

BYLAWS OF DILLEY RANCH HOME OWNERS ASSOCIATION, INC.

ARTICLE I.

Association, Offices, Registered Agent

Section 1. Purpose. The Corporation is organized and shall be operated as and constitute an Association under the Declaration of Covenants, Conditions, Restrictions and Easements for Dilley Ranch (the "Declaration") as recorded in Fremont County, Colorado. All capitalized terms used and not otherwise defined herein, shall have the meanings as provided in the Declaration.

Section 2. Principal Office. The principal office of the Association shall be located at 7600 South 1-25, Pueblo, Colorado 81004. The Association may have such other or additional offices in the State of Colorado as may be established from time to time by resolution of the Board of Directors.

Section 3. Registered Agent. Until a successor is named by an appropriate resolution of the Board of Directors, the Registered Agent shall be Joe O'Brien, and the Registered Office for the Association shall be 7600 South 1-25, Pueblo, CO 81004.

ARTICLE II.

Membership

Section 1. Membership. Memberships, the qualifications for being members, and the rights of members to transfer memberships are as set forth in the Declaration and the Articles of the Association.

Section 2. Dues. As more fully provided in the Declaration, each member is obligated to pay to the Association common and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Annual common assessments shall be established by the Board of Directors, or by the Declarant prior to the Transfer of Control Date, as provided in the Declaration, and shall be payable by each member of the Association as required by the Board or Declarant, as the case may be. The Board of Directors shall have the right to suspend or change such annual assessments from time to time. If, under existing circumstances, the Board of Directors deems it necessary or advisable to have a special assessment at any time for emergencies, then, upon written notice to the members, each member shall pay such special assessment to the Association as provided in such notice. Notwithstanding any of the foregoing, the total assessments for any year shall not exceed \$300 or such other maximum amount allowed by law to remain exempt under the Colorado Common Interest Ownership Act.

Red Creek Ranch of Colorado, Inc. or its successors shall not be required to pay any assessments during the development and sale of lots and undeveloped lots for sale until Red Creek Ranch of Colorado, Inc. has sold seventy-five percent of all lots in the Property. If Red Creek Ranch of Colorado, Inc. should retain and build on a lot for personal use, then it shall be assessed the annual assessments on the same basis as other lot owners.

Section 3. Control By Declarant. Until the Transfer of Control Date, no meeting of members of the Association shall be called, unless a meeting is called by the Declarant, and members shall not be entitled to vote except as provided in the Declaration. The Declarant shall have all the powers, authority, rights and duties to completely manage, in accordance with these Bylaws and the Declaration, the Association through a Board of Directors of its choosing until such time as the management has been turned over to the members as provided in the Articles of Incorporation, these Bylaws and the Declaration, including the authority to impose assessments on the owners. "Declarant" as used in these Bylaws refers to the Declarant named in the Declaration, its successors and assigns.

ARTICLE III.

Meetings

Section 1. Annual Meetings. The annual meeting of members shall be held at the principal office of the Association at such date and time as set by the Declarant or by the Board of Directors after the Transfer of Control Date. The Secretary shall serve personally, or by regular mail, at least five (5) days prior to the date set for such meeting, a written notice thereof, addressed to each member at his address shown on the records in the office of the Secretary of the Association, or in lieu of any address being recorded in the office of the Secretary by the member, at the member's last known address as determined by the Secretary; but at any meeting at which all members present have waived notice in writing, the giving of notice as above required may be dispensed with.

Section 2. Quorum. The presence, in person or by proxy, of twenty percent (20%) of the members shall be necessary to constitute a quorum for the transaction of business at a meeting of the members, but a lesser number may adjourn to some future time.

Section 3. Special Meetings. Special meetings of members other than those regulated by Statute may be called at any time by a majority of the Directors. Notice of such meeting, stating the purpose for which it is called, shall be served personally or by mail, not less than five (5) days before the date for such meeting. If mailed, it shall be directed to a member at his address as it appears on the records in the office of the Secretary of the Association; but at any meeting at which all members shall be present, or of which members not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by members representing not less than one-third (1/3) of the total membership, subject to Article n, Section 3 above. No business other than that specified in the call for the meeting shall be transacted at any special meeting of members.

Section 4. Voting. Each member shall have one vote for each lot owned in Dilley Ranch, shown on the records of the Clerk and Recorder of Fremont County, Colorado. If title to a lot is held by more than one person or entity, the membership relating to that lot shall be shared by all such persons in the same proportionate interest by which the title to the lot is held. The person entitled to cast the vote for the lot shall, if requested by the Association, be designated by a certificate of appointment signed by the persons sharing such interest and filed with the Secretary of the Association. Such certificate shall be valid until revoked, or until superseded by a subsequent certificate, or until a change in the ownership of the lot concerned. A certificate designating the person entitled to cast the vote of a lot may be revoked by any owner thereof. The right to vote by members shall be defined and limited as provided in the Declaration. Notwithstanding anything provided in this Section, no member shall be entitled to vote on any matter coming before the Association if such member is delinquent or has for any reason failed to pay when due any dues or assessments levied against the member's lot pursuant to the Declaration or other powers of the Association. The member's vote shall be reinstated once all dues and assessments, together with interest thereon, have been paid in full by such member.

ARTICLE IV.

Directors

Section 1. Number. The number of initial Directors of the Association shall be one, or such number as the Declarant may prescribe prior to the Transfer of Control Date. After the Transfer of Control Date, the number of Directors shall be increased to five, and thereafter the number of Directors shall be as determined by resolution of the Board of Directors from time to time, but not more than five. Except for representatives of the Declarant who may be Directors, all Directors must be members of the Association. Directors shall be elected bi-annually.

Section 2. Term of Office. The term of office of each of the Directors shall be two years, and thereafter until his successors have been elected.

Section 3. Duties of Directors. The Board of Directors shall have the control and general management of the affairs and business of the Association. Such Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these Bylaws and the laws of the State of Colorado.

Section 4. Directors' Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the members, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of two (2) Directors.

Section 5. Notice of Meetings. Notice of meetings other than the regular annual meetings shall be given by service upon each Director in person or by mailing to him at his last known post office address, at least two (2) days before the date therein designated for such meeting, including the day of mailing, or a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting, and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors is present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 6. Quorum. At any meeting of the Board of Directors, one Director shall constitute a quorum until such time as the number of Directors shall have been increased, at which time a majority of the Directors shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than ten (10) days later.

Section 7. Voting. At all meetings of the Board of Directors, each Director is entitled to one vote.

Section 8. Resignation of Directors. Any Director shall be entitled to resign their position on the Board of Directors at any time upon delivery of not less than thirty (30) days prior written notice of such intent to resign.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office or by an election at an annual meeting or at a special meeting of members called for that purpose. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of members and until his successor has been elected and shall qualify.

Section 10. Removal of Directors. At such time as the members of the Association are entitled to vote pursuant to the terms of the Declaration, anyone or more of the Directors may be removed either with or without cause, at any time by a vote of the members representing fifty-one percent (51 %) of the total membership at any special meeting called for that purpose. Such right is subject to Article II, Section 3 above and the Declaration. Until such time as the members of the Association are entitled to vote pursuant to the terms of the Declaration, the Declarant may appoint or remove Directors in its discretion in accordance with the terms of the Declaration.

ARTICLE V.

Officers

Section 1. Number. The officers of the Association shall be: President; Vice-President; Secretary; and Treasurer. All such offices may be held by the same person except the offices of President and Secretary.

Section 2. Election. All officers of the Association shall be elected annually by the Board of Directors at its meeting held immediately after the meeting of the members, and shall hold office for the term of two (2) years or until their successors are duly elected.

Section 3. Duties of Officers. The duties and powers of the officers of the Association shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and members.

He shall present at each by-annual meeting of the members and Directors a report of the condition of the business of the Association.

He shall cause to be called regular and special meetings of the members and Directors in accordance with these Bylaws.

He shall sign and make all contracts and agreements in the name of the Association.

He shall see that the books, reports, statements and certificates required by Colorado statute are properly kept, made and filed according to law.

He shall sign all certificates of membership, notes, checks, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer.

He shall enforce these Bylaws and perform all the duties incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence and inability of the President to render and perform his duties or exercise his powers as set forth in these Bylaws or in the acts under which this Association is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.

He shall give and serve all notices of the Association.

He shall be custodian of the records and of the seal, and affix the latter when required.

He shall keep the membership books in the manner prescribed by law, so as to show at all times names of the members thereof, alphabetically arranged, their respective places of residence, their post office address, and the time at which each person became a member.

He shall present to the Board of Directors at their stated meetings all communications addressed to him personally by the President or any officer or member of the Association.

He shall attend to all correspondence and perform all of the duties incident to the office of Secretary.

TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Association, and deposit all such funds in the name of the Association in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He shall sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for the payment of money and pay-out and dispose of same and receipt therefore, under the direction of the President and/or the Board of Directors.

He shall exhibit at all reasonable times his books and accounts to any director or member of the Association upon application at the office of the Association during business hours.

He shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the members.

He shall keep at the office of the Association correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He shall do and perform all duties pertaining to the office of treasurer.

Section 4. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay at its regular meeting or at any special meeting.

Section 5. Compensation of Officers. Each officer shall receive such salary or compensation as may be determined by the Board of Directors.

Section 6. Removal of Officers. The Board of Directors may remove any officer, by a majority vote, at any time with or without notice or cause.

ARTICLE VI.

Consent Minutes

Any action required by law or which may be taken at a meeting of the Directors, any executive committee meeting or meeting of the members of the Association, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors, persons sitting on the executive committee, or members entitled to vote with respect to the subject matter thereof.

ARTICLE VII.

General

Section 1. Amendments. These Bylaws may be altered, amended, repealed, or added to by either the Declarant or an affirmative vote of a majority of the Board of Directors prior to the Transfer of Control Date, and after the Transfer of Control Date by the vote of a majority of the members.

Section 2. Gender. Pronouns stated in the masculine gender in these Bylaws shall be deemed to include the masculine, feminine and neuter genders.

Section 3. Conflict. In the event that any provision of these Bylaws conflicts with any provision of the Declaration, the Declaration shall control.

APPROVED AND ADOPTED as of January 21, 2000.

DILLEY RANCH HOME OWNERS
ASSOCIATION, INC.

By:

Secretary

