominating committee if such a committee is appointed, from time to time, by the Board of Directors. Nominations may also be made from the floor at any Member meeting.

Section 5.2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Cumulative voting is not permitted. Unless otherwise specifically provided by the Declaration, the Articles of Incorporation, these Bylaws, or by statute, the election of the Board of Directors at a meetings of the Members at which a proper quorum is in attendance, in person or by proxy, shall be decided as follows:

5.2.1. When only one (1) director is being voted upon, the affirmative vote of a majority of the Members constituting a quorum at the meeting of the Members at which the election occurs shall be required for election to the Board of Directors. If multiple persons are running for one (1) directorship and no one receives a majority of the votes, then another election shall be held at which the two (2) persons running for such directorship who received the most votes in the prior election shall be voted upon and the person receiving a majority of the affirmative votes cast by Members shall be elected.

5.2.2. When multiple directors are being elected, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the Board of Directors, provided that each Lot which has a right to vote at such election shall have the right to vote for each director vacancy.

ARTICLE 6. MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less often than quarterly, without notice, at such place and hour as may be fixed from time to time by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) business days' notice to each director.

Section 6.3. Open Meetings. All meetings of the Board of Directors shall be open to all Owners, provided, however, that certain matters, such as discussion of legal strategy with the Association's legal counsel may be held in an executive session, which is not open to the Owners. No action may be taken during an executive session.

Section 6.4. Quorum; Actions of Board of Directors. A quorum at any meeting of the Board of Directors is present if directors entitled to cast fifty percent (50%) of the votes on the Board of Directors are present. Every act or decision done or made by a majority of a quorum of the directors present, in person or by proxy granted to another director (as more specifically set forth below), at a duly held meeting shall be regarded as the act of the Board of Directors.

Section 6.5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting if each and every director in writing ("**Written Vote(s)**") does either of the following: (i) Votes for such action; or (ii) Votes against such action or abstains from voting; and waives the right to demand that a meeting be held.

Action under this Section is valid only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. For any action taken under this Section to be effective, the Association must receive the Written Votes, signed and not revoked. Written Votes may be received by the Association by facsimile or email. Handwritten signatures are not required on such consents so long as the written consent reasonably evidences the author and source of the consent. A director may revoke such director's Written Vote by a writing signed and dated describing the action and stating that the director's prior vote is revoked ("**Revocation**") if such Revocation is received by the Association before the last Written Vote necessary to effect the action is received by the Association. The Association shall keep the Written Votes and any Revocations with the minutes of the meetings of the Board of Directors.

Section 6.6. Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section and in Section 6.5 hereof, directors may not vote or otherwise act by proxy.

ARTICLE 7. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. Limitation on Powers and Duties. The powers and duties of the Board of Directors are subject to the Declaration. The Board of Directors may not act on behalf of the Association to amend the Declaration, to terminate the Community, or to elect directors or determine the qualifications, powers and duties, or terms of office of directors, but the Board of Directors may fill vacancies in its membership for the unexpired portion of any term.

Section 7.2. Powers. The Board of Directors shall have all powers necessary or desirable to effectuate the purposes set forth in these Bylaws, the Declarations, the Articles of Incorporation, and in Colorado law. The Board of Directors may do and perform any and all acts that are necessary or desirable to carry out its powers and duties, except as may be limited, denied or prohibited by these Bylaws, the Declarations, the Articles of Incorporation, or Colorado law. Such power and duties include, but are not limited to, the following:

7.2.1. Adopt and publish rules and regulations governing the use of the Lots, the Common Elements, the Community, any property which is visible from any Lot, or any portion thereof, and any facilities thereon and the personal conduct of the Members, their guests and other Persons thereon, and to establish penalties for the infraction thereof;

7.2.2. Suspend the voting rights of any Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of these Bylaws or published Association rules and regulations;

7.2.3. Acquire, hold, encumber, and convey, in the Association's name, any right, title, or interest to real estate or personal property;

7.2.4. Enter into, make, perform or enforce contracts, licenses, leases and agreements of every kind and description;

7.2.5. Grant or obtain easements, licenses or permits for any period of time, including permanent easements, and grant leases, licenses and concessions for no more than one year, through or over the Common Elements

7.2.6. Establish bank accounts on behalf of the Association;

7.2.7. Borrow money on behalf of the Association, but new borrowing of funds that in the aggregate exceed twenty-five percent (25%) of the total expenses in the current approved annual operating budget must be approved in advance by a majority vote of the Owners except that in the event of an emergency that does not allow sufficient time for an Owner vote, the Board of Directors may borrow such funds exceeding such amount;

7.2.8. Provide for direct payment of assessments to the Association from Owners' checking, credit or other accounts;

7.2.9. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

7.2.10. Declare the office of a director to be vacant in the event such director shall be absent from two (2) regular meetings of the Board of Directors during any one (1) year period;

7.2.11. Employ a Managing Agent, a manager, an independent contractor(s), or such other employees as they deem necessary and prescribe their duties; and

7.2.12. Exercise any and all powers granted by Colorado law;

7.2.13. Exercise any other power that may be exercised in the state by a legal entity of the same type as the Association; and

7.2.14. Exercise any other power necessary and proper for the governance and operation of the Association.

Section 7.3. Duties. It shall be the duty of the Board of Directors to:

7.3.1. Cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Owners entitled to cast at least one-fourth (1/4) of the votes at such meeting;

7.3.2. Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;

7.3.3. As more fully provided in the Declaration, to:

7.3.3.1. Determine the amount of the annual or other assessments against each Unit, from time to time, in accordance with the Association budgets, and revise the amount of any annual or other assessment if such relevant budget is not ratified by the Owners; and

7.3.3.2. Foreclose the lien against any Unit for which assessments are not paid within such time as may be determined by the Board of Directors from time to time, or bring an action at law against the Owner personally obligated to pay the same;

7.3.4. Issue, or cause an appropriate officer or authorized agent to issue, upon demand by any Person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment as to all Persons who rely thereon in good faith;

7.3.5. Procure and maintain insurance, as more fully provided in the Declaration;

7.3.6. Provide for maintenance, repair and/or reconstruction of the Common Elements, other property, and improvements on the Property, as more fully provided in the Declaration; and

7.3.7. Keep financial records sufficiently detailed to enable the Association to comply with the requirement that it prove statements of unpaid assessments. All financial and other records shall be made reasonably available for examination by any Owner and such Owner's authorized agents.

Any of the aforesaid duties may be delegated by the Board of Directors to any Managing Agent or other Person(s).

ARTICLE 8. RIGHTS OF THE ASSOCIATION

The Association may exercise any and all rights or privileges given to it under the Declaration, the Articles of Incorporation or these Bylaws, or as may otherwise be given to it by law, and every other right or privilege reasonably to be implied therefrom or reasonably necessary to effectuate any such right or privilege.

ARTICLE 9. OFFICERS AND THEIR DUTIES

Section 9.1. Enumeration of Offices. The officers of this Association shall be a president, a secretary, a treasurer, and such other offices as the Board may from time to time by resolution create.

Section 9.2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. Officers shall be elected upon a majority vote of the Board.

Section 9.3. Term. Each officer shall hold office for one (1) year or until such officer's duly-elected successor takes office, whichever occurs later; except that any officer may at any time resign, be removed, or otherwise be disqualified to serve.

Section 9.4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 9.5. Resignation and Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 9.7. Multiple Offices. The same individual may simultaneously hold two (2) or more offices, subject to any applicable requirements or limitations contained in the Declaration, Articles of Incorporation, these Bylaws or applicable law.

Section 9.8. Duties. The duties of the president, vice-president (if any), secretary and treasurer, which are delegable to other persons or the Managing Agent, are as follows:

9.8.1. President: The president shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign or authorize a designated agent to co-sign promissory notes and checks of the Association, upon proper authorization or approval.

9.8.2. Vice-President: The vice-president, if any, shall act in the place and stead of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of the vice-president by the Board of Directors.

9.8.3. Secretary: The Secretary shall cause to be performed all duties incident to the offices of Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members. The Secretary shall keep appropriate current records showing the names of the Members together with their addresses; and shall prepare, execute, certify and record amendments to the Declaration, the Articles of Incorporation, or these Bylaws on behalf of the Association. The Secretary shall cause to be prepared and maintained all other records and information required to be kept by the Association under C.R.S. § 7-136-101, as amended. The Secretary shall authenticate records for the Association; and shall perform such other duties as required by the Board.

9.8.4. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign or authorize a designated agent to sign promissory notes and checks of the Association; shall keep proper books of account; shall cause an annual compilation report of the Association books to be made after the completion of each fiscal year or, at the option of the Board of Directors, an annual review or audited financial statement may be done; and shall prepare an annual budget to be presented to the membership, and give a copy or summary thereof to the Members (as provided in the Declaration).

ARTICLE 10. DELEGATION OF AUTHORITY TO A MANAGING AGENT

Section 10.1. If the Board of Directors or officers of the Association delegate any of their powers of collection, deposit, transfer or disbursement of Association funds to other Persons or to a Managing Agent, then the following provisions shall be required:

10.1.1. The other Person or Managing Agent must maintain fidelity insurance coverage or a fidelity bond in an amount of not less than Fifty Thousand Dollars (\$50,000.00) or such higher amount as the Board of Directors may require from time to time; and

10.1.2. The other Person or Managing Agent must maintain all funds and accounts of the Association separate from the funds and accounts of other homeowners associations that are managed by such other Person or Managing Agent, and must keep and maintain all reserve accounts of each such homeowners association so managed separate from operational accounts of the Association; and

10.1.3. An annual accounting of the Association funds and a financial statement must be prepared and presented to the Association by the Managing Agent, a public accountant, or a certified public accountant.

ARTICLE 11. COMMITTEES

The Board of Directors may appoint an Architectural Review Committee, subject to the provisions of the Declaration, and may appoint a nominating committee. In addition, the Board of Directors may appoint other committee(s) as it deems appropriate, from time to time, in carrying out its purposes.

ARTICLE 12. BOOKS AND RECORDS

The Association shall make available to Owners current copies of the Declaration, Articles of Incorporation, these Bylaws, the rules and regulations, books, records and financial statements of the Association. "Available" shall mean available for inspection, upon forty-eight (48) hours written notice, during normal weekday business hours or under other reasonable circumstances. The Association shall keep and provide records as required under C.R.S. § 38-33.3-317, as amended. The Association may charge actual costs incurred in providing copies of the records requested by an Owner.

Upon five (5) business days' notice to the Board of Directors or the Managing Agent and payment of a reasonable fee as established by the Board of Directors, any Owner shall be furnished a statement of his or her account setting forth the amount of any unpaid Common Expense Assessments. The Treasurer or the Managing Agent, or, in their absence, any officer having access to the books and records of the Association may prepare, certify and execute such statements. Any unpaid fees for such statements may be assessed as a Common Expense against the Unit for which the statement is furnished.

ARTICLE 13. AMENDMENTS

These Bylaws may be amended by the Board of Directors. These Bylaws may also be amended by the Members as long as, prior to any meeting of Members at which an amendment will be voted on: the Association gives notice to each Member entitled to vote on the amendment; such notice states that one of the purposes of the meeting is to consider the amendment; such notice is accompanied by a copy or summary of the amendment; and, at such regular or special meeting of the Members at which a quorum is present in person or by proxy, the votes that are cast in favor of said amendment exceed the votes that are cast against such amendment. In addition, these Bylaws may be amended by a vote of Members by written ballot as provided in these Bylaws.

ARTICLE 14. CONFLICTS OF PROVISIONS

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between the Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE 15. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

THE UNDERSIGNED HEREBY CERTIFY THAT THE FOREGOING BYLAWS WERE ADOPTED WITH THE APPROVAL OF THE BOARD.

By: _____
President

Date: _____

ATTEST:

By: _____
Secretary

Date: _____