

**BY-LAWS
OF
THE GRAYBILL PUD BUSINESS SUBDIVISION, INC.**

**Article I
Definitions**

Words and terms used in these By-laws shall have the meanings given to them in the Business Condominium Covenants for: Graybill PUD (A Common Interest Business Community) (the "Declaration"), recorded at reception number 2004-0074109 in the real property records of Larimer County Colorado, and in the Articles of Incorporation for Graybill PUD Business Subdivision, Inc. (the "Articles"). The Graybill PUD Business Subdivision, Inc. is referred to throughout these bylaws as the "Association".

**Article II
Membership**

1. Membership. The Members of the Association shall be the "Unit Owners" as defined in section 2.1.37 of the Declaration. "Unit Owners" are also referred to as "Owners" throughout these bylaws.
2. Votes. One vote is allocated for each Unit. A Member may cast a number of votes equal to the number of Units owned by that member. In the case of multiple owners of one Unit, see Article II, section 9 of these bylaws.
3. Transfers. Transfers of membership shall be effective upon transfer of ownership, as "owner" is defined in the Declaration. The Association may charge a transfer fee of \$ _____ or as may otherwise be set from time to time in the rules and regulations of the Association.
4. Resignation. Owners are required to be Members of the Association, and so long as any person is an Owner, such person may not resign as a Member.

**Article III
Meetings of Owners**

1. Annual Meeting. The annual meeting of the Owners shall be held each year on the first Monday in June, or on such other date as may be established by the Executive Board, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. *Changed to January*
2. Special Meetings. Special meetings of the Association may be called by the president, by a majority of the members of the Executive Board, or by Owners comprising twenty percent of the votes in the Association.

3. Place of Meetings. Meetings of the Owners shall be held at any suitable place convenient to the Owners, as may be designated by the Executive Board or the president.

4. Notice of Meetings. The secretary shall cause notice of meetings of the Owners to be hand-delivered or sent prepaid by United States mail to the mailing address of each Unit or to the mailing address designated in writing by the Owner, not less than 10 or more than 50 days in advance of a meeting. In addition to other methods of notice provided for by the Declaration, notice of meetings of the Owners will be posted in a conspicuous place reasonably calculated to impart the date, time, location and subject matter of the meeting, including agenda items, any proposed changes to the governing documents, any budget changes, and any proposal to remove an officer or member of the Executive Board. No action shall be taken at a special meeting except as stated in the notice. The Owners may take any action they desire at the annual meeting and the notice of an annual meeting need not identify matters to be considered.

5. Waiver of Notice. Any Owner may, at any time, waive notice of any meeting of the Owners in writing, and the waiver shall be deemed equivalent to the receipt of the notice.

6. Quorum. Except as otherwise provided by these By-Laws, the Declaration, or as provided by law, at any meeting of the Owners, the presence in person or by proxy of Owners entitled to cast 25 percent of all votes entitled to be cast on the matter to be voted upon shall constitute a quorum. 11 is quorum

7. Majority Vote. The vote of a majority of the Owners present in person or by proxy at a meeting at which a quorum is present shall be binding upon all Owners for all purposes except where a higher percentage vote is required in the Declaration, the Articles of Incorporation of the Association, these By-laws, or Colorado law. Voting by owners shall be by secret ballot, and shall be counted by a neutral third party or a disinterested Owner who attends the meeting and is selected at random from two or more disinterested Owners.

8. Proxies. The vote allocated to a Unit may be cast under a written proxy duly executed by the Unit Owner (or in the case of a Unit owned by multiple Owners, all the Owners of the Unit). A Unit Owner or Owners may revoke a proxy given under this section only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. In the event a proxy is granted by multiple owners of a Unit and is revoked by less than all the owners, the proxy shall be void, and notwithstanding any other provision of this Article II, no vote may be cast for the Unit in question. A proxy is valid only for the meeting immediately following the date of the proxy unless the proxy specifically states a specific, longer term. All proxies automatically terminate 11 months after its date and no proxy may have a term greater than 11 months. Any proxy may be rejected if there is a reasonable basis to doubt its validity.

9. Multiple Owners. If only one of the multiple Owners of a Unit is present or represented at a meeting of the Association, such Owner is entitled to cast the vote allocated to that Unit. If more than one of the multiple Owners are present or represented, the votes allocated to that Unit may be cast only in accordance with the agreement of a majority interest of such Owners. There shall be deemed to be a majority agreement if any one of the multiple Owners

casts the votes allocated to the Unit without protest being made promptly to the person presiding over the meeting by another Owner of the Unit. The Association shall not be required to resolve any disagreement among Owners of a Unit and the presiding officer at a member's meeting may order that the votes allocated to such Unit be counted as abstentions in the event of any such unresolved dispute.

10. Adjournment of Meeting. At any meeting of Owners, a majority of Owners who are present at that meeting, either in person or by proxy, whether constituting a quorum or not, may adjourn the meeting to another time.

11. Action by Consent. Any action which may be taken at a meeting of the Owners may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Owners entitled to vote on such action.

Article IV Executive Board of Directors

1. Powers and Duties. The Executive Board of Directors ("Executive Board") may act in all instances on behalf of the Association, except as otherwise provided in the Declaration, the Articles of Incorporation of the Association, or these By-laws. The Executive Board shall have, subject to the limitations contained in the Declaration and the Act, the powers and duties necessary for the administration of the affairs of the Association including the following powers and duties:

- a. Adopt and amend By-laws and rules and regulations;
- b. Prepare budget for revenues, expenditures and reserves;
- c. Adopt and amend budgets for revenues, expenditures and reserves;
- d. Collect assessments from Owners;
- e. Hire and discharge a Property Manager;
- f. Hire and discharge employees, independent contractors, and other agents;
- g. The Executive Board may obtain any insurance for the Association which may be required by the Colorado Common Interest Ownership Act or by other applicable law and may also obtain any additional insurance they deem prudent and justified;
- h. Institute, defend, or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Association's Declaration, By-laws or Rules and Regulations in the Association's name, on behalf of the Association or two or more Owners on matters affecting the Association;

- i. Make contracts or incur liabilities including, but not limited to, debt for the benefit of the Association;
- j. To the extent provided for in the Declaration or as permitted under Colorado law, the Executive Board may regulate the use of and maintain the Common Elements and improvements thereon;
- k. Acquire, hold and convey, in the Association's name, personal property used to carry out the Association's duties under the Declaration;
- l. Adopt rules and regulations;
- m. Impose a reasonable charge for late payment of assessments and, after notice and hearing, levy a reasonable fine for violations of the as provided in section 9.5.1 of the Declaration, By-laws and Rules and Regulations;
- n. Exercise any other powers conferred by the Declaration, the Articles of Incorporation of the Association or these By-laws;
- o. Exercise any other power not inconsistent with the Declaration or the Articles of Incorporation that may be exercised in Colorado by a nonprofit corporation;
- p. Exercise any other power necessary and proper for the governance and operation of the Association; and
- q. By resolution, establish committees to perform any of the functions of the Executive Board under the Declaration or the Articles of Incorporation of the Association, provided that any such delegation shall be made in writing; all committees must maintain minutes and publish notice of their actions to Owners and the Executive Board and all meetings of such committees shall be open to any Member of the Association; however, actions taken by a committee may be appealed to the Executive Board within the time and in the manner provided by the Executive Board. The Executive Board is also permitted to establish committees to act in a solely advisory capacity. At the Executive Board's discretion, the Executive Board may appoint either Association Members or non-members to serve on a committee.

2. Number and Qualifications. The affairs of the Association shall be governed by the Executive Board of Directors which, shall consist of three members elected by the Owners at the annual meeting of the Association. At any annual meeting, the Owners may establish a different number of Directors to be elected, provided that the minimum number of Directors is three and the maximum number is five.

3. Term of Office. The term of the office of the Directors shall be for a three year staggered term. In the year 2006, one Director shall commence serving a three year term, the second Director shall commence serving a two year term, and the third Director shall commence serving a one year term as determined by the relative portion of the votes cast by the Owners with the Director receiving the largest number of votes serving a three year term, the Director receiving the second largest number of votes serving a two year term and the Director receiving the third largest number of votes serving a one year term. Thereafter, each newly elected Director shall serve a three year term, except that no two Directors' terms may expire in the same year. The Executive Board may modify the term of any Director to ensure staggered terms, provided that no Director may serve any term longer than three years without standing for re-election.

4. Vacancies. Vacancies on the Executive Board, caused by any reason other than the removal of a Director by a vote of the Owners, may be filled at a regular meeting or at a special meeting of the Executive Board held for that purpose at any time after the occurrence of the vacancy, even though the Directors present at the meeting may constitute less than a quorum. The filling of vacancies shall be made by a majority of the remaining elected Directors constituting the Executive Board if there are any such Directors, and if not, by a majority of the remaining Directors regardless of the their manner of selection.

Each person so elected and appointed shall be a Director for the remainder of the term of the Director so replaced, or until the next Annual Meeting, whichever occurs first.

5. Removal of Directors. The Owners, by a majority vote of all Owners present and entitled to a vote at any meeting of the Association at which a quorum is present, may remove any Director, with or without cause. Upon removal of a director by majority vote of the Owners, the Owners shall elect by majority vote a replacement to serve the remainder of the term of the removed director. The Owners may elect the replacement director at the same meeting in which the Owners voted to remove the removed director or may elect the replacement director at the next available meeting.

6. Regular Meetings. Regular meetings of the Executive Board shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the Owners. The Executive Board may provide, by resolution, for additional regular meetings at such times and places as it deems expedient without other notice than such resolution.

7. Special Meetings. Special meetings of the Executive Board may be called by the president or by a majority of the Directors on at least 24 hours advance written notice to each Director. Notice shall be delivered by hand-delivery, U.S. Mail, e-mail, facsimile, or other written communication delivered to the last address or number provided to the Secretary of the Executive Board. Notice shall state the time, place and purpose of the meeting. Mailed notice shall be effective two days after deposit in the U.S. mails, properly addressed with postage prepaid, all other forms of notice shall be deemed effective upon transmission to the last address or number provided to the Secretary of the Executive Board.

8. Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at any meeting of the Executive Board shall constitute a waiver of notice. If all Directors are present at any meeting, no notice shall be required, and any business may be transacted in such meeting.

9. Quorum and Voting. At all meetings of the Executive Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Executive Board. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting to a time and date certain. At any adjourned meeting which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

10. Action by Consent. Any action required or permitted to be taken at a meeting of the Executive Board or any committee established by the Executive Board may be taken without a meeting if a written consent (or counterparts thereof) that sets forth the action so taken, is signed by all of the Directors entitled to vote with respect to the action to be taken. Such consent shall have the same force and effect as a unanimous vote of the Directors or committee members and may be stated as such in any document. Unless the consent specifies a different effective time or date, action taken under this Section 10 is effective at the time or date the last Director signs the consent, unless, before such time, any Director has revoked his consent by a writing signed by the Director and received by the President or Secretary of the Association. A facsimile signature may be accepted as an original signature for purposes of this section.

11. Telephonic Meetings. The Executive Directors may permit any Director or any member of a committee established by the Executive Board to participate in a regular or special meeting of the Executive Directors or a committee thereof through the use of any means of communication by which all Directors participating in a meeting in this manner can hear the other Directors at the meeting.

12. Open Meetings. Meetings of the Owners, the Executive Board, and any Committee of the Executive Board are open to every Owner or their authorized representative (as shown in a writing signed by the Owner). All Owners or their authorized representatives will be permitted to speak and address the Executive Board on any matter on the agenda before action is taken on that item, subject to reasonable time limits imposed by the Executive Board. To ensure orderly meetings the following requirements also apply:

- (a). An Owner wishing to speak must sign in at the beginning of the meeting and indicate his or her desire to address the Executive Board or the Owners on a matter on the agenda so that sufficient time is reserved. The Executive Board may waive this requirement.
- (b). A reasonable number of individuals shall be allowed to speak on each side of an issue under consideration, but the Executive Board may reasonably limit the number of individuals permitted to speak and allot a set amount

of time for each speaker in the interest of bringing an issue to resolution in a reasonable amount of time.

Article V Officers

1. Designation. The principal officers of the Associations shall be the president, the vice president, the secretary and the treasurer, all of whom shall be elected by the Executive Board. The Executive Board may appoint an assistant treasurer, an assistant secretary and other officers as it finds necessary. The president, but no other officers, must be a Director. Any two offices may be held by the same person, except the offices of president and secretary. The office of vice president may be vacant.
2. Election of Officers. The officers of the Association shall be elected annually by the Executive Board at the first meeting of the Executive Board following the annual meeting of the Owners. They shall take office upon election and hold office at the pleasure of the Executive Board.
3. Removal and Resignation of Officers. Upon the affirmative vote of a majority of the Directors, any officer may be removed, either with or without cause. A successor may be elected at any regular meeting of the Executive Board or at any special meeting of the Executive Board called for that purpose. The officer may resign at any time by given written notice to the Executive Board. Such resignation shall take effect on the date of receipt of the note or any later date specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
4. Vacancy. A vacancy in any office may be filled by a majority vote of the members of the Executive Board.
5. President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Owners and of the Executive Board. The president shall have all of the general powers and duties which are incident to the office of president of a nonprofit corporation organized under the laws of the State of Colorado. The president may fulfill the role of treasurer in the absence of the treasurer or vice-treasurer. The president may cause to be prepared and any execute amendments to the Declaration and these By-laws on behalf of the Association, following authorization or approval of the particular amendment as applicable.
6. Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president is absent or unable to act. If neither the president nor the vice president is able to act, the Executive Board shall appoint some other Director to act in the place of the president on an interim basis. The vice president shall also perform other duties designated by the Executive Board or by the president.
7. Secretary. The secretary shall keep the minutes of all meetings of the Owners and the Executive Board. The secretary shall have charge of the Association's books and papers as

the Executive Board may direct and shall perform all the duties incident to the office of secretary of a nonprofit corporation organized under the laws of the State of Colorado. The secretary may cause to be prepared and shall attest to execution by the president of amendments to the Declaration and the By-laws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

8. Treasurer. The treasurer shall be responsible for Association funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. This officer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Executive Board and shall perform all the duties incident to the office of treasurer of a nonprofit corporation organized under the laws of the State of Colorado. The treasurer may endorse on behalf of the Association, for collection only, checks, notes and other obligations and shall deposit the same and all monies in the name of and to the credit of the Association in banks designated by the Executive Board. The treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investments instruments owned or controlled the Association or as fiduciary for others. Reserve funds of the Association shall be deposited in segregated accounts or in prudent investments as contemplated by the Act as the Executive Board decides. Funds may be withdrawn from these reserves for the purposes for which they were deposited, by check or order, authorized by the treasurer, and executed by two Directors, one of whom may be the treasurer if the treasurer is also a Director.

9. Agreements, Contracts, Deeds and Checks. All agreements, contracts, deeds, checks and other instruments of the Association shall be executed by the President or Vice President, or such other person or persons, as may be designated by resolution of the Executive Board.

Article VI Books and Records

1. The Executive Board shall maintain in written form or in another form capable of conversion into written form all records required by the Colorado Revised Non-Profit Corporation Act and any other applicable law. The Executive Board shall maintain as permanent records minutes of all meetings of Members, Owners, or the Executive Board, a record of all actions taken by the members or Executive Board without a meeting, a record of all actions taken by a committee of the Executive Board in place of the Executive Board or on behalf of the Association, and a record of all waivers of notices of meetings of Members, Owners, or the Executive Board or any committee of the Executive Board. The Executive Board shall also maintain:

- (a) Appropriate accounting records using generally accepted accounting principles;

- (b) A record of Owners and Members in a form that permits preparation of a list of the name and address of all Members and Owners in alphabetical order, showing the number of votes each Member is entitled to take;
- (c) The Executive Board shall maintain copies of: All the governing documents of the Association including the Articles of Incorporation, Bylaws, Declaration of Covenants, and any rules and regulations; any resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of Members or Owners; the minutes of all Members or Owners meetings or records actions taken without a meeting for the past three years; all written communications to Members or Owners within the past three years; all written communications to Members or Owners generally within the past three years; a list of the names and business or home addresses of all current Directors and Officers; a copy of the Associations most recent annual report pursuant to C.R.S. § 7-90-501 or applicable successor legislation; and all financial statements for the last three years.

2. Record Retention and Inspection Policies. To facilitate good governance, the Association has adopted the following policies regarding record retention and inspection policies. These policies are *in addition* to the requirements of the Colorado Revised Non-Profit Corporation Act and are intended to be consistent with the requirements of the Colorado Common Interest Ownership Act and with the specific requirements of C.R.S. § 38-33.3-317. Moreover, these record retention policies are minimum standards, and the Executive Board may, in its discretion, choose to retain additional records or retain records for longer periods.

(a). Record Retention.

- (1) **Maintenance of Records.** All records shall be maintained in writing or in a form that allows for conversion into writing within five business days of any request by a party entitled to inspect those records. If the Association has retained a property management company, the property management company shall be responsible for maintaining all Association records. Otherwise, the Executive Board of the Association shall be responsible for maintaining Association records.
- (2) **Records to be Retained Permanently.** The Association shall keep as permanent records all of the following records either in written form or in another form capable of conversion into written form within a reasonable amount of time:
 - (A) Minutes of all meetings of unit owners and the Executive Board.

- (B) All actions taken by the units or Executive Board by written ballot or written consent in lieu of a meeting.
 - (C) The record of all actions taken by committee of the Executive Board in place of the Executive Board on behalf of the association.
 - (D) A record of all waivers of notices of meetings of unit owners and of the Executive Board or any committee of the Executive Board.
- (3) **List of Current Unit Owners.** The Association shall maintain a record of current Unit owners sufficient to allow the preparation of list of the names and addresses of all Owners as well as the number of votes each Owner has.
- (4) **Records to be Maintained at the Principal office of the Association.** A copy of the following records shall be maintained at the principal office of the Association:
- (A) General information about the Association, including but not limited to the date the fiscal year of the Association begins and a list of the Association's current assessments, including regular and special assessments.
 - (B) Resolutions adopted by the Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of unit owners or any class or category of unit owners.
 - (C) The association's operating budget for the current fiscal year.
 - (D) Annual financial statements including any amounts held in reserve for the three fiscal years immediately preceding the current annual disclosure.
 - (E) Any Rules and Regulations.
 - (F) Architectural and/or landscaping rules, standards, or guidelines established by the Association, if any.
 - (G) The By-Laws of the Association.
 - (H) The Articles of Incorporation of the Association.

- (I) The Declaration (*i.e.* Business Condominium Covenants for Grabill PUD, a Common Interest Business Community, recorded at reception number 2004-0074109 in the real property records of Larimer County, Colorado).
 - (J) A list of the names and business or home address of the Association's current directors and officers.
 - (K) The minutes of the Executive Board and member for the three fiscal year immediately preceding the current annual disclosure.
 - (L) All written communications within the past three fiscal years to unit owners generally as units owners.
 - (M) The results of any financial review or audit as may be required by C.R.S. §38-33.3-303(4)(b) conducted in the previous three fiscal years.
 - (N) A list of all Association insurance policies, including, but not limited to, property, general liability, association director and officer coverage, and fidelity policies. The list shall include the company names, policy limits, policy deductibles, additional named insureds, and expiration dates of the policies listed.
- (5) **Other Records.** Other records of the association shall be retained and disclosed in the discretion of the Executive Board, consistent with the Colorado Revised Non-Profit Corporation Act, the Colorado Common Interest Ownership Act, and Colorado law.

(b). **Inspection and Reproduction of Records by Owners.**

- (1) **Records to be Made Available to Owners on Demand.** The Association and/or its property management company shall maintain the records listed in sections 2.(a)(4)(A) through 2.(a)(4)(I) at the principal office of the Association for inspection by Owners or their authorized agents during normal business hours. Any Owner or authorized agent who wishes to inspect these records shall provide identification sufficient for the Executive Board or the Association's property management company to confirm the individual is a Owner in the association or an authorized agent of a Owner.
- (2) **Records to be Maintained and Made Reasonably Available to Owners.** In addition to the records listed in sections 2.(a)(4)(A)

through 2.(a)(4)(I), the records listed in sections 2.(a)(2)(A) through 2.(a)(2)(D), section 2.(a)(3) and sections 2.(a)(4)(J) through 2.(a)(4)(N) shall be maintained at the principal offices of the Association and made available during business hours within five business days after a *reasonable request for inspection*. A request for inspection is reasonable if the requesting Owner completes and signs a written form (provided by the Association) indicating the name of the requesting Owner; the Owner's address or unit number; the purpose of the request; the records requested; whether copies are required; and *the responses on the form demonstrate: (A) the request is made in good faith and for a proper purpose; (B) the request describes with reasonable particularity the records sought and the purpose of the request; (C) and the records sought are relevant to the purpose of the request.*

- (3) **Reproduction of Records.** Any record which may be inspected by a Owner may be reproduced by photocopying or other means at the expense of the requesting Owner.
- (A) Copies or reproductions shall be made by the Executive Board or the Association's managing agent. In order to prevent the loss of or damage to the records of the association, *Owners shall not be permitted to remove records from the offices of the Association or its managing agent or management company under any circumstances.*
- (B) The Owner may be charged for the actual per page cost of generating the copies or reproductions, but shall not be charged simply to inspect records at the principal office of the association.
- (C) Copies or reproductions shall be made available during normal business hours within five business days of the Owner's legitimate request.

Article VII Delegation

The Executive Board may, in its discretion, delegate powers of the Executive Board or Officers relating to the everyday operation of the Association including, but not limited to, collection, deposit, transfer, or disbursement of Association funds to other persons or to a managing agent, provided, however, that the other persons or managing agent must maintain fidelity insurance coverage or a bond in an amount not less than \$50,000.00 or such higher amount as the Executive Board or Colorado law may require; that the other persons or managing

agent maintain all funds and accounts of the Association as separate from the funds and accounts of other Associations managed by other persons and managing agent shall maintain all reserve accounts of each Association so managed separate from operational accounts of the Association; that an annual accounting for Association funds and a financial statement be prepared and presented to the Association by the managing agent, public accountant, or a certified public accountant.

Article VIII Responsible Governance Policies

1. Responsible Governance Policies. The following responsible governance policies to promote responsible governance in accordance with C.R.S. § 38-33.3-209.5:
 - a. *Accounting Records*. The Association shall maintain accounting records using generally accepted accounting principles.
 - b. *Unpaid Assessments*. The Association shall collect unpaid assessments pursuant to the provisions of section 3 of these rules and regulations.
 - c. *Conflicts of Interest*. If any contract, decision, or other action taken by or on behalf of the Executive Board would financially benefit any member of the Executive Board or any person who is a parent, grandparent, spouse, child, or sibling of a member of the Executive Board, or a parent or spouse of any those persons, that member of the Executive Board shall declare a conflict of interest for that issue. The member shall declare the conflict in an open meeting, prior to any discussion or action. After making such declaration, the member may participate in the discussion *but shall not vote on that issue*.
 - d. *Parliamentary Procedure for Meetings—Notice of Meetings*. Meetings shall be conducted pursuant to the Colorado Revised Non Profit Corporation Act (supplementary procedures such as Robert's Rules of Order may also be used).
 - e. *Enforcement of Covenants, Rules and Regulations, and Architectural Standards and Guidelines*. Enforcement of the Declaration, these By-Laws, and other governing documents shall be as provided for in section 4 of these rules, except that nothing shall preclude the Executive Board, Association's agent or management company, or attorneys from engaging in additional communication and negotiation to attempt to resolve disputes without resorting to the assessment of fines or resort to legal action. Nothing in this paragraph, however, shall preclude the Association, Executive Board, the Association's agents or property management company, or the Association's attorney from taking action as provided for in the governing documents from taking any other legal action consistent with Colorado law.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of Graybill PUD Business Subdivision, Inc. and that the foregoing By-laws are a true and correct copy of the duly adopted By-laws of the Association in effect of the _____ day of _____, 2006.

_____, Secretary of the Graybill
PUD Business Subdivision, Inc.