

BYLAWS
OF
FISHER PEAK RANCH ASSOCIATION, INC.

ARTICLE I

OFFICES

SECTION 1.1 PRINCIPAL OFFICE. The principal office of the corporation in the State of Colorado shall be located in the City of Colorado Springs, County of El Paso. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time.

SECTION 1.2 REGISTERED OFFICE AND AGENT. The corporation shall have and continuously maintain in the State of Colorado a registered office, which may be the same as its principal office, and a registered agent whose business office is identical with such registered office. The initial registered office and the initial registered agent are specified in the Articles of Incorporation. The corporation may change its registered office or change its registered agent, or both, upon filing a statement as specified by law in the office of the Secretary of State of Colorado.

ARTICLE II

PURPOSE

SECTION 2.1 PURPOSE OF CORPORATION. The corporation is a non profit corporation organized exclusively for the purpose of establishing a Community Association within the meaning of Section 501(c)(4) of the Internal Revenue Code. Specifically, the corporation is organized to own and maintain certain common roadways located within the Fisher Peak Ranch development community located in Las Animas County, Colorado, for the use and benefit of both the Members of the corporation and the general public, all in accordance with the terms of that certain Declaration of Covenants, Conditions and Restrictions of Fisher Peak Ranch dated October 8, 1996 (the "Declaration"). The corporation shall not engage in any activities directed at exterior maintenance of private residences. All receipt of the corporation shall be used in the furtherance of the purposes and objectives of the corporation.

SECTION 2.2 LIMITATION ON ACTIVITIES. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the

corporation shall inure to the benefit of, or be distributable to, its Members, directors or officers or any private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

MEMBERS

SECTION 3.1 QUALIFICATIONS. Each Owner of a Lot (as such term is defined in the Declaration) shall be a Member of the corporation. If a Lot is owned by more than one person, all such persons shall collectively constitute one Member. Ownership of a Lot is the sole qualification for Membership in the corporation. Membership in the corporation shall be appurtenant to the Lot giving rise to such Membership, and shall not be assigned, transferred, pledged, conveyed or alienated in any way except upon the transfer of title to a Lot. Any transfer of title to a Lot shall operate automatically to transfer the Membership in the corporation to the new owner.

SECTION 3.2 ANNUAL MEETING. The annual meeting of the Members shall be held at such time on such day as shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as may be convenient.

SECTION 3.3 SPECIAL MEETING. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the Members representing not less than one-tenth of all of the Members of the corporation.

SECTION 3.4 PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place,

either within or without the State of Colorado, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Colorado.

SECTION 3.5 NOTICE OF MEETING. Written notice stating the place, day and hour of the meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the corporations records, with postage thereon prepaid.

SECTION 3.6 MEETING OF ALL MEMBERS. If all of the Members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 3.7 CLOSING OF MEMBERSHIP BOOKS. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof or in order to make a determination of Members for any other purpose, the Board of Directors of the corporation may provide that the Membership books shall be closed for a stated period but not to exceed, in any case, fifty days. In lieu of closing the Membership books, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than fifty days and, in case of a meeting of Members, not less than ten days prior to the date on which the particular action, requiring such determination of Members, is to be taken. If the Membership books are not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which the resolution of the Board of Directors calling such meeting is adopted shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 3.8 QUORUM. A majority of the Members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of Members, except as otherwise provided by the Colorado Corporation Code, the Articles of Incorporation or any valid and binding agreement of the Members. In the absence of a quorum at any such meeting, a majority of the Members so represented may adjourn the meeting from time to time

for a period not to exceed sixty days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

SECTION 3.9 MANNER OF ACTING. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater proportion or number is otherwise required by statute, by the Articles of Incorporation, these Bylaws or a valid and binding agreement of the Members.

SECTION 3.10 PROXIES. At all meetings of Members a Member may vote in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 3.11 VOTING OF MEMBERS. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each Member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of Members.

SECTION 3.12 INFORMAL ACTION BY MEMBERS. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

SECTION 3.13 VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any Member shall demand that voting be by ballot.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1 GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 4.2 NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be fixed from time to time by resolution of the Board of Directors. Each director shall hold office until the next annual meeting of Members or until his successor shall have been elected and qualified. Directors need not be residents of the State of Colorado or Members of the corporation.

SECTION 4.3 REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of

Members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4.4 SPECIAL MEETING. Special meetings of the Board of Directors may be called by or at the request of the President or Secretary or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 4.5 NOTICE. Written notice of any special meeting of directors shall be given as follows:

By mail to each director at his business address at least three days prior to the meeting; or

By personal delivery, telecopier or telegram at least twenty-four hours prior to the meeting to the business address of each director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telecopier or telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or the telecopy is sent.

Oral notice of any special meeting of directors may be given at any time prior to commencement of the special meeting.

Any director may waive the notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 4.6 QUORUM. Unless dictated by a valid and binding agreement of the Members, a majority of the number of directors fixed by or pursuant to Section 4.2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 4.7 MANNER OF ACTING. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall

be the act of the Board of Directors, unless the approval of a larger number of directors is dictated by a valid and binding agreement of the Members.

SECTION 4.8 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

SECTION 4.9 PARTICIPATION BY ELECTRONIC MEANS. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 4.10 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 may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Members.

SECTION 4.11 RESIGNATION. Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

SECTION 4.12 REMOVAL. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Corporation Code, except that no director shall be removed without cause if the same would violate any valid and binding agreement of the Members.

SECTION 4.13 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of

Directors shall designate and as shall not be proscribed by the Colorado Corporation Code.

SECTION 4.14 COMPENSATION. Except as limited by a valid and binding agreement of the Members, by resolution of the Board of Directors and irrespective of any personal interest of any of the members, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 4.15 PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

OFFICERS

SECTION 5.1 NUMBER. The officers of the corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 5.2 ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 5.3 REMOVAL. Any officer or agent may be removed by the Board of Directors whenever in its judgement the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so

removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 5.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5.5 PRESIDENT. The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 5.6 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each Member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 5.7 TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 5.8 BONDS. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of

Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 6.1 CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 6.2 LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 6.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 6.4 DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December in each calendar year.

ARTICLE VIII

CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and state that the corporation was incorporated in the State of Colorado and the words "CORPORATE SEAL".


ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Corporation Code, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS



The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors of the corporation at which a quorum is present, provided the same does not violate any valid and binding agreement of the Members.

ARTICLE XI

INDEMNIFICATION

SECTION 11.1 RIGHT TO INDEMNIFICATION. All directors, officers and Members shall be indemnified by the corporation against liability incurred as a result of any and all action taken within the scope of their position provided that such party conducted himself in good faith, in the best interests of the corporation, and with no reasonable cause to believe his conduct was unlawful. Indemnification shall not be provided if the party has been adjudged liable by a court of competent jurisdiction for intentional misconduct or the exercise of bad faith in the performance of the party's duty to the corporation, or in cases where there was improper personal benefit to the party, unless required by a court of competent jurisdiction in accordance with the Colorado Nonprofit Corporation Code.

SECTION 11.2 PRIOR AUTHORIZATION REQUIRED. Any request of indemnification shall be presented to the Board of Directors in writing and shall be accompanied by any relevant order of the court. The members of the Board of Directors not party to these proceedings shall determine if the party is eligible based upon Section 11.1, and shall determine the reasonableness of the expenses except that, if all members of the Board of Directors are party to the proceedings, this determination shall be made by the membership.

SECTION 11.3 ADVANCEMENT OF EXPENSES. The party may request that the corporation pay for or reimburse the expenses, or a portion

thereof, incurred by the party in advance of the final disposition of the proceeding. The party must submit a written affirmation that he (a) has met the standard of conduct in Section 11.1 and (b) he will repay the advance if it is ultimately determined that the party did not meet such standard of conduct.

SECTION 11.4 CONDITIONS. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this article, such reasonable requirements and conditions as may appear appropriate to the Board of Directors in each specific case and circumstance.

SECTION 11.5 APPLICABILITY. The indemnification provided in this article shall continue to any party entitled to indemnification under this article who has ceased to be an officer, director, or Member of the corporation and shall inure to the benefit of the estate and personal representatives of each such person. All rights of indemnification under this article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

SECTION 11.6 LIMITATION. If any portion of this article is invalidated by a court of competent jurisdiction, the corporation will nevertheless indemnify each party, otherwise entitled to indemnification hereunder to any applicable provision of this article that shall not have been invalidated.

ARTICLE 12

DISSOLUTION OF CORPORATION


Upon dissolution of the corporation the directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in accordance with the terms of the corporation's Articles of Incorporation.

CERTIFICATE

I, the undersigned Secretary of the corporation, certify that the foregoing Bylaws, consisting of twelve (12) PAGES, including this page, constitute the Bylaws of Fisher Peak Ranch Association, Inc. and that such Bylaws were duly adopted by the Board of

Directors of Fisher Peak Ranch Association, Inc. at a meeting duly called and conducted.

Dated this 10 day of October, 1996.



Corporate Secretary

CORPORATE SEAL: