

AMENDED AND RESTATED BYLAWS OF STARBUCK AT CASTLE PINES HOMES ASSOCIATION, INC.

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AMENDED AND RESTATED BYLAWS

OF

STARBUCK AT CASTLE PINES HOMES ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1.1. Name. The name of the corporation is Starbuck at Castle Pines Homes Association, Inc. It is a Colorado nonprofit corporation (the "Association").

Section 1.2. Purpose of Bylaws. The purpose for which the Association is formed is to govern the Lots, exercise the rights, power and authority, and fulfill the duties of the Association, as provided in the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Easements of Starbuck at Castle Pines, and any amendments and supplements thereto, recorded in the office of the Clerk and Recorder of Douglas County ("Declaration"), and the Association's Articles of Incorporation, and any amendments thereto, filed with the Department of State of Colorado ("Articles of Incorporation"), and these Bylaws. The Declaration, the Articles of Incorporation, these Bylaws, any rules, regulations, or policies adopted by the Board of Directors are collectively referred to herein as the "Association Documents." All Members and any other person who may use or occupy the Lots, or any portion thereof, or any facilities or appurtenances thereto or thereon shall be subject in all respects to the covenants, conditions, restrictions, reservations, easements, regulations, and all other terms and provisions set forth in the Association Documents. The mere acquisition, rental or occupancy of any Lot, or any portion thereof, shall signify that all terms and provisions of the Association Documents are accepted and shall be complied with.

Section 1.3. Terms Defined in Declaration. Terms which are defined in the Declaration shall have the same meanings in these Bylaws unless such terms are otherwise defined in these Bylaws.

Section 1.4. Controlling Laws and Instruments. These Bylaws are controlled by and shall always be consistent with the provisions of the Act, the Colorado Revised Nonprofit Corporation Act, the Declaration and the Articles of Incorporation of the Association, as any of the foregoing may be amended or supplemented from time to time.

ARTICLE II

OFFICES

Section 2.1. Principal Office. The principal office of the corporation shall be as determined by the Board of Directors ("Board"), but meetings of Members and Board may be held at such places within the State of Colorado as may from time to time be designated by the Board.

Section 2.2. Registered Office and Agent. The Colorado Revised Nonprofit Corporation Act requires that the Association have and continuously maintain in the State of Colorado a registered office and a registered agent who resides in the State of Colorado and whose business office is identical with such registered office. The registered office need not be the same as the principal office of the Association. The registered office and the initial registered agent may be changed by the Association at any time, without amendment to the Articles of Incorporation, by filing a statement as specified by law in the Office of the Secretary of State of Colorado.

ARTICLE III

MEMBERS

Section 3.1. Members. A "Member" of the Association is as defined in the Declaration. The corporation shall have one class of Members.

Section 3.2. Memberships Appurtenant to Lots. Each Membership shall be appurtenant to the fee simple title to a Lot. The Member(s) which has fee simple title to a Lot shall automatically be the holder of the Membership therefor, and the Membership shall automatically pass with fee simple title to the Lot. No Member may resign his, her or its Membership without the conveyance of fee simple title to the Lot.

Section 3.3. Members Votes. Each Member shall be entitled to vote as provided in the Declaration and the Articles of Incorporation.

Section 3.4. Voting by Joint Members. If there is more than one Member of a Lot, the vote(s) for such Lot shall be exercised as the persons holding such interest shall determine between themselves, provided that in no event shall more votes be cast with respect to any Lot as are allocated to such Lot by the provisions of the Declaration. If, however, the Members of a Lot are unable, within a reasonable time, to agree upon how they will vote any issue, they shall be passed over and their right to vote on such issue shall be lost.

Section 3.5. Voting by Entity Representatives. The vote of an entity Member may be cast by any authorized or apparent representative of the entity in the absence of express notice of the designation of a specific person by the governing body of such entity.

Section 3.6. Suspension of Voting Rights. The Board may suspend, after notice and hearing as provided herein, the voting rights of a Member during and for up to 90 days following any breach by such Member or an Owner's Agent of any provision of the Declaration or of any rule or regulation adopted by the Association unless such breach is a continuing breach, in which case such suspension shall continue for so long as such breach continues and for up to 90 days thereafter.

Section 3.7. Transfer of Memberships on Association Books. Transfers of Memberships shall be made on the books of the Association only upon presentation of evidence, satisfactory to the Association, of the transfer of ownership of the Lot to which the Membership is appurtenant. Prior to presentation of such evidence, the Association may treat the previous owner of the Membership as the owner of the Membership entitled to all rights in connection therewith, including the right to vote and to receive notices.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1. Place of Members' Meetings. Meetings of Members shall be held at the principal office of the Association or at such other place as may be fixed by the Board from time to time and specified in the notice of the meeting.

Section 4.2. Annual Meetings of Members. The regular annual meeting of the Members shall be held on a date and at a time selected by the Board in each year. At each annual meeting, the Members shall elect Directors to fill vacancies in accordance with the provisions of the Declaration and the Articles of Incorporation and conduct such other business as may properly come before the meeting.

Section 4.3. Budget Meeting. Within (30) days after the adoption of the proposed budget, the Board shall mail, by ordinary first class mail, or otherwise deliver, a summary of the budget to all the Members, and shall

set a date for a meeting of the Members to consider ratification of the budget not less than fourteen (14) nor more than sixty (60) days after mailing or other delivery of the summaries. Unless at that meeting sixty-seven percent (67%) of all Members reject the budget, the budget is ratified, whether or not a quorum of Members is present. In the event that a proposed budget is rejected, the periodic budget last ratified by the Members must be continued until such time as the Members ratify a subsequent budget proposed by the Board.

Section 4.4. Special Meetings of Members. Special meetings of the Members may be called by the President or a majority of the members of the Board, or shall be called by the President at the request of Members holding not less than 20% of the total votes of the Association.

Section 4.5. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or person authorized to call the meeting, not less than 10 nor more than 50 days before the date of the meeting, either by hand delivery or by United States mail, to each Member entitled to vote at such meeting. The notice of any meeting must state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the Declaration, the Articles, or these Bylaws, any budget changes, and any proposal to remove an officer or member of the Board. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the Member at the address of its Lot or to any other mailing address designated in writing by the Member, with postage thereon prepaid; if delivered, such notice shall be deemed to have been delivered on the date of actual delivery thereof.

Section 4.6. Record Date. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or in order to make a determination of such Members for any other proper purpose, the Board may fix, in advance, a date as the record date for any such determination of Members. The record date shall be not more than 50 days prior to the meeting of Members or the event requiring a determination of Members.

Section 4.7. Proxies. A Member entitled to vote may vote in person or by proxy executed in writing by the Member or its duly authorized attorney-in-fact and filed with the Secretary of the Association no later than commencement of the meeting. A Member may appoint a proxy by signing an appointment form, either personally or by the Member's attorney-in-fact. A Member may appoint a proxy by transmitting or authorizing the transmission of a telegram, teletype, or other electronic transmission providing a written statement of the appointment to the proxy, to a proxy solicitor, proxy support service organization, or other person duly authorized by the proxy to receive appointments as agent for the proxy or to the Association; except that the transmitted appointment shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment. Appointment of a proxy is revoked by the person appointing the proxy: (a) attending any meeting and voting in person; or (b) signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form. A proxy shall automatically cease upon the conveyance by a Member of the Lot of the Member and the transfer of the Membership on the books of the Association. No proxy shall be valid after 11 months from its date unless otherwise provided in the proxy, and no proxy shall be valid in any event for more than three years after its date of execution. A proxy is void if it is not dated, if it is not timely submitted to the Secretary, or if it purports to be revocable without notice.

Section 4.8. Quorum at Members' Meetings. Except as may be otherwise provided in the Declaration, the Articles of Incorporation or these Bylaws, and except as hereinafter provided with respect to the calling of another meeting, a quorum is deemed present if persons entitled to cast ten percent (10%) of the votes which may be cast for election of the Board are present, in person or by proxy, at the beginning of the meeting. A quorum of Members who are present in person or by proxy at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Members so as to leave less than a quorum.

Section 4.9. Adjournments of Members' Meetings. Members present in person or by proxy at any meeting may adjourn the meeting from time to time, whether or not a quorum shall be present in person or by proxy, without notice other than announcement at the meeting, for a total period or periods not to exceed 10 days after the date set for the original meeting.

Section 4.10. Vote Required at Members' Meetings. At any Members' meeting, if a quorum is present, in person or by proxy, a majority of the votes present in person or by proxy and entitled to be cast on a matter shall be necessary for the adoption of the matter, unless a greater percentage is required by law, the Declaration, the Articles of Incorporation or these Bylaws; except that in the case of elections in which there are more than two candidates, the person (or persons if there is more than one seat to be filled) receiving the highest number of votes cast shall be elected, and the person receiving the highest number of votes shall be elected to the longer term.

Section 4.11. Cumulative Voting Not Permitted. Cumulative voting by Members is not permitted.

Section 4.12. Order of Business. The order of business at any meeting of Members shall be as follows: (a) roll call to determine the voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) appointment of voting and proxy inspectors and inspection and verification of proxies;(d) reading and request for approval of minutes of preceding meeting; (e) reports of officers; (f) President's report; (g) committee reports; (h) voting on budget; (i) appointment of inspectors for canvass of ballots to be cast; (j) election of Members to the Board of Directors (at annual meetings or special meetings held for such purpose); (k) unfinished business; and (l) new business.

Section 4.13. Expenses of Meetings. The Association shall bear the expenses of all meetings of Members and of special meetings of Members.

Section 4.14. Action of Members Without a Meeting. Any action required to be taken or which may be taken at a meeting of 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. All such writings must be received by the Association within sixty days after the date the earliest dated writing describing and consenting to the action is received by the Association. Any such writing may be received by the Association by electronically transmitted facsimile or other form of wire or wireless communication providing the Association with a complete copy thereof, including a copy of the signature thereto. Action taken pursuant to this section shall be effective when the last writing necessary to effect the action is received by the Association, unless the writings describing and consenting to the action set forth a different effective date.

Section 4.15. Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; specify the time by which a ballot must be received by the Association in order to be counted; and be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter. In the event the action is for election of Directors, there shall be space on the ballot for write in nominations. Action taken under this section has the same effect as action taken at a meeting of Members and may be described as such in any document.

BOARD OF DIRECTORS

Section 5.1. Qualifications of Directors. A majority of the Board of Directors must be Members, or designated representatives of the Members and who currently reside within the Starbuck Property, or in the event that a Member is an entity other than a natural person, such member of the Board of Directors shall be an authorized representative of such entity Member. A Director shall be a natural person who is eighteen years of age or older. If a Director conveys or transfers title to his or her Lot, then such Director's term shall immediately terminate and a new Director shall be selected as promptly as possible to take such Director's place.

Section 5.2. Number of Directors. The Board of Directors shall consist of five (5) directors. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws provided that the number of Directors shall not be less than three and no decrease in number shall have the effect of shortening the term of any incumbent Director, and further, that adoption of these Amended and Restate Bylaws shall not have the effect of shortening the term of any incumbent Director.

Section 5.3. Term of Office of Directors. At each annual meeting of the Association the Members shall elect directors to fill those positions of directors whose terms are expiring, for terms equal to the term of the directors whose terms are expiring. In odd numbered years, three directors positions shall be filled. In even numbered years, two directors positions shall be filled.

Section 5.4. Nomination. Nomination for election to the Board may be made by a Nominating Committee if such a committee is appointed, from time to time, by the Board. Nominations may also be made from the floor at any Member meeting.

Section 5.5. Election. Election to the Board shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration.

Section 5.6. Removal of Directors: Vacancies of Directors. Sixty-seven percent (67%) of the votes cast at any meeting of the Members at which a quorum is present (in person, and not by proxy), may remove any member of the Board with or without cause. Any vacancy occurring in the Board (by reason of death, resignation or removal of a Director, or an increase in the number of directors) or any newly created directorship resulting from any increase in the authorized number of directors shall be selected by a majority of the remaining members of the Board not later than the second regular meeting of the Board following such death, resignation or removal, whether or not such remaining members constitute a quorum, and shall serve for the unexpired term of the Director being replaced. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 5.7. Resignation of Directors. Any Director may resign at any time by giving written notice to the President, to the Secretary or to the Board stating the effective date of such resignation. Acceptance of such resignation shall not be necessary to make the resignation effective.

Section 5.8. Executive Committee. The Board, by resolution adopted by a majority of the Directors in office, may, at any time and from time to time, appoint an Executive Committee, which shall include one or more Directors and which shall have and exercise such authority as the Board may from time to time delegate, except that no such committee shall exercise any of the authority prohibited by C. R. S. 7-128-206.

Section 5.9. Other Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more other committees, which may consist of or include Members who are not Directors. Any such committee shall have and may exercise such authority as shall be specified in the resolution creating such committee, except that no such committee shall exercise any of the authority prohibited by C. R. S. 7-128-206.

Section 5.10. General Provisions Applicable to Committees. The appointment of any committee and the delegation thereto of authority shall not relieve the Board of any responsibility imposed upon it by law.

Section 5.11. Compensation. No Director shall receive compensation from the Association for serving on the Board, unless a resolution authorizing such remuneration shall have been adopted by a majority of the Members of the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties. Further, without approval of the Board, no Director shall, directly or indirectly, be under contract with, or have any arrangement with, the Association to provide any goods or services while such Director is a member of the Board of Directors.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 6.1. Place of Directors' Meetings. Meetings of the Board shall be held at such place as may be fixed from time to time by the Board and specified in the notice of the meeting.

Section 6.2. Regular Meetings of Directors. The Board shall hold regular meetings at least quarterly and may, by resolution, establish in advance the times and places for regular meetings. No prior notice of any regular meetings need be given after establishment of the times and places thereof by resolution. If the Board does not adopt such a resolution then the meetings shall be held upon not less than forty-eight (48) hours notice to each Director, or the Board shall obtain waiver of notice from each Director.

Section 6.3. Special Meetings of Directors. Special meetings of the Board may at any time be called by the President or any two members of the Board, upon not less than forty-eight (48) hours notice to each Director.

Section 6.4. Open Meetings. All regular and special meetings of the Board, or any committee thereof, shall be open to attendance by all Members or their representatives, except that the Board or a committee thereof may hold an executive or closed door session and may restrict attendance to Board members and other persons specified by the Board. The matters to be discussed at such an executive session shall include only the following matters: (a) matters pertaining to employees of the association or involving the employment, promotion, discipline, or dismissal of an officer, agent, or employee of the association; (b) consultation with legal counsel concerning disputes that are the subject of pending or imminent court proceedings or matters that are privileged or confidential between attorney and client; (c) investigative proceedings concerning possible or actual criminal misconduct; (d) matters subject to specific constitutional, statutory, or judicially imposed requirements protecting particular proceedings or matters from public disclosure; (e) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy. Prior to the time the members of the Board of Directors or any committee thereof convene in executive session, the chair of the body shall announce the general matter of discussion as enumerated in paragraphs (a) to (e) above.

Section 6.5. Proxies. A Director shall not be entitled to vote by proxy at any meeting of Directors.

Section 6.6. Quorum of Directors. A majority of the number of Directors fixed in these Bylaws in office immediately before the meeting begins shall constitute a quorum for the transaction of business.

Section 6.7. Vote Required at Directors' Meeting. At any meeting of Directors, if a quorum is present, a majority of the votes present in person and entitled to be cast on a matter shall be necessary for the adoption of any matter, unless a greater proportion is required by law, the Declaration, the Articles of Incorporation or these Bylaws.

Section 6.8. Order of Business. The order of business at all meetings of Directors shall be as follows: (a) roll call; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meetings; (d) reports of officers; (e) reports of committees; (f) old business; and (g) new business, or as set by the Board.

Section 6.9. Officers at Meetings. The President shall act as chairman and the Board shall elect a Director to act as secretary at all meetings of Directors.

Section 6.10. Waiver of Notice. A waiver of notice of any meeting of the Board, signed by a Director, whether before or after the meeting, shall be equivalent to the giving of notice of the meeting to such Director. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all of the Directors are present at a meeting of the Board (except attendance solely for the purpose of objecting to improper notice), no notice shall be required and any business may be transacted as such meeting.

Section 6.11. Action of Directors 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 the Directors. No action taken pursuant to this section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of this section, signed by all Directors and not revoked pursuant to the provisions of this section, are received by the Association. Any such writing may be received by the Association by electronically transmitted facsimile or other form of wire or wireless communication providing the Association with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this section shall be effective when the last writing necessary to effect the action is received by the Association unless the writings describing the action taken set forth a different effective date. Any Director who has signed a writing pursuant to this section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director's prior vote with respect thereto is revoked, if such writing is received by the Association before the last writing necessary to effect the action is received by the Association. Action taken pursuant to this section has the same effect as action taken at a meeting of Directors and may be described as such in any document. All signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the Board.

Section 6.12. Participation by Electronic Means. Unless otherwise provided in the bylaws, the Board may permit any Director to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD

Section 7.1. General Powers and Duties of Board. The Board shall have the duty to manage and supervise the affairs of the Association and shall have all powers necessary or desirable to permit it to do so except such as are expressly conferred upon the Members by the Declaration, the Articles of Incorporation, or these Bylaws. Without limiting the generality of the foregoing, the Board shall have the power to exercise or cause to be exercised all of the powers, rights and authority not reserved to Members in the Declaration, the Articles of Incorporation, these Bylaws, the Act or the Colorado Revised Nonprofit Corporation Act. In addition to its general powers, the Board shall have the authority, acting through the Association's officers (subject to any and all limitations upon such powers as set forth in the Declaration, the Articles of Incorporation, or these Bylaws) to:

- a. Adopt and publish rules, regulations, restrictions, policies and architectural or design guidelines governing the Lots, the Common Areas, the Property, or any portion thereof, and any improvements or facilities thereon and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- b. Suspend a Member's privileges after notice and hearing as provided herein, for a period not to exceed

ninety (90) days, for infraction of the Association Documents unless such infraction is a continuing infraction, in which case such suspension shall continue for so long as such infraction continues and for up to ninety (90) days thereafter.

c. Enter into, make, perform or enforce contracts, licenses, leases and agreements of every kind and description;

d. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

e. Declare the office of a member of the Board to be vacant in the event such member shall be absent from two (2) unexcused regular meetings of the Board during any one year period;

f. Employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties; and

g. Provide for Notice and Hearing in compliance with the provisions of these Bylaws, through promulgation of procedures therefor.

Section 7.2. Duties. It shall be the duty of the Board to:

a. Cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Members entitled to cast at least one-fourth (1/4) of the votes at such meeting;

b. Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;

c. As more fully provided in the Declaration, to:

(1) Determine the amount of the annual assessment against each Lot, from time to time, and revise the amount of the annual assessment if such budget is rejected by the Members; and

(2) Foreclose the lien against any Lot for which assessments are not paid, or bring an action at law against the Member personally obligated to pay the same;

d. Issue, or cause an appropriate officer or authorized agent to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid in accordance with Section 11.5 of these Bylaws. A reasonable charge may be made by the Board for the issuance of these certificates.;

e. Procure and maintain insurance, as more fully provided in the Declaration;

f. Provide for maintenance, repair and reconstruction of the Common Areas, other parcels of real property, and improvements thereon, as more fully provided in the Declaration;

g. Keep financial records sufficiently detailed to enable the Association to comply with the requirement that it prove statements of unpaid assessments. All financial and other records shall be made reasonably available for examination by any Member and such Member's authorized agents; and

h. Invest Association funds subject to any investment policy the Board may adopt which reflects the basic

investment objectives of diversity, safety, liquidity and income return. At least annually, the Board shall make available to the members a listing on an itemized basis as to amount, type and rate of return, of the instruments, funds and accounts in which Association funds are invested or deposited.

Any of the aforesaid duties may be delegated by the Board to any other person(s). To the extent it may be required by any statute, and if not required by statute then at the option of the Board, any manager or other person who receives the delegation of duties relating to the collection, deposit, transfer or disbursement of Association funds shall: (1) maintain fidelity insurance or a bond in an amount not less than the greater of (a) seventy-five thousand dollars (\$75,000) or (b) the estimated maximum amount of funds, including reserve funds, in the custody of the manager at any given time during the term of each policy as calculated from the current budget of the Association but in no event less than a sum equal to three (3) months' aggregate assessments plus reserve funds; and (2) maintain all funds and accounts of the Association separate from the funds and accounts of other associations managed by the manager or other person(s) and maintain all reserve accounts separate from operational accounts of the Association. Further, a Certified Public Accountant may prepare and present to the Association an annual accounting for Association funds and a financial statement.

Section 7.3. Limitation on Powers. The Board may not act on behalf of the Association to amend the Declaration, to terminate the Starbuck Association, or to elect members of the Board or determine the qualifications, powers and duties, or terms of office of Board members, but the Board may fill vacancies in its membership for the unexpired portion of any term.

ARTICLE VIII

OFFICERS

Section 8.1. Officers, Employees and Agents. The officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, assistant officers, employees and agents as may be deemed appropriate or necessary by the Board from time to time. Officers other than the President need not be Directors. The offices of President and Secretary may not be held by the same person. However, any person may simultaneously hold two or more of any of the other offices, subject to any applicable requirements or limitations contained in the Declaration, Articles of Incorporation, these Bylaws or law.

Section 8.2. Appointment and Term of Office of Officers. The officers shall be appointed by the Board at the first meeting of the Board held subsequent to the annual meeting of the Members, and shall hold office for one (1) year, unless the officer sooner resigns or is removed, or shall otherwise be disqualified to serve.

Section 8.3. Removal of Officers. Any officer, employee or agent may be removed by the Board, with or without cause, whenever in the Board's judgement the best interests of the Association will be served thereby.

Section 8.4. Resignation of Officers. Any officer may resign at any time by giving written notice to the President, to the Secretary or to the Board stating the effective date of such resignation. Acceptance of such resignation shall not be necessary to make the resignation effective.

Section 8.5. Vacancies in Officers. Any vacancy occurring in any position as an Officer may be filled by the Board. An Officer appointed to fill a vacancy shall be appointed for the unexpired term of its predecessor in office.

Section 8.6. President. The President shall be a member of the Board and shall be the principal executive officer of the Association. The President shall preside at all meetings of the Board and at all meetings of the Members, and shall see that orders and resolutions of the Board are carried out; shall sign all service and maintenance agreements and other written agreements.

Section 8.7. Vice Presidents. The Vice President(s), if appointed, may act in place of the President in case of his death, absence or inability to act, and shall perform such other duties and have such authority as is from time to time delegated by the Board or by the President.

Section 8.8. Secretary. The Secretary shall be the custodian of the records; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law and that the books, reports and other documents and records of the Association are properly kept and filed; shall take or cause to be taken and shall keep minutes of the Board and of committees of the Board; shall keep at the principal office of the Association a record of the names and addresses of the Members; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the Board or by the President. The Board may appoint one or more Assistant Secretaries who may act in place of the Secretary for whatever reason, including in case of death, absence or inability to act.

Section 8.9. Treasurer. The Treasurer shall be responsible for overseeing the deposit of all funds in such depositories as shall be designated by the Board; shall keep correct and complete financial records and books of account and records of financial transactions and condition of the Association, authorize all checks and promissory notes of the Association and shall submit such reports thereof as the Board may, from time to time, require; shall arrange for the annual report required in these Bylaws; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to it by the Board or by the President. The Board may appoint one or more Assistant Treasurers who may act in place of the Treasurer for whatever reason, including in case of death, absence or inability to act. Notwithstanding any provision contained herein to the contrary, the Treasurer may delegate its duties to the Manager; provided, however, that the Treasurer in delegating such duties shall not be relieved of its responsibilities under the Declaration or this Section 8.9.

Section 8.10 Bonds. The Association shall require fidelity bonds or insurance (if available) covering officers or other persons handling funds of the Association in accordance with the provisions of these Bylaws.

ARTICLE IX

INDEMNIFICATION OF OFFICIALS AND AGENTS

Section 9.1. Certain Definitions. A "Corporate Official" shall mean any Director or Officer, and any former Director or Officer, of the Association. A "Corporate Employee" shall mean any employee, and any former employee, of the Association. "Corporate Official" and "Corporate Employee" shall not include any officer, director, agent or employee of any managing agent employed by the Association, and no such person shall have right of indemnification hereunder. "Expenses" shall mean all costs and expenses including attorneys fees, liabilities, obligations, judgements and any amounts paid in reasonable settlement of a Proceeding. "Proceeding" shall mean any claim, action, suit or proceeding, civil or criminal, whether threatened, pending or completed, and shall include appeals.

Section 9.2. Right of Indemnification. The Association shall indemnify any Corporate Official and may, in the discretion of the Board, indemnify any Corporate Employee, against any and all Expenses actually and reasonably incurred by or imposed upon it in connection with, arising out of, or resulting from, any Proceeding in which it is or may be made a party by reason of (a) actual or alleged error or misstatement or misleading statement or act or omission or neglect or breach of duty while acting in an official capacity as a Corporate Official or Corporate Employee, or (b) any matter claimed against it solely by reason of being a Corporate Official or Corporate Employee. The right of indemnification shall extend to all matters as to which a majority of directors of the Association by resolution, or independent legal counsel in a written opinion, shall determine that the Corporate Official or Corporate Employee acted in good faith and such person reasonably believed that the conduct was in the Association's best interests and had no reasonable cause to believe that its conduct was improper or unlawful. The right of indemnification shall not extend to matters as to which the Corporate Office or Corporate Employee is finally adjudged in an action, suit or

proceeding to have been liable for gross negligence or willful misconduct in the performance of its duty except to the extent that a court may determine, upon application, that despite such adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity. The right of indemnification shall not extend to any matter as to which said indemnification would not be lawful under the laws of the State of Colorado.

Section 9.3. Advances of Expenses and Defense. The Association may advance Expenses to, or where appropriate, may undertake the defense of, any Corporate Official or Corporate Employee, in a Proceeding provided that the Corporate Official or Corporate Employee shall comply with the requirements of C. R. S. 7-129-104.

Section 9.4. Rights Not Exclusive. The right of indemnification herein provided shall not be exclusive of other rights to which such Corporate Official or Corporate Employee may be entitled.

Section 9.5. Authority to Insure. The Association may purchase and maintain liability insurance on behalf of any Corporate Official or Corporate Employee against any liability asserted against it as a Corporate Official or Corporate Employee or arising out of its status as such, including liabilities for which a Corporate Official or Corporate Employee might not be entitled to indemnification hereunder.

ARTICLE X

NOTICE AND HEARING

Section 10.1. Notice and Hearing. In all instances where the Colorado Common Interest Membership Act as amended from time to time, the Colorado Revised Nonprofit Corporation Act, as amended from time to time, the Declaration, these Bylaws or any Rules and Regulations of the Association require notice and hearing, the Board shall comply with the following:

(a) Demand. Written demand to cease and desist from the alleged violation shall be served upon the alleged violator specifying:

(i) the alleged violation;

(ii) the action required to abate the violation, and

(iii) a time period, not less than five (5) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any additional similar violation may result in the imposition of a sanction after notice and an opportunity for hearing, if the violation is not continuing.

(b) Notice. At any time within twelve (12) months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty or if the same or a substantially similar rule is subsequently violated, the Board, or its delegate, shall serve the violator with written notice of a hearing to be held by the Board (the "Notice"). The Notice shall contain:

(i) the nature of the alleged violation;

(ii) the time and place of the hearing, which time shall not be less than fifteen (15) days from the giving of the Notice;

(iii) an invitation to attend the hearing and produce any statement, evidence, and witness on his or her behalf; and

(iv) the proposed sanction to be imposed.

(c) Hearing. The Hearing shall be held pursuant to this Notice affording the Member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of Notice and the invitation to be heard 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 appears at the meeting. If the Notice requirements have been met, and the alleged violator does not appear at the meeting, the alleged violator will be deemed to have waived his or her opportunity for a hearing.

The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. The decision of the Board shall be final. However, in no event shall the Board suspend a Member's voting rights for infraction of the Association's rules and/or regulations for a period in excess of sixty (60) days, unless such infraction is a continuing infraction, in which case such suspension may continue for so long as such infraction continues and for up to sixty (60) days thereafter.

These procedures shall not be necessary, in order to impose any sanction or penalty for nonpayment of Assessments.

Section 10.2. Hearing Committee. In any instance that requires a hearing, the President may appoint Hearing Committee ("Hearing Committee") of three natural persons who need not be Members of the Association. In appointing the members of the Hearing Committee, the President should make a good faith effort to avoid appointing next-door neighbors of the respondent or any Members who are essential witnesses to the alleged violation giving rise to the complaint. The decision of the President shall be final, except that the respondent may challenge any member of the Hearing Committee for cause, where a fair and impartial hearing cannot be afforded, at any time prior to the taking of evidence at the hearing. In the event of such a challenge, the Board shall meet to determine the sufficiency of the challenge, without the President voting. If such a challenge is sustained, the President shall appoint another member to replace the challenged member of the Hearing Committee. All decisions of the Board in this regard shall be final. The Hearing Committee shall elect a chairman and appoint a hearing officer who shall take evidence and ensure that a proper record of all proceedings is maintained.

ARTICLE XI

MISCELLANEOUS

Section 11.1. Amendment of Bylaws. The Board of Directors shall have the power to alter, amend or repeal these Bylaws or any provision herein, or to adopt new Bylaws. Notwithstanding the foregoing, no alteration or amendment shall result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, or transfer. The notice of any meeting to amend the Bylaws shall specify such purpose. The Bylaws may contain any provision for the regulation or management of the affairs of the Association not inconsistent with law, the Declaration or the Articles of Incorporation.

Section 11.2. Execution, Certification and Recording Amendments to Declaration. The President, or the Vice President in the President's absence, and the Secretary of the Association shall prepare, execute, certify and record amendments to the Declaration on behalf of the Association.

Section 11.3. Books and Records. The Association shall keep as permanent records minutes of all meetings of its Members and Board, a record of all actions taken by the Members or Board without a meeting, a record of all actions taken by a committee of the Board in place of the Board on behalf of the Association, and a record of all waivers of notices of meetings of Members and of the Board or any committee of the Board. The Association shall maintain appropriate accounting records, and the Association or its agent shall

maintain a record of its Members in a form that permits preparation of a list of the name and address of all Members in alphabetical order. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Association shall keep a copy of each of the following records at its principal office: (a) its articles of incorporation; (b) its Bylaws; (c) resolutions adopted by the Board relating to the characteristics, qualifications, rights, limitations, and obligations of Members; (d) the minutes of all Members' meetings, and records of all action taken by Members without a meeting, for the past three years; (e) all written communications within the past three years to Members generally as Members; (f) a list of the names and business or home addresses of its current Directors and Officers; (g) a copy of its most recent corporate report delivered to the Colorado secretary of state; and (h) all financial statements prepared for periods ending during the last three years, including assets and liabilities and results of operations.

Section 11.4. Inspection of Books and Records. A Member is entitled to inspect and copy, during regular business hours at the Association's principal office, any of the records of the Association described in Section 11.3 (a) through (h) above, if the member gives the Association written demand (through the Association's manager, if any) at least five business days before the date on which the Member wishes to inspect and copy such records. A Member is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Association, any of the other records of the Association if the Member gives the Association written demand at least five business days before the date on which the Member wishes to inspect and copy such records., and if (a) the Member has been a Member for at least three months immediately preceding the demand to inspect or copy; (b) the demand is made in good faith and for a proper purpose; (c) the Member describes with reasonable particularity the purpose and the records the Member desires to inspect; and (d) the records are directly connected with the described purpose. For purposes of this section "proper purpose" means a purpose reasonably related to the demanding member's interest as a member. This section does not affect (a) the right of a member to inspect records under C.R.S. 7-127-201; (b) The right of a member to inspect records to the same extent as any other litigant if the member is in litigation with the Association; or (c) The power of a court to compel the production of corporate records for examination. A Member's agent or attorney has the same inspection and copying rights as the member. The right to copy records under this Section 11.4 includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic, or other means, except that the Association may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the Member, but further excepting that no charge may be made for providing or mailing the most recent annual financial statements. The charge may not exceed the estimated cost of production and reproduction of the records.

Section 11.5. Statement of Account. The Association shall furnish to a Member, or to a First Mortgagee or its designee, upon written request delivered personally or by certified mail, first class postage prepaid, return receipt, to the Association, a written statement setting forth the amount of unpaid or prepaid Assessments currently levied against such Member's Lot. The statement shall be furnished within fourteen (14) calendar days after receipt of the request and is binding on the Association. The Association shall have the right to charge a reasonable fee for the issuance of such certificate.

Section 11.6. Corporate Reports. The Association shall file with the Secretary of State of Colorado, within the time prescribed by law, corporate reports on the forms prescribed and furnished by the Secretary of State and containing the information required by law, and shall pay the fee for such filing as prescribed by law.

Section 11.7. Fiscal year. The fiscal year of the Association shall begin on January 1 of each year and end the succeeding December 31 except that the first fiscal year shall begin on the date of incorporation. The fiscal year may be changed by the Board without amending these Bylaws.

Section 11.8. Seal. The Board may adopt a seal which shall have inscribed thereon the name of the Association and the words "SEAL" and "COLORADO."

Section 11.9. Share of Stock and Dividends Prohibited. The Association shall not have or issue shares of

stock and no dividend shall be paid, and no part of the income shall be distributed to its Members, Directors or Officers. Notwithstanding the foregoing, upon dissolution or final liquidation thereof, the Association, may make distributions as permitted by the Declaration; but no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income or profit.

Section 11.10. Loans to Directors, Officers and Members Prohibited. No loan shall be made by the Association to its Members, Directors or Officers, and any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until the repayment thereof.

Section 11.11. Limited Liability. Except as may otherwise be provided by law, the Association, the Board, the Declarant, and any Officer, Director, Member, agent or employee of any of the same, shall not be liable to any person for any actions taken or omissions made in the performance of such person's duties except for wanton and willful acts or omissions.

Section 11.12. Minutes. Minutes or any similar records of the meetings of Members or of the Board, when signed by the Secretary or acting Secretary of the meeting, shall be presumed to truthfully evidence the matters set forth therein. A recitation in any such minutes that notice of the meeting was properly given shall be prima facie evidence that the notice was given.

Section 11.13. Checks, Drafts and Documents. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons, and in such manner as, from time to time, shall be determined by resolution of the Board. All Association checks must be executed by two officers of the Association or, if authorized by the Board of Directors, by an officer of the Association and the Manager. To the extent reasonably practical, the Treasurer of the Association shall be one of the persons executing Association checks.

Section 11.14. Execution of Documents. The Board, except as these Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of Starbuck at Castle Pines Homes Association, Inc. have hereunto set our hands this 19th day of September, 2002.

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Starbuck at Castle Pines Homes Association, Inc., a Colorado nonprofit corporation, and that the foregoing Amended and Restated Bylaws constitute the Bylaws of said Association, as duly adopted at a meeting of the Board thereof, held on September 19, 2002.

Signed this 19th day of September, 2002.

Bob Ryckman

Secretary