

**RESOLUTION OF THE BOARD OF DIRECTORS OF
VILLAGE CENTER ESTATES HOMEOWNERS
ASSOCIATION, INC.**

At a special/regular meeting of the Board of Directors of the Village Center Estates Homeowners Association, Inc. ("Association") held September 14, 2011, the following resolution was adopted by a majority of directors present.

WHEREAS, Article XIV of the Association's Bylaws permits amendment of the Bylaws by the Association's Board of Directors.

NOW, THEREFORE, the Board resolves as follows:

The Bylaws of Village Center Estates Homeowners Association, inc. are amended as follows:

1. Article IV, Section 4.1 is amended in its entirety to read as follows:
 - 4.1. Number. The property, business and affairs of the Association shall be managed by a Board of Directors composed of five (5) directors, who shall all be Members of the Association.
2. Article IV. Section 4.2 is amended in its entirety to read as follows:
 - 4.2 Term of Office.
 - (a) At the 2011 annual meeting of Members, the Members shall elect two Directors for one year terms and three directors for two year terms. At each annual meeting thereafter, the Members shall elect the same number of directors as there are directors whose terms are then expiring, for terms of two years. The term of any director filling a vacancy expires at the end of the unexpired term that such director is filling. Vacancies shall be filled as provided by C.R.S., 7-128-120 of the Nonprofit Act.
 - (b) Despite the expiration of a director's term, a director continues to serve until the director's successor is elected, appointed, or designated and qualifies, or until there is a decrease in the number of directors.
3. Article VIII. Section 8.1 is amended in its entirety to read as follows:
 - 8.1 Enumeration of Offices. The officers of the Association shall be a President and a Vice-President, both of whom shall at all times be Members of the Board of Directors, and a Secretary and a Treasurer, and such other officers as the Board of Directors shall, from time to time, elect. Except in cases where it would be impossible or impracticable, the office of President shall be filled by a board member who has served at least one year on the board of directors immediately

prior to his/her election to the office of President. The office of Treasurer and Secretary may be held by the same person. The offices of Secretary and Treasurer need not be held by Members of the Board of Directors. An officer shall be a natural person who is eighteen years of age or older.

VILLAGE CENTER ESTATES
HOMEOWNERS ASSOCIATION, INC.

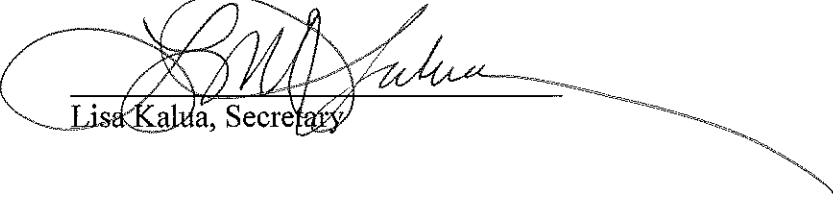


President

Certification by secretary

I, Lisa Kalua, as Secretary of the Village Center Estates Homeowners Association, Inc., hereby certify that the above resolution was duly adopted by the Association Board of Directors at the meeting stated above and that the person executing this Resolution as President is the president of the Association.

Dated 9-14-2011



Lisa Kalua, Secretary