



2021 AMENDED AND RESTATED BYLAWS
of
LAKERIDGE ASSOCIATION
a Colorado nonprofit corporation

ARTICLE I
PURPOSE, OFFICES, AND DEFINITIONS

Section 1.1. Purpose. The Lakeridge Association is organized as a not-for-profit organization under the laws of the State of Colorado, not for pecuniary or commercial profit and without capital stock. The purpose of the Association is to provide Members with recreational facilities for promotion of their enjoyment, happiness and health. The Association may do such things as may be deemed necessary from time to time to carry out the purposes as set forth in this Section 1.1 or as allowed by Colorado law.

Section 1.2. Principal Office. The principal office address of the Association in the State of Colorado will be the physical address of the registered agent.

Section 1.3. Registered Office. The registered office of the Association, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado. The Board of Directors may change the address of the registered office from time to time.

Section 1.4. Defined Terms. Unless otherwise defined in these Bylaws, the following capitalized words and phrases appearing in these Bylaws will have the following meanings:

- (a) “**Act**” shall mean the Colorado Revised Nonprofit Corporation Act, as it may be amended from time to time.
- (b) “**Association**” shall mean the Lakeridge Association, a Colorado nonprofit corporation, and its successors.
- (c) “**Board of Directors**” or “**Board**” shall mean the body, regardless of name, designated to act on behalf of the Association.
- (d) “**Bylaws**” means the Amended and Restated Bylaws of the Lakeridge Association.
- (e) “**Community**” shall mean the community known as “Resubdivision of Lakeridge” or “Lakeridge” as depicted by the plat map recorded in the records of the Office of the Clerk and Recorder, City and County of Denver, State of Colorado, on August 2, 1955 at Reception No.1955007916 and attached hereto and incorporated herein as Exhibit A.

- (f) **“Contributions”** shall mean and include any contribution, gift, bequest, or devise for the general purposes of or for any special purposes of the Association.
- (g) **“Improvement(s)”** shall mean structures and improvements installed within or upon a Property.
- (h) **“Member”** shall mean and refer to each Person or those Persons who own a fee interest in Property within the Community and is entitled to Membership as provided in these Bylaws. If a Member is a legal entity, it shall be represented at any meeting of the Association by a natural person.
- (i) **“Membership”** shall mean membership in the Association.
- (j) **“Member in Good Standing”** shall mean a Member, as determined by the Board of Directors, who has paid, in full, all assessments, dues and other charges, fees, expenses and interest due and owing by the Member under the terms of these Bylaws and who is compliant with all Rules and Regulations of the Association. Only Members who are Members in Good Standing shall be entitled to exercise the rights and privileges of Membership under these Bylaws.
- (k) **“Owner”** shall mean any Person who owns a fee interest in Property.
- (l) **“Person”** or **“Persons”** shall be defined to enable these terms to be used interchangeably, as appropriate, and shall mean a human being, a partnership, a corporation, a limited liability company, or a trust.
- (m) **“Property”** shall mean and refer to a lot within the Community which is designed and intended for use and occupancy as a single-family residence.
- (n) **“Rules and Regulations”** shall mean any instruments, however denominated, adopted by the Board for the regulation and management of the Association and the Community, including architectural guidelines, and including any amendment to those instruments.

ARTICLE II MEMBERS AND MEMBERSHIP

Section 2.1. Class of Members. The Association will consist of one class of Members and will be open to any Person who is an Owner of Property which is subject to these Bylaws; provided, however, that only Members who are Members in Good Standing will be entitled to exercise the rights and privileges of Membership. Membership shall be appurtenant to and may not be separated from ownership of any Property. Ownership of such Property shall be the sole qualification for Membership. Any Member, after acquiring Membership, may designate, in writing, to the Secretary of the Association, any Person occupying the Property who shall be qualified by such written designation to be the Person to exercise the rights and privileges of Membership in the Association. Members in Good Standing may use Association facilities and property for non-commercial purposes. No Member shall collect a fee or profit from the use of Association facilities and property. Commercial activities are prohibited on Association property.

Section 2.2. Removal from Membership. In the event that any dues or assessment is not paid in full, the non-paying Member shall be automatically removed from the Membership, upon such action

by the Secretary of the Association. Any Member who is removed from Membership relinquishes all of his right, title and interest in and to any privileges, returns, and/or rights to participate in the Association, or in its assets or properties, be they real, personal and/or mixed and he is no longer a Member of the Association.

Section 2.3. Reinstatement to Membership. A Member terminated from Membership may (a) be reinstated to Membership provided he makes full payment of all past unpaid dues or assessments levied from and after the Annual Membership Meeting of 1962, or (b) he may forfeit any claim to all past years of Membership and begin Membership with the current year. Upon reinstatement to Membership, such Member may use and enjoy the Association's facilities, but said Member will not acquire any other privileges relative to the assets or property of the Association until the completion of one full year as a Member in Good Standing.

Section 2.4. Payment of Dues and Assessments. All dues and assessments run with each Property in the Community and will be binding on any subsequent Owner. Any Person who otherwise qualifies for Membership because of Property ownership must pay all dues and assessments. Any Person entitled to Membership, after the year 1962, may, prior to his acceptance to Membership, pay dues and assessments for all the years during which such dues and assessments were not paid by the prior Owner of the said Property after 1962, or may pay dues and assessments for the current year only and forfeit any claim to all past years of Membership and begin Membership with the current year. Members in Good Standing may pay all prior unpaid dues and assessments to entitle them to full ownership interest back to 1962. Payment of back dues shall be at the dues rate in effect on the date of the buy back.

Section 2.5. Rules and Regulations. Each Member, upon being accepted into Membership, must abide by the Rules and Regulations and Bylaws of the Association, which are in full force and effect at the time of the Member's initiation to Membership, and which may be amended from time to time.

Section 2.6. Electronic Communication. The Association hereby designates www.lakeridgedenver.com ("Website") as its website for the purposes of these Bylaws. Rules, regulations, meeting notices, and other information pertinent to the Association and its Membership may be posted from time to time on the Website as deemed necessary and appropriate by the Board of Directors in its sole discretion or distributed by email to each Member at the email address on file with the Association. It is the responsibility of each Member to maintain a current email address with the Association.

ARTICLE III MEMBER MEETINGS

Section 3.1. Annual Meeting. The annual meeting of the Membership will be held at such time on such day in the month of March as will be established by the Board of Directors, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated in these Bylaws for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the Members as soon thereafter as may be convenient.

Section 3.2. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by the Act, may be called by the President, by the Board of Directors, or

by ten percent (10%) of the Members in Good Standing. If a meeting is requested by Members as provided in this Section 3.2, (a) written request for such meeting shall be provided to the Secretary or the next highest ranking officer, (b) such request shall be signed by ten percent (10%) of the Members in Good Standing, and (c) such notice shall set forth the time and place of the meeting so requested, together with the purposes of such meeting.

Section 3.3. Manner of Acting. If a quorum is present, the affirmative vote of the majority of the Members in Good Standing represented at the meeting and entitled to vote on the subject matter will be the act of the Members, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

Section 3.4. Voting. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each Member in Good Standing will be entitled to one vote on each matter submitted to a vote at a meeting of Members. Where more than one Person holds an interest in any Property, only one vote per Property may be cast on any matter, provided the Person is otherwise qualified as a Member in Good Standing. No Property shall be entitled to more than one vote being cast from multiple Owners.

Section 3.5. Voting Method. Voting on any question or in any election may be by voice, by ballot, by email if the email address from which the vote was cast was on file with the Secretary of the Association before the vote was cast, or electronically, using an Internet service that supports electronic ballots and voting.

Section 3.6. Quorum. A quorum for the conduct of a meeting of the Membership shall be twenty-five (25%) percent of the Members in Good Standing. In the event that a meeting, either annual or special, does not have a quorum, then and in that case, the President may continue said meeting from time to time to a date and time certain, and until such time as the required percentage of the Membership as above indicated is present at such meeting.

Section 3.7. Voting by Proxy. A Member entitled to vote may vote or otherwise act in person or by proxy. The proxy may be in any form authorized by the Association or by the Act. The appointment of a proxy is revocable by the Member, either by attending the meeting and voting in person or by signing and delivering to the Secretary of the Association or to another officer or agent authorized by the Association to tabulate proxy votes a writing revoking the proxy or a writing making a subsequent appointment of another proxy. Any proxy submitted on behalf of a Member must be: (a) signed by the Member; (b) directed specifically for the meeting at which said proxy has the privilege of exercising the Member's voice; and (c) filed with the Secretary of the Association prior to the President of the Association calling the meeting to order. Proxies shall be counted to determine the existence of a quorum.

Section 3.8. Notice. Members shall be given fourteen (14) days written notice of each annual meeting or special meeting. Written notice of any annual or special meeting will be given as follows: (a) by mail to each Member at his or her residential address; (b) by personal delivery at the Member's residential address; or (c) by email to the email address for each Member on file with the Secretary of the Association. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by email, such notice will be deemed to be delivered on the date the email was sent. Any Member may waive notice of any meeting. The attendance of a Member at any meeting will constitute a waiver of notice of such meeting, except

where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.9. Association Property. The sale, transfer, disposition or encumbrance of real property owned by the Association, or transfer of any easement or other property right, shall require notice to the Membership in the same manner required by Section 3.8, with written consent of eighty five percent (85%) of the Members in Good Standing also being required, at a meeting properly called and with vote being taken.

Section 3.10. Participation by Electronic Means. Any Member may participate in any annual or special meeting by means of telephone or video conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation will constitute presence in person at the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. General Powers. The business and affairs of the Association will be managed by its Board of Directors.

Section 4.2. Performance of Duties. A director of the Association will perform his or her duties as a director, including his or her duties as a member of any committee of the board on which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. The Board of Directors shall have the responsibility to initiate, adopt, promulgate, and enforce Rules and Regulations concerning the conduct and activities of the Association and its Members to carry out the purposes of the Association. Such Rules and Regulations shall not be in conflict with the Articles of Incorporation or these Bylaws. In performing his duties, a director will be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 4.2; but a director will not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties will not have any liability by reason of being or having been a director of the Association. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely on are:

- (a) One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be in such persons' professional or expert competence; or
- (c) A committee of the board on which the director does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters in its designated authority, which committee the director reasonably believes to merit confidence.

Section 4.3. Number, Tenure and Qualifications. The number of directors of the Association shall consist of not less than three (3) nor more than seven (7). Each director will hold office for a period of

three (3) years, provided that directorship terms are staggered with two directors to be elected in each of two years and three directors to be elected in the third year. Each director must be a natural person eighteen years of age or older and must be a Member in Good Standing at the time of election and during the duration of his directorship.

Section 4.4. Annual, Regular and Special Meetings. The Board of Directors will provide, by resolution, the time and place for the holding of annual, regular meetings and special meetings. All meetings of the Membership and of the Board of Directors shall be held in the City and County of Denver, State of Colorado. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Membership. In the event that the Board of Directors finds it impossible or impracticable to keep this schedule, said annual meeting of the Board of Directors shall be held within ten (10) business days of the Membership's annual meeting. At their annual meeting, the Board of Directors will appoint the Association's registered agent. The Board of Directors, with the consent of 2/3 of the Members in Good Standing, shall have the power to adopt such bylaws as it may deem proper for the management of the affairs of the Association.

Section 4.5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board of Directors by informing the President in writing of their desire to call said Board together and directing the President to issue said call for a special meeting of the Board of Directors.

Section 4.6. Notice. Directors shall be given at least forty-eight (48) hours written notice of the proposed meeting giving the time and place thereof. Written notice will be given as follows: (a) by personal delivery; or (b) by email to the email address for each director on file with the Secretary of the Association. If notice is given by email, such notice will be deemed to be delivered on the date the email was sent to the email address on file with the Secretary of the Association. Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7. Quorum. A majority of those directors present at such meeting will constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.8. Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 4.9. Informal Action by Directors. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board of Directors in writing waives the right to demand that the meeting be held and either: (a) votes for such action; or (b) votes against such action or abstains from voting.

Section 4.10. Participation by Electronic Means. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone or video conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation will constitute presence in person at the meeting.

Section 4.11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors.

Section 4.12. Resignation. Any director of the Association may resign at any time by giving written notice to the President or the Secretary of the Association. The resignation of any director will take effect upon receipt of notice of resignation or at such later time as is specified in such notice. Unless otherwise specified in the notice of resignation, acceptance of the resignation will not be necessary to make it effective.

Section 4.13. Committees. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more Members, whether or not officers or directors, to constitute a committee, to provide such advice, service, and assistance to the Board of Directors and to carry out such duties and responsibilities as specified by the Board of Directors. No committee shall have the authority to incur any expense or make any representation or commitment on behalf of the Association without the express written approval of the Board of Directors or the President.

Section 4.14. Compensation. Directors will serve without compensation but may be reimbursed for reasonable expenses incurred by each director in carrying out the affairs of the Association.

Section 4.15. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

Section 4.16. Corporate Funds. The Board of Directors is vested with authority to use the Association's funds according to the budget adopted at the annual meetings; provided, however, that no expenditure or combination of expenditures of more than five percent (5%) of the total budget may be expended for items not in the budget-without prior approval of the Members in Good Standing. In the event approval for non-budget expenditures is sought by the Board of Directors and such expenditures are beyond five percent (5%) of the total budget, the following procedure will apply: (a) notice of the special meeting shall be issued in accordance with Section 3.2 to consider such expenditure; (b) the expenditure must be passed by a majority of the Members in Good Standing present at such meeting; and (c) the above action must be taken by the Board of Directors upon its realization that said expenditure will exceed five percent (5%) of the total budget, be that project in process or merely anticipated.

Section 4.17. Personal Rights Resolution. The Board of Directors is authorized to suspend Membership privileges for a period of up to one (1) year for any Member, any Member's family, or guests found vandalizing or causing any damage to any Association property, or continually disregarding rules and regulations of the Association. Suspension may be for a longer period of time as directed by the majority vote of the Membership. Suspended members and/or their guests shall not use Community facilities, including the Pavilion. Suspended Members and/or their guests using Association facilities will be considered trespassers. The effective date of suspension shall be the date of notification by personal delivery, posting on the Member's front door, or by email to the Member's email address on record with the Association. Suspension of privileges will in no way waive annual

dues and shall be subject to a hearing by the Board of Directors which shall be open to the Membership. Notification of any suspension arising out of said hearing shall be forwarded to each Member.

ARTICLE V OFFICERS

Section 5.1. Number. The officers of the Association will be President, Vice President, Secretary, and Treasurer, all of whom shall be chosen from and by the Board of Directors. The Board of Directors may elect or appoint such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person.

Section 5.2. Election and Term of Office. The President, Vice President, Secretary and Treasurer of the Association will be elected by the Board of Directors of the Association each year at the first meeting held after the annual meeting of Members. If the elections of officers are not held at such meetings, such elections will be held as soon thereafter as practicable. Each officer will hold office until his or her successor is duly elected and has qualified, or until his or her death, or until he or she resigns or is removed in the manner provided below.

Section 5.3. Removal. The Directors may remove any officer or agent at any time, with or without cause. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent will not of itself create contract rights.

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

Section 5.5. President. The President will be the chief executive officer of the Association and, subject to the control of the Board of Directors, will generally supervise and control all of the business and affairs of the Association. The President will, when present, and in the absence of a Chair of the Board, preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board of Directors, any instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or is required by law to be otherwise signed or executed. Generally, the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6. Vice President. The Vice President (or in the event, there is more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) will, in the absence of the President or in the event of the President's death, inability, or refusal to act, perform all duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.7. Secretary. The Secretary will: (i) keep the minutes of the proceedings of the Members and of the Board of Directors in one or more files provided for that purpose; (ii) see that all notices are

duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (iv) keep a register of the post office address of each Member, which will be furnished to the Secretary by such Member; and (v) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5.8. Treasurer. The Treasurer will: (i) have charge and custody of and be responsible for all funds and securities of the Association; (ii) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories that are selected in accordance with the provisions of Article V of these Bylaws; and (iii) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Association shall have Crime Insurance or a Corporate Fidelity Bond, paid for by the Association, and in an amount not less than the estimated total amount of funds to be handled during the year of the Treasurer's term. The Treasurer shall maintain an annual and cumulative record of Member dues payments sufficient to fulfill the requirement of Article X entitled "Dissolution." The ownership interest in effect as of the adoption date of these Bylaws is attached hereto and incorporated herein as Exhibit B.

Section 5.9. Assistant Secretaries and Assistant Treasurers. The Secretary and the Treasurer may appoint a Member or Members of the Association to assist in the performance of their duties. The Assistant Secretaries and Assistant Treasurers, in general, will perform such duties as are assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 5.10. Salaries. The officers will serve without salary.

Section 5.11. Loans to Officers and Directors. The Association will not make any loans to any officer or director of the Association.

ARTICLE VI REMOVAL OF BOARD MEMBERS

Section 6.1. General Causes. Any member of the Board of Directors may be removed from office at any time, upon an affirmative vote of three-fourths (3/4) of the Members in Good Standing present at a meeting called specifically for the purpose of removing said, director or directors. Other business may also be conducted at any such meeting, provided proper notice of such business is given.

Section 6.2. Notice of Removal. Notice of the said meeting will be given to the Membership pursuant to Section 3.8 of the Bylaws. Said notice as so given will set out the purpose for which the meeting is called, the name or names of the Person or Persons to be removed, and the reason stated for the proposed removal. Notice of said intention to remove any director will be given to said director at least ten (10) days before the meeting called or to be called to consider said removal. Said notice will set forth the specific reason(s) upon which the action for removal is based.

Section 6.3. Conduct of Meeting. The reason for removal will be presented before the meeting so called for the purpose of considering said removal and all Members in Good Standing will be given an

opportunity to present evidence. Thereafter, a vote will be taken upon the question of removal. Upon the affirmative vote as hereinbefore set out, removing the said director, said person shall be forthwith stripped of the office and will turn over to the Association all of the property in his possession belonging to the Association. No appeal, either in law or in equity, may be taken from the action of the Membership.

ARTICLE VII FINANCIAL MATTERS

Section 7.1. Budget. The annual budget setting forth all expected income and expenses of the Association shall be prepared by the Board of Directors and shall be presented to the Membership at each annual meeting. The budget shall be the basis for setting dues and assessments. The budget may be accepted, amended or rejected by the Members in Good Standing present at such meeting. If the Members in Good Standing do not approve the proposed annual budget, then the annual budget last approved by the Members in Good Standing shall apply until a new annual budget is approved by the Members in Good Standing.

Section 7.2. Dues. The dues to be paid by the Members of the Association shall be approved by the Membership at the annual meeting of the Association. Said dues as so determined will be for the ensuing year and are payable by April 1 of each year. Said dues must be adopted by a majority of the Members in Good Standing present at such a meeting, provided a quorum is present.

Section 7.3. Assessments. Assessments may be levied at any annual or special meeting of the Membership called for said purpose. All assessments must be adopted by a majority of the Members in Good Standing present at said meeting provided a quorum is present. Assessments shall be payable within 60 days after receipt of written notice from the Association.

Section 7.4 Fees/Payment. The Board of Directors shall propose such Membership initiation fees, periodic dues and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments, and the proration or refund of dues and assessments as they deem necessary or appropriate.

Section 7.5. Financial Review. The Board of Directors shall cause a Financial Review of the Association's accounts within 60 days of the annual Membership meeting. Such review shall be performed by a Person who is not a current director. A "Financial Review" shall mean a review of the Association's financial records and statements.

ARTICLE VIII CONTRACTS, ACCOUNTS, AND CONTRIBUTIONS

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans will be contracted on behalf of the Association and no evidence of indebtedness will be issued in the Association's name unless authorized by written consent of eighty five percent (85%) of the Members in Good Standing. Such authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association will be signed by such officer or officers, agent or agents of the Association and in such manner as will from time to time be determined by resolution of the Board of Directors.

Section 8.4. Deposits. All funds of the Association not otherwise employed will be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.5. Contributions. The Board of Directors may accept on behalf of the Association any Contributions. Donor-designated Contributions will be accepted for special funds, purposes or uses, and such designations shall be honored; provided, however, that the Board of Directors may reject a donor-designated Contribution that cannot be fulfilled or that the Board of Directors determines is not in the best interest of the Association. The Board of Directors reserves the right to apply non-designated Contributions as they determine to be in the best interest of the Association.

ARTICLE IX INDEMNIFICATION

The Association will indemnify, advance expenses to, and hold harmless, to the fullest extent permitted by law each director, officer, volunteer, and employee of the Association (each an “Indemnified Party”) from and against any and all losses, claims, damages, liabilities, expenses (including reasonable legal fees and expenses), judgments, fines, settlements, and other amounts arising from all claims, demands, actions, suits or proceedings, whether civil, criminal, administrative, or investigative, arising as a result of such Person’s status as a director, officer, volunteer, and employee of the Association, regardless of whether any such action is brought by a third party, a Member, or by or in the right of the Association; provided, however, that no Indemnified Party will be indemnified under these Bylaws for any costs or expenses if there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that, in respect of the matter or act for which the Indemnified Party is seeking indemnification pursuant to this Article, the Indemnified Party’s actions constituted reckless conduct, intentional misconduct, or a knowing violation of law.

ARTICLE X DISSOLUTION

Section 10.1. Voting. The Association may be dissolved at any meeting called for said purpose, upon notice given under Section 3.8 and upon consent of eighty five percent (85%) of the Members in Good Standing. The Treasurer shall close the Membership rolls of the Association upon consent of the Members in Good Standing to dissolve the Association.

Section 10.2. Board of Trustees. Upon vote for dissolution being taken and acquired as aforesaid, and before said dissolution is effective, the Members in Good Standing shall elect a board of five Members to wind up and terminate the affairs of the Association in accordance with these Bylaws and the Act. Said board shall have all the powers necessary and/or required to wind up and terminate the affairs of the Association. The board will be known as the “Board of Trustees” for the purpose of dissolving the Association. The Board of Trustees will select a Chairman of said Board of Trustees to oversee the actions of the Board of Trustees. If the Board of Trustees cannot agree on the Chairman, then the Board of Directors will select the Chairman. The Board of Trustees as so constituted for the

purpose of winding up the affairs of the Association may retain any outside assistance if reasonably required to carry out their duties to the Association, and may pay said individual or individuals from monies first acquired by said Board of Trustees in its dissolution efforts.

Section 10.3. Report of the Board of Trustees. Upon dissolution of the Association, the Board of Trustees shall make its report to the former Members in Good Standing at the time of dissolution of the Association; and said report will be in writing and submitted on or before 60 days from the date of the appointment of the Board of Trustees. In the event that the affairs of the Association have not been resolved within that period, the Chairman of the Board of Trustees may extend the life of said Board of Trustees from time to time and until such time as said Board of Trustees has completed their work of dissolving the Association.

Section 10.4. Removal and Replacement of Chairman of Board of Trustees. In the event the Members in Good Standing or a number of at least ten percent (10%) of them deem it necessary to replace the Chairman and/or any member of the Board of Trustees, then at least ten percent (10%) of the former Members of the Association who were Members in Good Standing on the date that dissolution was declared, may request a meeting of Members, in writing, to the Chairman, and such meeting shall be called in the manner of calling a special meeting as set forth elsewhere in these Bylaws for Member meetings, for the purpose of removal of officers or directors. The meeting shall be conducted as prescribed in these Bylaws relating to removal of officers or directors and the Members in Good Standing shall elect a new Chairman and/or Trustees to replace those removed.

Section 10.5. Distribution of Assets of Association. A distribution of assets remaining on hand will be made to the Membership qualifying as Members in Good Standing after all debts and liabilities of the Association are satisfied and discharged. In order to receive any remaining assets of the Association, the receiving Member must have been a Member in Good Standing at the time the decision to dissolve the Association was made and part of Membership for at least one year immediately prior to such decision. Each Member so qualifying will receive a pro-rata share of the remaining assets of the Association, based upon the number of Members so qualifying multiplied by the number of years each said Member at said time has been a Member in Good Standing of the Association after the annual meeting of the year 1962. Each Member so qualifying, who has acquired the right to Membership from another as a result of the purchase of Property, or through payment of dues and assessments, will be credited for the total number of such years since 1962 for which such dues and assessments were paid, unless there shall have been a break in Membership for such property and in such event, if such Membership was restored without payment of dues and assessments prior to adoption of these Bylaws for the period during which such Membership break occurred. In such event, the Member shall be entitled to credit for only that period of years since reinstatement to Membership.

Section 10.6. Determination of Membership Status for Purposes of Dissolution. Within three years from the date of enactment of these Bylaws, the Members may determine the status of their Membership and bring payment of all dues current to entitle them to full credit as Members in any dissolution or sale of property. Payments may be made in three equal annual installments with the first such payment being due sixty (60) days after adoption of these Bylaws. The amount due will be determined and verified by the Board of Directors, and each Member will be notified of his status as well as the status of all other Members. Membership for a fraction of a year will be counted as a full year for this purpose. Members who do not choose to pay the dues and assessments for past unpaid years with respect to their Memberships relinquish their right to do so for all time. Such Members shall

then have the pro-rata credit as Members only for those paid years since 1962. Members who do choose to pay such past unpaid dues and assessments must do so in the installments described herein or may accelerate such payments if they desire. Payments will apply in reverse sequence starting from the most current year.

ARTICLE XI BOOKS AND RECORDS

The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XII AMENDMENTS

These Bylaws may be changed, amended or repealed in any of the following manners: (a) by a written/electronic certificate signed by two-thirds (2/3) of the Members in Good Standing of the Association, or more; or (b) at an annual meeting or a special meeting of the Membership, provided the vote in favor of any change shall require two thirds (2/3) of the Members in Good Standing and such vote shall be by written/electronic ballot with said ballot setting forth the change in the bylaws and the signature of the member in favor of such change. The Secretary shall tabulate the total number of ballots cast in favor and against any change, amendment or repeal shall be at least two-thirds (2/3) of the Members in Good Standing.

ARTICLE XIII MISCELLANEOUS

Section 13.1. Fiscal Year. The fiscal year of the Association will be March 1st through February 28th.

Section 13.2. Corporate Seal. The Board of Directors may provide a corporate seal, which will be circular in form and will have inscribed on it the name of the Association and the state of incorporation and the words "CORPORATE SEAL."

Section 13.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the provisions of the Articles of Incorporation, the provisions of the Act, or otherwise, a written waiver of such notice, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, will be deemed equivalent to the giving of such notice.

Section 13.4. Section Headings. Section headings in these Bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 13.5. Gender Neutral. Wherever used herein, a pronoun in the masculine gender shall be considered as including any and all genders.

CERTIFICATE

The foregoing Amended and Restated Bylaws were approved by the Board of Directors of the Association on April 26, 2021.

I hereby certify that these Bylaws constitute the Bylaws of the Lakeridge Association, Approved by the Membership of Lakeridge Association, this 1st (day) of June 2021.



Joy Zimmer, Secretary



EXHIBIT A

2014
RESUBDIVISION OF LAKERIDGE
A PART OF THE SW 1/4 OF SECTION 30, T.4S., R.68W., 6TH RM., CITY AND COUNTY OF DENVER, STATE OF COLORADO.

KNOW ALL MEN BY THESE PRESENTS that Alvin M. Harbort, N.W. Harbort, Dorothy Mackinnon, Charles G. Hahn, David C. Bole, John S. Bole, F.W. Meyer, Flora E. Meyer, Esther Callie Carter, Olo Karibeah, Margaret Katherine, and Josephine H. Spengler, as individuals; B.A.K. Investment Co., a Colorado Corporation, and Lakeridge Association, being the owners of part of the Southeast One-quarter (3/4) of Section Thirty (30), Township Four South (T.4S.), Range Sixty-eight West (R.68W.), City and County of Denver, State of Colorado, more particularly described as follows: Beginning at the Southwest corner of said Section Thirty (30); thence north along the west line of said Section Thirty (30) a distance of 1972.95 feet to a point on the extended South line of West Vossor Avenue as shown in Harvey Park Addition Filing No. 12; thence East along said South line of West Vossor Avenue a distance of 331.48 feet to a point of curve; thence on a curve to the right whose radius is 232.29 feet a distance of 147.47 feet along said South line of West Vossor Avenue to a point; and point being the Northwest corner of Lot 1, Block 76, Harvey Park Addition Filing No. 12; thence South westerly along the west line of said Lot 1 a distance of 126.76 feet to the Southwest corner of said Lot 1; thence on the west line of said Lot 1 a distance of 192.70 feet to a point on the west line of South Tennyson Street as shown in Harvey Park Addition Filing No. 12; thence South along the east line of South Tennyson Street a distance of 530.42 feet to a point on the South line of said Section Thirty (30); thence East along said South line of Section Thirty (30) a distance of 284.30 feet to the point of beginning, then laid out, platted, subdivided and resubdivided the above described land under the name and title of "RESUBDIVISION OF LAKERIDGE," and by these presents is dedicated to the public for streets, parks and other uses already indicated for said subdivision as shown.

Witness our hands this 14 day of August, A.D. 1955

<p>B.A.K. Investment Co., Colorado Corporation K.C. Cline as President of B.A.K. Investment Co. J.C. Frazzini as Secretary of B.A.K. Investment Co. Charles G. Hahn Dorothy Mackinnon John S. Bole Flora E. Meyer Esther Callie Carter Margaret Katherine</p>	<p>Lakeridge Association F.W. Meyer as President of Lakeridge Association Dorothy Mackinnon as Secretary of Lakeridge Association John S. Bole Flora E. Meyer Esther Callie Carter Margaret Katherine</p>	<p>Alvin M. Harbort Charles G. Hahn David C. Bole John S. Bole F.W. Meyer Flora E. Meyer Esther Callie Carter Olo Karibeah</p>
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I hereby certify that I have examined the Abstract of Title to the land described herein and find the title to the streets, avenues, and other public places to be in the above named donors this 24th day of August, A.D. 1955 at 12 o'clock P.M.


I hereby certify that the Survey represented by this map is accurate and in conformity with the requirements of Sections 342.3 to 342.3-9 Inclusive, Revised Municipal Code of the City and County of Denver.

Approved by the Board of Adjustments as to zoning.

Approved by the Denver Planning Office.

Approved by the Council of the City and County of Denver by Ordinance No. 236 of the series of 1955. Witness my hand and the corporate seal of the City and County of Denver this 2nd day of August, A.D. 1955.

Clerk and Recorder, Ex-Officio Clerk of the City and County of Denver.


 STATE OF COLORADO)
 CITY AND COUNTY OF DENVER)
 The foregoing instrument was acknowledged before me the 14 day of June, A.D. 1955 by K.C. Cline as President and as Secretary of B.A.K. Investment Co., a Colorado Corporation, and F.W. Meyer as President and Dorothy Mackinnon as Secretary of Lakeridge Association, Olo Karibeah, Margaret Katherine, Charles G. Hahn, Dorothy Mackinnon, John S. Bole, Flora E. Meyer, Esther Callie Carter, Josephine H. Spengler, David C. Bole, J. Witness my hand and official seal. My commission expires July 5, 1955.
John W. DeWitt
 Notary Public

I hereby certify that the survey for this plot has been made in agreement with the records on file in the Office of the City Engineer of the City and County of Denver and the plot is in conformity with such records.
Malcolm R. Meurer
 Malcolm R. Meurer, Registered Land Surveyor

07916
 A. August 2nd. 54
 HODGSON JR.
 211 S. Broadway
 Charles R. Hodges

The Clerk and Recorder for the CITY AND COUNTY OF DENVER do hereby certify this document to be a true and correct copy of the original document recorded in my office.
John W. DeWitt
 Clerk and Recorder
 Deputy County Clerk
 Countess J. Rodriguez-Gomez
 Date 4-23-2021

EXHIBIT B

**Lakeridge Association Member Ownership Interest February 28, 2021
is on file with the Secretary of the Association.**