

**FIRST AMENDMENT TO BY-LAWS
OF
STANTON CREEK RESIDENTIAL ASSOCIATION, INC.**

Effective as of the date set forth below, the By-Laws of Stanton Creek Residential Association, Inc., a Colorado nonprofit corporation ("Association") are amended as follows:

1. Article 2, Section 2.2(s) (Powers and Duties of the Executive Board) is amended and restated to read in its entirety as follows:

(s) By resolution, establish committees of Directors, permanent and standing, to perform any of the above functions under specifically delegated administrative standards as designated in the resolution establishing the committee.

2. Article 3, Section 3.10 (Quorum at meetings of Lot Owners) is amended and restated to read in its entirety as follows:

Section 3.10 – Quorum. Except as otherwise provided in these By-Laws, the Lot Owners present in person or by proxy at any meeting of Lot Owners, but no less than five percent of the Lot Owners, shall constitute a quorum at that meeting.

3. Article 8, Section 8.5 (Working Capital fund) is deleted in its entirety.
4. In the event of any inconsistencies between the amendments contained in this First Amendment and any other provisions of the By-Laws, this First Amendment shall control.
5. Except as amended by this First Amendment, the By-Laws remain in full force and effect.

Date: May 25, 2010

Stanton Creek Residential Association, Inc.,
a Colorado nonprofit corporation

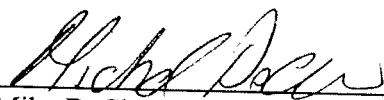
By: Todd Gilchrist
Todd Gilchrist, President

ATTEST

Mike DeClement
Mike DeClement, Secretary

CERTIFICATION

The undersigned, being the duly elected and acting Secretary of Stanton Creek Residential Association, Inc., a Colorado nonprofit corporation ("Association"), certifies that the foregoing First Amendment to the By-Laws of the Association has been approved pursuant to Article 9, Section 9.1 of the By-Laws by the vote of at least 67% of the members of the Executive Board, following notice to all Lot Owners and an opportunity for the Lot Owners to comment, at a meeting of the Executive Board held on the 25 day of May 2010.



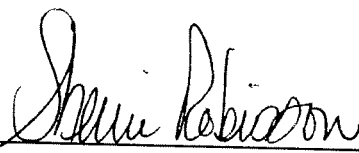
Mike DeClement, Secretary

STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

The foregoing instrument was subscribed and sworn to before me this 27th day of May, 2010, by Mike DeClement, as Secretary of Stanton Creek Residential Association, Inc., a Colorado nonprofit corporation.

Witness my hand and official seal.

My commission expires: 5/23/2011



Notary Public

