

BYLAWS OF THE LOST PARK RANCH OWNERS' ASSOCIATION, INC.
(August 8, 1978; Amended November 13, 1986; November 29, 1988; November 9, 1989;
November 9, 1992; January 26, 1995, January 25, 1996, January 23, 1997; August 2, 1997,
August 1, 1998, January 1, 2000, August 6, 2006, August 4, 2007, August 14, 2010)

1. Name, Offices and Meeting places. The name of the corporation is The Lost Park Ranch Owners' Association, Inc. hereinafter referred to as LPROA. The offices are located at a designated address as stated on the Annual Report filed with the Colorado Secretary of State. Meeting places will be designated by the Board of Directors.

2. Purposes and Responsibilities. The purpose for which the corporation is organized shall be to manage the business affairs of LPROA in accordance with these bylaws, including the operation of facilities and the organization of activities for LPROA members, their families and guests. In carrying out these purposes and responsibilities, LPROA shall accept title to land and facilities, control and maintain such areas, establish rules for the use and enjoyment of the areas, and shall take such other action as shall be consistent with the purposes of the corporation.

3. Membership. Any person, persons or entity purchasing property within Lost Park Ranch or House Creek developments automatically becomes a member of LPROA when the agreement for sale and purchase of property is accepted by both Purchaser and Seller. This is the sole requirement for said membership. Each tract or separate parcel of unsubdivided Lost Park Ranch or House Creek land represents one membership unit. Membership is appurtenant to and may not be separated from ownership of property.

Each lot in Lost Park Ranch or House Creek automatically comes with a membership in the Tarryall Fishing Club, Inc. The membership in the fishing club is subject to the Bylaws and Rules of the Tarryall Fishing Club.

4. Suspension of Membership Rights. If a member is in default in payment of assessments levied by LPROA, he or she may neither vote nor use the common areas and common area facilities until such assessment has been paid. Membership rights may also be suspended, after notice and hearing, for violation of rules and regulations governing the common areas and facilities; the length of time of such suspension shall be at the discretion of the Board of Directors.

5. Rights. Each member in good standing and all members of his or her immediate family shall be entitled to the use and enjoyment of the common areas and facilities. Upon sale of any property by Deed or Contract, said membership passes to the new owner with all rights, privileges and obligations. The outgoing member shall notify the Secretary of LPROA in writing of the name and address of the new owner, and shall be responsible for delivering the current year's fishing hanger and guest passes to the new owner.

6. The Board of Directors shall manage the affairs of LPROA.

a. Number. There shall be not less than three (3) nor more than six (6) Directors who must be members in good standing of LPROA.

b. Election. At the first Annual Meeting, the members shall elect two Directors for a term of one year and three Directors for a term of two years, and at each Annual Meeting thereafter the members shall elect Directors for a two-year term to fill the expiring terms.

c. Removal. Any Director or Directors may be removed by a majority vote of LPROA members entitled to vote. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term.

d. Compensation. No Director shall receive compensation for any services rendered; however, he may be reimbursed for actual expenses incurred in performance of duties.

e. Meeting of Directors. Meetings shall be held when called by the President of the Board or by any two (2) Directors, after not less than three (3) days' notice to each Director.

f. Quorum. A majority of the total number of Directors shall constitute a quorum, and decisions by a quorum shall be binding on all members of LPROA.

g. Officers. There shall be a President, Vice-President, Secretary and/or Treasurer and other Officers as the Board of Directors may create. All Officers shall be members of the Board of Directors.

I. President: The President shall preside at all meetings of the Board and LPROA membership meetings. He or she shall appoint committees as the need arises, and shall act as representative of the Board and LPROA in all pertinent matters affecting the interests of LPROA. The President shall be responsible for filing LPROA'S yearly Water Augmentation Report each April. The President shall be one of two signatures on the LPROA bank account(s), and keep one of the two keys to the Safety Deposit Box(es), and shall remove the previous president's name from the bank and safety deposit box records. The president shall review LPROA's insurance policy(ies) annually, report to the board and membership, and authorize the Treasurer to pay premiums as appropriate. The President shall not vote at meetings of the Board or of the membership, unless his or her vote is needed to break a tie.

II. Vice President: The Vice President shall succeed to the office of President should the President cease to be a member of the Board of Directors, and shall preside at meetings of the Board and membership in the absence of the President. The Vice President shall keep records of statistical information necessary to facilitate Lost Park management and the filing of LPROA's Water Augmentation report. The Vice President shall be responsible for review of LPROA contracts.

III. Secretary: The Secretary shall record the minutes of the meetings of the Board and membership, and shall preside at meetings of the Board and membership in the absence of the President and Vice President. He or she shall have custody of all books, records and papers of LPROA, except such as shall be in the charge of the Treasurer or some other person designated by the Board to have custody or possession thereof. The Secretary shall maintain current membership lists. The Secretary shall be responsible for sending letters to new members advising them of the rights and responsibilities of membership in LPROA, and for issuing newsletters at least once per year.

IV. Treasurer: The Treasurer shall keep correct books of account, make disbursements approved by the Board and secure complete and proper vouchers thereof and receive and deposit monies of LPROA in LPROA's bank accounts. The Treasurer's signature, and that of the President, shall be registered on the LPROA bank accounts. The Treasurer shall remove the previous Treasurer's name from the LPROA bank account(s). The Treasurer shall cause LPROA's yearly Tax report to be filed, and in October of each year, shall file LPROA's

Corporate Report, and any necessary amendments thereto, with the Secretary of State. The Treasurer shall issue late notices to those members overdue in paying yearly dues.

V. Chairperson of the Architectural Control Committee: The Chairperson of the Architectural Control Committee (ACC) shall assist in assuring that LPROA maintain architectural control of building design, placement and construction. The ACC Chairperson shall be responsible for any on-site lot inspections necessary to determine that lots and structures thereon are in compliance with LPROA covenants. The ACC Chairperson shall keep accurate records of new permits and structures within Lost Park, and shall review all new permits with at least one other board member before approving or rejecting those permits. If any member, or the Board as a whole, receives a complaint concerning a particular lot, the Chairperson of the ACC, after Board approval, shall be responsible for the filing of said complaint with the County, on the proper form.

h. Duties of the Board as a Whole: The Board shall make annual reports to the members, and shall fix, change or amend the yearly assessment as required to provide the association with sufficient operating capital. Any such change shall be voted upon at the general membership meeting. The Board shall verify that all Corporate, Tax, Augmentation reports and leases have been completed in a timely manner each year as needed, shall annually review LPROA's investment portfolio, and shall be responsible for organization of the annual meeting and picnic. The Board shall also provide for the maintenance of the common areas and structures.

7. Meeting of Members.

a. Annual Meeting. The Annual Meeting shall be held on or about the first Saturday in August, at a place and time set by the Board of Directors.

b. Notice of Meeting. The Board of Directors will notify the membership of the Meeting date, time and location at least thirty (30) days prior to the Meeting.

c. Quorum. One-half of the total membership shall constitute a quorum whether in person or by proxy vote except as indicated in paragraph 10 following. The Board of Directors shall have the right to vote those votes of members who are not represented either in person or by proxy at any LPROA General Membership Meeting including the Annual Meeting. These votes must be cast in the same proportions as the votes of the LPROA members present and represented by proxy. The purpose of this paragraph is to assure a quorum at any LPROA meeting, but at the same time to assure the rights and privileges of the LPROA membership.

d. Proxies. Members may vote in person or by proxy at all meetings. Proxies will be in writing and sent to the Secretary prior to the meeting.

e. Minutes. Complete minutes will be kept of each meeting.

8. Assessments.

a. Purpose. The assessments shall be for the purposes as shown in paragraph 2 preceding.

b. Rate. The annual assessment per annum per lot will be set by the Board of Directors and approved by the General Membership. The current dues schedule shall be published on the LPROA web page and attached as an addendum to the bylaws. (The amount due to the Tarryall Fishing Club for each dues-producing lot shall remitted to the Tarryall Fishing Club, the amount designated for Association Operating Expense and Emergency Funds shall remain in the general funds of LPROA, and the amount designated for the Water Augmentation Maintenance Fund shall be held in a special account and invested, subject to review at each annual meeting, and

shall be used to pay for water augmentation expenses only.) Purchasers of multiple lots will be charged dues for a maximum of two lots owned. LPROA dues may be lowered by the Board of Directors but may be raised only by majority vote of the members present or represented by proxy at a General Membership Meeting, and the increase shall be no more than 10% in a given year. Any dues increase of more than 10%, or any special assessment proposed for any purpose shall require that a vote be taken by ballot mailed to the individual lot owners, and only those ballots returned which indicate Lot number, signature of owner(s) and a telephone number, should verification become necessary, shall be considered valid ballots.

c. Tarryall Fishing Club Dues Assessment Tarryall Fishing Club Dues Assessment
The Tarryall Fishing Club Dues Assessment shall be determined by the fishing club in accordance with the TFC bylaws and shall be passed along to the LPROA membership.

d. Yearly Due Date of Assessments. All subsequent assessment payments shall become due and payable on January 31 of each year.

e. Returned Checks. Any checks submitted for payment of an assessment which are returned due to insufficient funds or other reasons shall be subject to a \$20.00 charge in addition to any third-party fees.

9. Remedies for Nonpayment of Assessments.

a. Late Charge. Any payments not received by the Treasurer on or before the last day of January shall be subject to a \$25.00 late charge.

b. Notification. Property owners in default will be notified by First Class Mail of the assessment, the late charge and the intent of LPROA to file a lien. Notification will be mailed at least thirty (30) days prior to the filing of the lien.

c. Lien. On or after April 15 the Board shall file a lien with the Clerk and Recorder of Park County against any property for which full payment has not been received. The amount of such lien shall include the initial assessment, late charges, filing fees and any other legal and processing costs as determined by the Board.

d. Release of Lien. Once filed, a lien will be released only when all charges due have been paid to the Treasurer.

e. Liens are Cumulative. All liens are cumulative from year to year. All liens filed will include a \$25.00 late charge for each previous year's outstanding delinquency.

f. Change of Address. The failure of any property owner to notify the Board of a change of address which results in late notification or inability of the Board to notify the property owner shall not negate or modify the requirements of this section.

10. Amendments. The Bylaws may be amended by the Board of Directors at any duly called meeting of the Board of Directors as the need shall arise except as noted below; however, these amendments must be approved by a majority vote of those members present or represented by proxy at the next Annual Meeting or they will become ineffective as of the date of the Annual Meeting. The Board shall not be held liable for any damages resulting from any changes it makes to the Bylaws that are within its authority but not subsequently approved by the LPROA general membership, unless such action can be shown to be willful and wanton. The Board shall not have the power to amend the Bylaws in regards to LPROA voting rights or procedures; voting rights and procedure Bylaws can only be changed by a two-thirds (2/3) majority of votes cast at a regular LPROA General Membership Meeting.

11. Fiscal Year. Beginning in 2010, the fiscal year shall begin on August 1 and end on July 31 of each year.

12. Liability of Directors and Officers. Neither the Directors, Officers, ACC or any persons acting therefor (other than independent contractors) shall be liable in damages to any person or entity by reason of any action, failure to act or any other circumstances taken as, or on behalf of, an Officer or Director or member of the ACC of the Association. The previous sentence shall not apply where such acts are done in bad faith and with malice. The Association shall indemnify and hold harmless its Officers, Directors, members of the ACC and employees while serving the Association in those capacities, unless such acts are done in bad faith and with malice.

IN WITNESS WHEREOF, we being Officers and Directors of the Lost Park Ranch Owners' Association, Inc., have hereunto set our hands this 19th day of September, 2010.

James A. Hoffmeyer
Secretary

Clifford A. Pugh
President