

BY-LAWS

-of-

SHERWOOD FOREST IMPROVEMENT ASSOCIATION
(A Colorado non-profit corporation)

-ARTICLE I-
MEMBERSHIP AND DIRECTORS' MEETINGS

Section 1: The annual meeting of the corporation will be held in the month of July of each year for the installation of officers and other members of the directorate, and for consideration of such other business as may properly come before it. The annual meeting will be held at the Community Hall located at Sherwood Forest Estates, Divide, Colorado.

(a) Announcement of the date of the annual meeting shall be made by written notice to all members of the corporation thirty (30) days before said annual meeting.

(b) The corporation shall hold regular quarterly meetings on the last Sunday in the months of January, April, July, and October, and notice of such meetings shall be mailed to all members of record not less than fifteen (15) days prior to the date of such meetings.

(c) Special membership meetings of the corporation may be called at any time at the request of the president, or the vice-president in his absence, or at the request of the majority of the members of the Board of Directors or upon written request of fifteen (15) per cent or more of the outstanding membership of the corporation entitled to vote, such unwritten request to state the purposes of the meeting, and to be delivered to the president or any officer of the corporation at least thirty (30) days prior to the date requested for the meeting. Written notices shall be mailed to all members not less than fifteen (15) days prior to the date of any such meeting.

(d) The Board of Directors shall hold meetings at dates and places to be fixed by the Board of Directors.

(e) Special meetings of the Board of Directors may be called by the president or by the vice-president in the absence of the president.

(f) QUORUM. At all meetings of the general membership, the presence in person or by proxy of members of record in an aggregated fifteen (15) per cent or more of the membership who are entitled to vote will be necessary and sufficient to constitute a quorum at any meeting of the members. Those members who are not in the continental limits of the United States at the time of the general membership meetings will not be considered in computing a quorum except that if a proxy vote be received from them, it will be used in the computation to determine a quorum. If no quorum be present, any officer entitled to preside at or act as secretary of such meeting may

adjourn such meeting from time to time until a quorum be present. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called. Only those members whose dues are current will be entitled to vote and be counted as members of record for purposes of determining a quorum.

(h) The Board of Directors, between the quarterly meetings, will have the general power to conduct the affairs and business of this corporation provided, however, any and all business transacted between said quarterly meetings will be reported to the membership at the next quarterly meeting.

-ARTICLE II-
OFFICERS

Section 1: ELECTION, TERM OF OFFICE, QUALIFICATIONS:

(a) PRESIDENT. The president will supervise the executive affairs of the corporation and will make a quarterly report thereof at the quarterly meetings; he will preside at all membership meetings of the corporation; he will appoint all standing committees and all other committees; he will be ex-officio member to all committees, without power to vote except in the case of a tie vote, unless otherwise provided by these By-laws.

(b) VICE-PRESIDENT. The vice-president will perform all the duties and functions of the president in his absence.

(c) SECRETARY. The secretary will:

1. Record all the proceedings of the members and the Board of Directors.
2. Cause all notices to be duly given in accordance with the provisions of these By-laws and as required by statute.
3. Be custodian of the records and of the seal of the corporation, and cause such seal to be affixed to all certificates representing membership in the corporation prior to the issuance thereof, and to all instruments, the execution of which on behalf of the corporation under its seal have been duly authorized in accordance with these By-laws.
4. Insure that the list, books, reports, statements, certificates, and other documents and records required by statute are properly prepared, kept and filed.
5. Have charge of the membership books of the corporation and cause said books to be kept in such manner as to show at any time the status of membership of the corporation, the names alphabetically arranged and the addressees of the members of the corporation of record hereof and the time when each member became such member; and exhibit at all reasonable times to any member, upon application, the original or duplicate membership register.
6. Sign certificates representing membership in the corporation, the issuance of which will have been duly authorized.

7. In general, perform all duties incident to the office of the secretary, and such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board of Directors or the president.

(d) TREASURER. The Treasurer will:

1. Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the corporation.

2. Cause the moneys and other valuable effects of the corporation to be deposited in the name and to the credit of the corporation in such banks or trust companies or with such bankers or other depositories as shall be selected by the Board of Directors.

3. Cause the funds of the corporation to be disbursed by checks or drafts upon the authorized depositories of the corporation and cause to be taken and preserved proper vouchers for all monies disbursed.

4. Render to the proper officers or the Board of Directors a statement of the financial condition of the corporation and of all transactions as treasurer, and render a full financial report at the quarterly meetings of the general membership.

5. Cause to be kept correct books of account of all its business and transactions.

6. In general, perform all duties incident to the office of treasurer and such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board of Directors or the president.

Section 2: The Board of Directors shall have control and management of the property and finances of the corporation.

Section 3: All funds of the corporation shall be withdrawn from the bank or banks with which they are deposited only by order of the Board of Directors.

Section 4: The Board of Directors of this corporation may, at such times as is deemed necessary, appoint committees to make reports and recommendations to the Board of Directors.

-ARTICLE III-
BOARD OF DIRECTORS

Section 1: The Board of Directors shall consist of nine (9) members to be constituted as follows: the president, vice-president, secretary, and treasurer of the corporation, and five (5) other members to be elected from the membership at large at the annual meeting of the corporation. The president

shall be the chairman of the Board of Directors and shall preside at all meetings of the Board of Directors.

Section 2: The Board of Directors shall have control and management of the property and finances of the corporation consistent with the Articles of Incorporation, these By-laws, and the laws of the state of Colorado.

Section 3: Funds of the corporation will be withdrawn from the authorized depository only upon order of the Board of Directors, and upon the signatures of the treasurer and the president, or in the president's absence, the vice-president and treasurer.

Section 4: The Board of Directors shall require the treasurer of the corporation to execute to the corporation a bond in such sum and with surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties, and including responsibility for the negligence and any other action or omissions in the performance of his duties as custodian of the funds and securities of the corporation.

-ARTICLE IV-
FINANCES

Section 1: The membership fee for this corporation is three dollars (\$3.00) per month, or a total of thirty-six (\$36.00) per year, for the first year, and a fee as set by the general membership at the annual meeting of the corporation for each subsequent year. Fees are payable in such manner as may be prescribed by the general membership at the annual meeting.

-ARTICLE V-
MEMBERSHIP

Section 1: The membership of this corporation shall be limited to only those persons who hold title to real property in their names in any of Sherwood Forest Estates Subdivisions in Teller County, Colorado, or who may have contracted for the purchase of land in these subdivisions and said contracts are not

delinquent. However, for the purpose of voting, only one (1) vote shall be allowed to any given lot whether there is more than one fee title holder or person contracting for the purchase of said lot.

Section 2: Further, should any person hold more than one lot in his or her name, he shall, however, be entitled to only one (1) vote.

Section 3: Further, the members of this corporation agree that upon the transfer by them to any other person, firm, or corporation of his or her lot, that they will, as a requirement of the sale, require this person to become a member of the corporation.

-ARTICLE VI-
CERTIFICATES

Section 1: Every member of this corporation shall be entitled to have a certificate signed by or in the name of the corporation by the president and secretary certifying that he is a member of this corporation.

Section 2: Further, all dues and fees required shall be paid where there is more than one fee holder of property or persons under contract as though these persons were one person for the payment of dues and/or fees required. In addition, should a person own more than one lot, that person shall not be required to pay more than one membership as required of any member by these By-laws, provided, however, should any person or persons occupy any one or more of lots owned by any one individual, then said member shall pay dues and fees required by these By-laws as if he were an additional member on any and all lots owned by him and occupied by other persons.

-ARTICLE VII-
AMENDMENTS

These By-laws shall be subject to amendment or repeal and new By-laws may be made and enacted by a vote of two-thirds of the

members present, in person or by proxy, at any annual meeting, quarterly meeting, or at any special meeting called for said purpose.

-ARTICLE VIII-
CORPORATE SEAL

The corporate seal shall be circular in form and shall bear the name of the corporation and words and figures denoting its organization under the laws of the State of Colorado and the year thereof, and otherwise shall be in such form as shall be approved from time to time by the Board of Directors.

-ARTICLE IX-

All or any part of the corporate property may be conveyed or encumbered upon resolution passed by a majority vote of the members present, in person or by proxy, at any annual meeting, quarterly meeting, or special meeting held in accordance with the Articles of Incorporation and By-laws of this corporation. All instruments conveying or encumbering corporate property shall be signed by the president or vice-president on behalf of the corporation. No such instrument of conveyance or encumbrance shall be valid unless it bears the corporate seal, attested by the secretary of the corporation.