

BYLAWS
OF
WILDHORSE AT PROSPECT ASSOCIATION, INC.
A COLORADO NON-PROFIT CORPORATION

ARTICLE I
NAME AND LOCATION

The name of the corporation is WILDHORSE AT PROSPECT ASSOCIATION, INC., (the "Association"). The principal office of the Association shall be located at 14 Hunter Hill Road, Mt. Crested Butte, CO 81225, United States. Meetings of members and directors may be held at such place within the State of Colorado as may be designated by the Executive Board.

ARTICLE II
OBJECT

- A. The purpose for which this non-profit corporation is formed is to govern that planned community regime situated in the County of Gunnison, State of Colorado, more fully described by the subdivision plat for Wildhorse at Prospect (the "Plat") and the Declaration for Wildhorse at Prospect Association, Inc. (the "Declaration"). The real property and improvements thereon which are subjected to the Declaration will form a Planned Community as described in the Colorado Common Interest Ownership Act set forth in Colorado Revised Statutes 38-33.3-101, et seq. (the "Act"). Wildhorse, LLC, a Colorado limited liability company, is designated as the "Declarant" in the Declaration.
- B. All present or future owners, tenants, and any other persons who might use such property in any manner are subject to the regulations set forth in these Bylaws. Acquisition of a fee or leasehold interest in or the occupancy of any of the Dwelling units within the Planned Community (hereinafter referred to as the "Dwelling Units") shall constitute ratification and acceptance of these Bylaws and an agreement to comply herewith.

ARTICLE III
DEFINITIONS

All definitions and defined terms set forth in the Declaration for capitalized words and phrases shall have the same meanings in these Bylaws.

ARTICLE IV
MEMBERSHIP AND VOTING

The Association shall be a membership corporation without certificates or shares of stock. No person or entity other than the Declarant or the Owner of a Dwelling Unit may be a member of this Association.

- A. Membership and Voting Rights. Members shall be all Owners, including the Declarant so long as the Declarant continues to own an interest in any of the Dwelling Units. Owners shall be entitled to one (1) equal vote for each Dwelling Unit in which they own an interest. The vote for such Dwelling Unit shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Dwelling Unit.

All members shall be entitled to vote on matters as provided in the Declaration, these Bylaws or the Articles of Incorporation of the Association. Notwithstanding anything to the contrary provided for herein, however, Declarant shall be entitled to appoint and remove the members of the Executive Board and officers of the Association to the fullest extent permitted by the Act (the "Declarant Control Period"). Subject to the provisions of phased transition, the directors shall be selected by the Declarant acting in its sole discretion and shall serve at the pleasure of the Declarant until the first to occur of the following:

- (1) 60 days after 75% of the total number of Dwelling Units allowed in the Declaration for the Planned Community have certificates of occupancy issued thereon and have been conveyed to Owners;
- (2) 2 years after the last conveyance of a Dwelling Unit by the Declarant in the ordinary course of business; or
- (3) 2 years after any right to add new Dwelling Units has expired.

Notwithstanding the foregoing, if Declarant voluntarily relinquishes its right to appoint and remove officers and directors of the Association prior to the termination of the Declarant Control Period, Declarant reserves the right to approve or disapprove specified actions of the Association as provided in Section 38-33.3-303 of the Act.

Within 60 days after termination of the Declarant Control Period, Declarant shall deliver to the Association all property and other items required by Section 38-33.3-303 of the Act.

No transfers of membership in the Association shall be made except as provided herein or in the Declaration, and no such transfer shall be made upon the books of the Association within ten (10) days next preceding the Annual Meeting of the Association

- B. Proxies. At all meetings of members votes may be cast in person or by proxy, but no proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. All proxies shall be in writing and must be filed with the secretary at or before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Dwelling Unit.
- C. Designation of Voting Representative-Proxy. If title to a Dwelling Unit is held by more than one individual, by a firm, corporation, partnership, association, or other legal entity, or any combination thereof, a proxy must be executed and filed with the Association appointing and authorizing one person or alternate persons to attend all annual and special meetings of Association members and to cast the voting interest allocated to that Dwelling Unit as provided in the Declaration. Such proxy shall be effective and remain in force until voluntarily revoked, amended, or sooner terminated by operation of law; provided, however, that the Association shall continue to recognize a proxy until it receives notice of such revocation, amendment or termination.
- D. Quorum. Except as otherwise provided in these Bylaws or by the Articles of Incorporation or the Declaration, the presence in person or by proxy of Association members possessing a sufficient voting interest to constitute twenty percent (20%) of the votes shall constitute a quorum, and such members present in person or by proxy shall constitute the members entitled to vote upon any issue presented at a meeting at which a quorum is present. If a quorum exists, the action of a majority of the votes present shall be sufficient to make decisions binding on all owners, unless a different number or method of voting is expressly required by statute or by the Declaration, the Articles of Incorporation or these Bylaws.
- E. Cumulative Voting. Cumulative voting is prohibited.
- F. Written Mail Ballot. In addition to voting in person or by proxy, Members may vote by written mail ballot, which may be cast with or without the physical presence of Members at a meeting. Written mail ballots may also be used at a meeting for the election of directors and other actions. The Board shall deliver a written mail ballot to each Member entitled to vote on the matter. The written mail ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action

and for nominees for the Board. Approval by written mail ballot of an action without a meeting shall be valid only when the number of votes cast by written mail ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. All solicitations for votes by written mail ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; and specify the time by which written mail ballot must be received by the Association in order to be counted. A timely written mail ballot received by the Association shall count toward the Association's quorum requirement and may be revoked by a Member before the response deadline. The results of each action by written mail ballot shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Association.

ARTICLE V MEETING ADMINISTRATION

- A. General. The Owners of the Dwelling Units will constitute the members of the Association, which shall function at all times as a nonprofit corporation and have all of the powers and authority of such as provided by C.R.S. §§ 7-121-101, *et seq.* The Association will have the responsibility of administering the project through an Executive Board as herein provided.
- B. Place of Meetings. Meetings of the Association shall be held at such place in Gunnison County, Colorado as the Executive Board may determine.
- C. Annual Meeting. The annual meeting of the members for the purpose of voting on such matters as properly may come before the meeting shall be held during the last quarter of each fiscal year. Directors shall be elected or designated at each such annual meeting
- D. Special Meetings. Special meetings of the members may be called at any time by the President or by the Executive Board, or upon written request of twenty percent (20%) of the members who are entitled to vote.
- E. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than fifty (50) days (or such shorter period of time as may be required by statute) before such meeting to each

member entitled to vote thereat, addressed to the members' address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the items on the agenda, including the general nature of any proposed amendments to the Declaration or Bylaws, any budget changes, and any proposal to remove any officer or member of the Executive Board and the place, day and hour of the meeting; and, in case of a special meeting, the purpose of the meeting.

- F. Adjourned Meetings. If the number of Association members necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place of a meeting, the chairman of the meeting, or a majority of the votes present in person or by proxy, may adjourn the meeting from that time until the necessary number of Association members shall be in attendance. No further notice or other announcement of the meeting shall be required and, at any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.
- G. Waiver of Notice. Any member may at any time waive any notice required to be given under these Bylaws or by statute or otherwise, and the presence of a member in person at any meeting or the members shall be deemed such a waiver.
- H. Suspension of Voting Rights. The Association may suspend the voting rights of a member for failure to comply with the rules and regulations of the Association or for failure to comply with any other obligations of an Owner of a Dwelling Unit under the Declaration or these Bylaws.

ARTICLE VI EXECUTIVE BOARD

- A. Number and Qualification. The affairs of this Association shall be governed by an Executive Board. Directors shall be members of the Association or representatives of the Declarant. The initial Executive Board shall consist of the three (3) directors designated in the Articles of Incorporation and they shall act in such capacity until their successors are elected and qualified. The number of directors may be increased or decreased by amendment of these Bylaws; provided, however, that the number of directors shall not be reduced to fewer than three (3), nor increased to more than seven (7); and, provided further, that no decrease in the number of directors by amendment of these Bylaws shall have the effect of shortening the term of any incumbent directors.

- B. Powers and Duties. The Executive Board shall have the powers and duties necessary for the administration of the affairs of the Association, and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the members. The powers of the Executive Board shall include, but not be limited to, all of the rights and duties of the Executive Board as set forth elsewhere in these Bylaws and the Articles of Incorporation and in the Declaration, and shall also include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Executive Board may delegate such duties as appear in the best interest of the Association and to the extent permitted by law.

The Executive Board may, by contract, delegate the routine operation and management of the Association affairs to the Management Company. The Management Company shall be responsible to the Executive Board, and shall submit a comprehensive report on its activities at each Annual Meeting.

- C. Election and Term of Office. Notwithstanding any other provision of these Bylaws:

- (1) Within 60 days after the time that Owners other than Declarant own 25% of the maximum number of Dwelling Units specified in the Declaration, or whenever the Declarant earlier determines, the President shall call for an election by which the Members shall be entitled to elect one of the three directors. The remaining two directors shall be appointees of the Declarant. The director elected by the Members shall not be subject to removal by the Declarant and shall be elected for a term of two years or until the happening of the event described in subsection C(2), whichever is shorter. If such directors term expires prior to the happening of the event described in subsection C(2), a successor shall be elected for a like term.
- (2) Within 60 days after the time that Owners other than Declarant own 50% of the maximum number of Dwelling Units specified in the Declaration, or whenever the Declarant earlier determines, the Board shall be increased to five directors. The president shall call for an election by which the Members shall be entitled to elect two of the five directors. The remaining three directors shall be appointees of the Declarant. The directors elected by the Members shall not be subject to removal by the Declarant and shall be elected for a term of two years or until the happening of the event described in subsection C(3) below.

- (3) Not later than the termination of the Declarant Control Period, an election shall be held at which five directors shall be elected by the Members, including the Declarant. Three directors shall serve a term of two years and two directors shall serve a term of one year, as such directors determine among themselves.

Upon the expiration of each initial elected director's term of office, the Members shall elect a successor to serve a term of two years. The directors elected by the Members shall hold office until their respective successors have been elected.

- D. Vacancies. Any vacancy in the Executive Board and any directorship to be filled by reason of an increase in the number of directors may be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Executive Board. Directors selected to fill a vacancy on the Executive Board shall hold office for the unexpired term of his predecessor in office. Any directorship to be filled by reason of any increase in the number of directors may be filled by the Executive Board for a term of office continuing only until the next election of directors.
- E. Removal/Resignation of Directors. At any regular or special meeting of the Association, any one or more of the directors may be removed with or without cause at any time by the affirmative vote of sixty-seven percent (67%) of those members then entitled to vote in an election of such director and a successor may then be elected from the same class of membership to fill the vacancy thus created. Any director whose removal has been proposed by the members of the association shall be given an opportunity to be heard at the meeting. Any director may resign by submitting a written notice to the Executive Board stating the effective date of his resignation and acceptance of the resignation shall not be necessary to make the resignation effective.
- F. Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by him for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Executive Board before the services are undertaken.
- G. Organization Meeting. The first meeting of a newly elected Executive Board shall be held within ninety (90) days of the designation or election of directors at such time and place as shall be established by Declarant. No notice shall be necessary to the new directors in order to legally constitute such meeting, provided a majority of the Executive Board shall be present.

- H. Regular Meetings. Regular meetings of the Executive Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least one meeting shall be held during each fiscal year. Notice of regular meetings of the Executive Board shall be given to each director, personally or by mail, telephone or telegraph, at least ten days prior to the day named for the meeting.
- I. Special Meetings. Special meetings of the Executive Board may be called by the president on ten (10) days' notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the time and place and purpose of the meeting. Special meetings of the Executive Board shall be called by the president or secretary in like manner and on like notice upon the written request of at least fifty percent (50%) of the directors.
- J. Waiver of Notice. Before or at any meeting of the Executive Board, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Executive Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Executive Board, no notice shall be required and any business may be transacted at such meeting.
- K. Quorum/Vote Required. Unless otherwise specified in the Declaration, at a meeting of the Executive Board, one-half (1/2) of the number of directors acting and qualified shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Board, except as otherwise specifically required by law, the Articles of Incorporation, the Declaration or these Bylaws.
- L. Adjournments. The Executive Board may adjourn any meeting from day to day for such other time as may be prudent or necessary in the interest of the Association, provided that no meeting may be adjourned for a period longer than thirty (30) days.
- M. Fidelity Bonds. The Executive Board shall require that officers, employees and/or Management Companies of the Association handling or responsible for Association funds furnish adequate fidelity bonds as more fully discussed in the Declaration. The premiums on bonds for the Association's officers or employees shall be paid by the Association.
- N. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting

by obtaining the written approval of all of the directors and placing such written approval on file with the Secretary of the association. Any action so approved shall have the same effect as though taken at a meeting of the directors.

- O. Telephonic Participation. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or any committee by means of telephone conference call or similar communication equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

ARTICLE VII
POWERS AND DUTIES OF THE EXECUTIVE BOARD

- A. Powers. The Executive Board shall have the power, to act on behalf of the Association in all respects not otherwise prohibited in the Declaration, Bylaws, Articles or under the Act, and specifically to:
- (1) Adopt and publish Rules and Regulations governing the use of the General Common Elements and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof
 - (2) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
 - (3) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.
 - (4) Declare the office of a member of the Executive Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Executive Board.
 - (5) Employ the Management Company, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

- (6) Grant a license or sublicense relating to the use of the Special Common Elements or the Common Area as set forth in the Declaration.

B. Duties. It shall be the duty of the Executive Board to:

- (1) Cause to be kept a complete record of all the acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by fifty percent (50%) of the members who are entitled to vote.
- (2) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed.
- (3) Perform all duties set forth in the Declaration, including but not limited to:
 - (a) Fix, levy and collect assessments in the manner and for the purposes specified in the Declaration.
 - (b) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
 - (c) Cause all General Common Elements of the Planned Community Project to be maintained.

C. Due Process. In addition to such other rights as are specifically granted under the Declaration, the Executive Board shall have the power to impose reasonable monetary fines, which shall constitute a lien upon the Dwelling Unit of the violator, and to suspend an Owner's right to vote for violation of any duty imposed under the Declaration, these Bylaws, or any Association Rules and Regulations. In addition, the Executive Board may suspend any services provided by the Association to an Owner or the Owner's Dwelling Unit if the Owner is more than 30 days delinquent in paying any assessment or other charges owed to the Association. In the event that any occupant, tenant, employee, guest or invitee of a Dwelling Unit violates the Declaration, Bylaws, or the Rules and Regulations and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Executive Board, the Owner shall pay the fine upon notice from the Association. The failure of the Executive Board to enforce any provision of the Declaration, Bylaws, or the Rules and Regulations shall not be deemed a waiver of the right of the Board to do so thereafter.

- (1) Notice. Prior to imposition of any sanction hereunder or under the Declaration, the Board or its delegate shall serve the alleged violator with written notice describing: (i) the nature of the alleged violation; (ii) the proposed sanction to be imposed; (iii) a period of not less than 10 days within which the alleged violator may present a written request for a hearing to the Board or the Covenants Committee, if one has been appointed pursuant to Article VI; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within 10 days of the notice. If a timely challenge is not made, the sanction stated in the notice shall be imposed; provided the Executive Board or covenants committee may, but shall not be obligated to, suspend any proposed sanction if the violation is cured within the 10-day period. Such suspension shall not constitute a waiver of the right to sanction future violations of the same or other provisions and rules by any person.
- (2) Hearing. If a hearing is requested within the allotted 10-day period, the hearing shall be held before the covenants committee, or if none has been appointed, then before the Executive Board in executive session. The alleged violator shall be afforded a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or its representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.
- (3) Additional Enforcement Rights. Notwithstanding anything to the contrary in this Article, the Executive Board may elect to enforce any provision of the Declaration, these Bylaws, or the Rules and Regulations of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both. In any such action, to the maximum extent permissible, the Owner or occupancy responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorneys fees actually incurred. Any entry onto a Dwelling Unit for purposes of exercising this power of self-help shall not be deemed as trespass.

ARTICLE VIII
OFFICERS

- A. Officers. The officers of this Association shall be a president and vice president, and a secretary and a treasurer. The president and the vice president must be members of the Executive Board. The secretary and treasurer need not be members of the Executive Board nor members of the Association. The Executive Board may designate such other officers as the Executive Board may from time to time by resolution create.
- B. Election of Officers. The election of officers shall take place at the first meeting of the Executive Board following each Annual Meeting of the members.
- C. Term. The officers of the Association shall be elected annually by the Executive Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.
- D. Special Appointments. The Executive Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Executive Board may, from time to time, determine.
- E. Resignation and Removal. Any officer may be removed from office with or without cause by the Executive Board. Any officer may resign at any time by giving written notice to the Executive Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- F. Vacancies. A vacancy in any office may be filled by appointment by the Executive Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- G. Compensation. No compensation shall be paid to officers for their services as officers unless a resolution authorizing such remuneration shall have been adopted by the Executive Board before the services are undertaken.

ARTICLE IX
POWERS AND DUTIES OF OFFICERS

- A. President. The president, unless the Management Company is so directed, shall preside at all meetings of the Executive Board and shall see that

orders and resolutions of the Executive Board are carried out. The president shall sign all leases, mortgages, deeds and other written instruments and shall sign promissory notes.

- B. Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Executive Board.
- C. Secretary. The secretary, unless the Management Company is so directed, shall record the votes and keep the minutes of all meetings and proceedings of the Executive Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Executive Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Executive Board.
- D. Treasurer. The treasurer, unless the Management Company is so directed, shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Executive Board: may sum all checks; keep proper books of account; cause, if directed by a resolution of the Executive Board, an annual review of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting, and deliver a copy of each to the members.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every director or officer, his or her heirs, executors, administrators, and representatives against all loss, costs and expenses, including counsel fees, reasonably incurred by him or her in the manner and to the extent provided for in the Articles of Incorporation for the Association.

ARTICLE IX POWERS, RIGHTS AND DUTIES OF THE ASSOCIATION AND MEMBERS THEREOF

The Association and its members shall have all the powers, rights, duties and obligations set forth in the Articles of Incorporation for the Association, these Bylaws, rules and regulations pursuant thereto, the Declaration, and as any of the same, may be duly adopted or amended.

ARTICLE XII
MISCELLANEOUS

- A. Books and Records. The Association Documents and all books and records of the Association shall be subject to inspection by any member in accordance with the terms of the Act, and shall also be subject to inspection by any first mortgagee. Reasonable charges may be imposed for expenses of copying any documents.
- B. Conveyances and Encumbrances. Properly authorized conveyances or encumbrances of Association property shall be by instrument executed by the president and attested by the secretary, the treasurer, an assistant secretary, or assistant treasurer, or executed by such other person or persons to whom such authority may be delegated by the Executive Board.
- C. Fiscal Year. The fiscal year of the Association shall begin on the first day of October of every year, except that the first fiscal year shall begin on the date of incorporation.

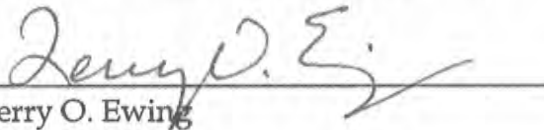
ARTICLE XIII
AMENDMENTS

- A. Articles of Incorporation. Amendments may be made to the Articles of Incorporation in the manner provided by law by vote of the membership of the Corporation at any annual meeting or special meeting of the membership, provided that the notice of such meeting states that such amendment is to be considered.
- B. Bylaws.
 - (1) Amendment by the Members. These Bylaws may be amended by a majority vote of the Members in the Association present in person or by proxy and constituting a quorum at any regular or special meeting. Amendments may be proposed by the Executive Board or petition signed by at least fifty-one percent (51%) of the voting strength of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.
 - (2) Amendment by the Directors. These Bylaws may be amended by the affirmative vote of a majority of the Executive Board present in person or by proxy and constituting a quorum at any regular or special meeting. A statement of any proposed amendment shall

accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.

- C. Limitation on Amendments. No amendment of these Bylaws shall be contrary to or inconsistent of any provision of the Articles of Incorporation, and no amendment of the Articles of Incorporation or these Bylaws shall be contrary to or inconsistent with any provision of the Declaration.
- D. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.
- E. Execution. Amendments to the Declaration, Bylaws, or Articles of Incorporation shall be prepared, executed, and certified by the president and the secretary of the Association.

The undersigned, who has been designated as the chairman of the Executive Board of Wildhorse at Prospect Association, Inc. certifies that the above bylaws were approved and adopted by the Executive Board on the 2nd day of August, 2010.


Terry O. Ewing