

**LIMITED AMENDMENT  
TO THE  
AMENDED AND RESTATED  
BYLAWS  
OF  
CENTERRA RESIDENTIAL COMMUNITY ASSOCIATION, INC.**

THIS AMENDMENT is made this 6 day of November, 2017.

**RECITALS**

The Centerra Residential Community Association, Inc., a Colorado nonprofit corporation (“Association”), certifies that:

- A. The Association desires to amend its Bylaws currently in effect as follows.
- B. The provision set forth in this Limited Amendment supersedes and replaces the relevant provision set forth in the existing Bylaws.
- C. Pursuant to Sections 7-127-207(2) and 7-130-202(2) of the Colorado Revised Nonprofit Corporation Act and Article 11, Section 11.1(b) of the Bylaws, a majority of a quorum of the Members have voted for and approved this Limited Amendment.

NOW THEREFORE, the Bylaws of the Association are hereby amended as follows:

- I. Amendments.
  - a. **Repeal and Replacement.** Article 5, Section 5.2(a) is hereby repealed in its entirety and replaced with the following:
    - (a) Only one Owner per Lot or Unit, eligible to vote, current in the payment of Assessments, who resides within the Centerra Residential community, and is otherwise in good standing, may be elected to, or appointed to fill a vacancy on the Board. Any candidate Owner must be present at the Membership meeting at which the directors are to be elected, unless the election is to be conducted by mail.

- b. **Repeal and Replacement.** Article 5, Section 5.3 is hereby repealed in its entirety and replaced with the following:

Section 5.3 Term of Office for Director. The term of office of directors shall be 3 years. The terms of the directors shall be staggered. Any director may serve on the Board for an unlimited number of consecutive terms.

In order to establish the intended staggering, notwithstanding anything contained herein to the contrary, (i) at the first annual member meeting following the adoption of this Limited Amendment, 2 directors shall be elected for a term of 3 years; and (ii) at the second annual member meeting following the adoption of this Limited Amendment, 1 director shall be elected for a term of 1 year and 2 directors shall be elected for a term of 3 years. Thereafter all directors shall be elected to a term of office of 3 years.

- II. No Other Amendments. Except as amended by the terms of this Limited Amendment and any prior amendments, the Bylaws shall remain in full force and effect.

By signature below the undersigned certify that a majority of a quorum of the Members have voted for and approved this Limited Amendment.

Centerra Residential Community Association, Inc.,  
a Colorado nonprofit corporation

By: Carol E. Hall  
Secretary

Date: 11-6-2017