

**FIRST AMENDMENT TO THE BYLAWS
OF
BRIGHTWATER CLUB PROPERTY OWNERS ASSOCIATION**

RECITALS

Brightwater Club Property Owners Association, a Colorado nonprofit corporation ("Association"), certifies that the Association and requisite minimum of Members have amended the Bylaws currently in effect as set forth below.

The Bylaws of the Association have been amended by striking Section 4.1 and by substituting the following:

Section 4.1 Number and Qualifications.

- (a) *The affairs of the Association shall be governed by an Executive Board composed of 5 persons.*
- (b) *Only one person, per Owner and per Lot, eligible to vote (current in payment of assessments) and otherwise in good standing may be elected to, or appointed to fill a vacancy on the Board.*
- (c) *If any Lot is owned by a partnership, limited partnership, corporation, trust, limited liability company, or other similar entity, any officer, partner or trustee or agent of that entity or trust shall be eligible to serve as a director and shall be deemed to be a Member for the purposes of these Bylaws.*
- (d) *Any director who is more than 180 days delinquent in payment of any assessment shall no longer be qualified to serve and remain on the Board.*
- (e) *If a director is not qualified to serve on the Board, the director's position is deemed vacant.*

CERTIFICATION

By signature below, the undersigned officer of the Association certifies that the foregoing amendment has received the approval of a majority of a quorum of Members present in person or by proxy at the Annual Meeting of the Members, held on January 8, 2011.

This 10 day of January, 2011.

**BRIGHTWATER CLUB PROPERTY OWNERS
ASSOCIATION, a Colorado Nonprofit Corporation**

By: Julie F. Nelson
Officer
Name: JULIE F. NELSON
Title: PRESIDENT