

**FIRST AMENDMENT
TO THE
BYLAWS OF SUN MESA TOWNHOME OWNERS ASSOCIATION, INC.**

THIS AMENDMENT is made on the 15th day of March, 2011.

RECITALS

Sun Mesa Townhome Owners 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 provisions set forth in the existing Bylaws.

Pursuant to Article XIV, Section 14.1 of the existing Bylaws, the Bylaws may be amended by Owners holding at least 67% of the votes in the Association, present in person or by proxy at a duly called meeting of the Members. Pursuant to C.R.S. Section 7-127-109, Owners have taken such action by written ballot.

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

I. Repeal and Restatement. Article III, Section 3.2 is hereby repealed in its entirety and the following Article III, Section 3.2 is substituted:

(a) Annual Meetings. An annual meeting of the Members shall be held during each of the Association's fiscal years, at such time, date and place as determined by the Board. At these meetings, the directors shall be elected by the Members, in accordance with the provisions of the Bylaws. The Members may transact other business as may properly come before them at these meetings. Failure to hold an annual meeting shall not affect the validity of any corporate action and shall not be considered a forfeiture or dissolution of the Association.

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

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

SUN MESA TOWNHOME OWNERS ASSOCIATION, INC.,
a Colorado nonprofit corporation

By: _____

Secretary