

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
TORREY PINES AT HEATHER RIDGE CONDOMINIUM ASSOCIATION, INC.**

RECITALS:

1. Torrey Pines at Heather Ridge Condominium Association, Inc. ("Torrey Pines") is a Colorado nonprofit corporation created to provide an entity for the furtherance of the interests of all the Owners of Units within the Torrey Pines community.
2. In furtherance of its purposes, Torrey Pines has all the power conferred on Colorado nonprofit corporations by the statutes and common law of the State of Colorado.
3. The Board of Directors adopted the attached bylaws on May 31, 1979 as reflected in the minutes of the organizational meeting.
4. Due to the passage of time, the numerous transitions between community managers and board members, or the possibility the bylaws were never signed, Torrey Pines finds itself without a signed copy of the bylaws.
5. With the exception of a seven member Board of Directors, Torrey Pines has, as a manner of business, adhered to the attached bylaws for as long as anyone can remember.
6. Torrey Pines believes it is in the interest of the Association and its members to have a signed copy of the Torrey Pines bylaws.
7. Colorado Revised Statute 7-123-102(1)(c) authorizes the Colorado nonprofit corporation to make and amend its bylaws unless other wise provided in the Articles of Incorporation.
8. Colorado Revised Statute 38-33.3-302(1)(a) allows the Common interest community to adopt and amend its bylaws subject to provisions in the declaration.
9. Neither the Articles of Incorporation nor the Condominium Declaration restrict the ability of the Association to adopt or amend its bylaws.

RESOLVED the Board of Directors for Torrey Pines hereby formally ratifies the attached bylaws, with the exception of the number of Directors being composed of seven homeowners in good standing; and directs the secretary to sign a copy of the same to be kept in the records of the Association.

The Board of Directors further amends Article VII, Section 2 of the bylaws and reserves its right to amend these bylaws in accordance with Colorado Revised Statutes 1-123-102(1)(c) and 38-33.3-123(1)(a).

ADOPTED this ¹⁵ day of ~~October~~ ^{November} 2001.

Charlotte A. Mitchell
Director ~~Secretary~~ ~~Treasurer~~

Mani Doff Vice President
Director

Sebastian Bernusz President
Director

Diana Lewis member
Director

Eric Wallen
Director

Director

James Schaefer
Director