

**AMENDED AND RESTATED BYLAWS  
OF  
THE POINTE AT CASTLE PINES HOMEOWNERS'  
ASSOCIATION, INC.**

**Effective Date:** January 12, 2026

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## **ARTICLE 1 – INTRODUCTION**

These are the Amended and Restated Bylaws of The Pointe at Castle Pines Homeowners Association, Inc. a Colorado Nonprofit Corporation (the “Association”) which shall operate under the Colorado Common Interest Ownership Act §38-33.3-101 C.R.S., *et seq.* (the “Act”) and the Colorado Nonprofit Corporation Act, as amended. Terms used herein shall have the meaning set forth in the Supplemental Declaration of Covenants, Conditions, Restrictions and Agreements recorded January 22, 2001 at Reception No. 01004885 (the “Declaration”) and in the Act.

The Pointe Design Review Committee determined that in order to fully and properly implement Section 2.5.1 of the Declaration under Colorado law, it was necessary to form a Colorado non-profit corporation called The Pointe at Castle Pines Homeowners’ Association, Inc.

## **ARTICLE 2 – MEMBERS**

Section 2.1 Annual Meeting. Annual meetings of Members shall be held at such time of the year and date as determined by the Board of Directors. At these meetings, the Board of Directors shall be elected by ballot of the Members, in accordance with the provisions of Article 2 of these Amended and Restated Bylaws. The Members may transact other business as may properly come before them at these meetings.

Section 2.2 Special Meetings. Special meetings of the Association may be called by the President, by a majority of the Board of Directors or by Members comprising ten percent (10%) of the votes in the Association. The request to hold a special meeting and the notice issued pursuant thereto shall state the purpose or purposes of the special meeting. The business transacted at a special meeting shall be limited to the purposes set forth in the notice.

Section 2.3 Budget Meetings. Meetings to consider proposed budgets shall be called in accordance with the Act. The Act’s budget process to be followed is as follows:

(a) Effective the first full fiscal year after these Bylaws are adopted and become effective, and for each year thereafter, the Board of Directors of the Association is to prepare and approve a proposed budget at least annually.

(b) Within 90 days after the Board of Director's adoption of the proposed budget, or such longer time as allowed by the Act, the Board of Directors must mail or otherwise deliver, including posting the proposed budget on the association's website, a summary of the proposed budget to all Members, and set a date for a meeting to consider the proposed budget. The meeting must occur within a reasonable time after mailing or other delivery of the summary, or as allowed in the Bylaws.

(c) Notice for the meeting at which the budget will be considered must be mailed not less than 10 days nor more than 50 days before the meeting.

(d) At the meeting, unless Members holding at least a majority of the votes entitled to be cast in the Association, or any higher percentage as may be set forth in the Declaration, vote to reject the proposed budget, the proposed budget becomes the approved budget of the Association.

(e) A quorum is not required at the meeting if the meeting is just a budget meeting. If the meeting is also an annual or special meeting at which other business is to be conducted, a quorum is required for other business to be conducted at the annual or special meeting, but not for consideration of the budget.

(f) In the event the proposed budget is rejected, the budget last ratified is continued until such time as a subsequent budget proposed by the Board of Directors is ratified.

Section 2.4 Notice of Meetings. The Secretary or other officer specified in the Bylaws shall cause notice of meetings of the Members to be delivered personally or by United States mail to the mailing address designated in writing by the Member, or sent in any other manner permitted by law, not less than ten (10) nor more than fifty (50) days in advance of a meeting. No action shall be adopted at a meeting except as stated in the notice.

Section 2.5 Waiver of Notice. Any Member may, at any time, waive notice of any meeting of the Members in writing, and the waiver shall be deemed equivalent to the receipt of notice. Attendance at the meeting either in person or by proxy constitutes waiver of notice.

Section 2.6 Adjournment of Meeting. At any meeting of Members, a majority of the Members who are present at the meeting, either in person or by proxy, may adjourn the meeting to another time. If at any meeting of the Members a quorum is not present, the President, or a majority of the Members in present or by proxy, may adjourn the meeting to a future date.

Section 2.7 Order of Business. The order of business at all meetings of the Members shall be as provided by the Association's Conduct of Meetings Policy.

## Section 2.8 Voting.

2.8.1 If only one of several owners of a Unit is present at a meeting of the Association, the Member present is entitled to cast the vote allocated to the Unit. If more than one of the Members is present, the vote allocated to the Unit may be cast only in accordance with the agreement of a majority of the owners of that Unit. Majority agreement exists if any one of the Members casts the vote allocated to the Unit without protest being made promptly to the person presiding over the meeting by another owner of the Unit.

2.8.2 Votes allocated to a Unit may be cast under a proxy duly executed by a Member. If a Unit is owned by more than one person, each owner of the Unit may vote or register protest to the casting of a vote by the other owners of the Unit through a duly executed proxy. A Member may revoke a proxy given under this section only by actual notice of revocation to the person presiding over a meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates eleven (11) months after its date, unless it specifies a shorter term.

2.8.3 The vote of a corporation or limited liability company may be cast by an officer of that corporation or by the manager of the limited liability company in the absence of express notice of the designation of a specific person by the Board of Directors, members, manager, operating agreement or bylaws of the owning corporation or limited liability company. The vote of a partnership may be cast by any partner in the absence of express notice of the designation of a specific person by the partnership. The moderator of the meeting may require reasonable evidence that a person voting on behalf of a corporation, limited liability company, partnership or Member is qualified to vote.

2.8.4 The vote allocated to a Unit owned by the Association may not be cast.

Section 2.9 Suspension of Voting Rights. During any period in which an Owner shall be in default in the payment of any Assessment, including interest, fines, late fees, attorney fees and costs, levied by the Association, the voting rights of the Owner shall be deemed suspended by the Board of Directors, without notice or hearing, until the Assessment has been paid. Voting rights and use rights of an Owner may also be suspended for other violations for a period not to exceed 60 days or during any period of violation, whichever is greater.

Section 2.10 Failure to Return Written Ballot. In cases where written ballots are delivered to Members, any Members' failure to respond, in writing, within sixty (60) days after receipt of such ballot, shall be treated as if the Member did not vote. .

Section 2.11 Election. Nomination for election to the Board of Directors may be made by a Nominating Committee if such a Committee is appointed, from time to time, by the Board of Directors of the Association. Nominations may also be made from the floor at the annual meeting. Election to the Board of Directors which are contested shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many

votes as they are entitled to exercise under the provisions of the Declaration. The person(s) meeting the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 2.12 Quorum. Except as otherwise provided in these Bylaws, the Members present in person or by proxy at any meeting of Members, representing twenty-five (25%) percent of the votes in the Association, shall constitute a quorum at that meeting.

Section 2.13 Majority Vote. The vote of a majority of the Members present in person or by proxy at a meeting at which a quorum is present or by written ballot as provided above shall be binding upon all Members for all purposes except where a higher percentage vote is required in the Declaration or these Amended and Restated Bylaws.

Section 2.14 Education and Training. As a common expense, the Association shall, in accordance with the Act, provide education and training opportunities for Members, residents and occupants, including providing funding and permitting use of facilities for such purposes. The Association shall provide education and training activities as a tool for fostering Member, resident and occupant awareness of governance, operations and concerns of the Community and of the Association. Appropriate educational topics include dispute or conflict resolution, issues involving the governing documents, and education or topics benefitting or contributing to operation or governance of the Community and the rights and responsibilities of Members and the Association.

### **ARTICLE 3: BOARD OF DIRECTORS**

#### Section 3.1 Number and Qualification

(a) The affairs of the Common Interest Community and the Association shall be governed by its Board of Directors ("Board of Directors") which shall consist of up to five persons, each of whom shall be Members. If any Unit is owned by a partnership or corporation, any officer, partner or employee of that Member shall be eligible to serve on the Board of Directors and shall be deemed to be a Member for the purposes of the preceding sentence. Members of the Board of Directors shall be elected by the Members. At any meeting at which the Board of Directors is to be elected, the Members may, by resolution, adopt specific procedures which are not inconsistent with these Amended and Restated Bylaws or the Colorado Nonprofit Corporation Act for conducting the elections.

(b) The terms of at least one-third of the Board of Directors shall expire annually, as established in a resolution of the Board of Directors.

(c) The Board of Directors shall elect the officers. The Board of Directors and officers shall take office upon election.

(d) At any time after Members are entitled to elect a member of the Board of Directors, the Association shall call a meeting and give not less than ten (10) or more than fifty (50) days' notice to the Members for this purpose. This meeting may be called and the notice given by any Member if the Association fails to do so.

Section 3.2 Powers and Duties. The Board of Directors may act in all instances on behalf of the Association, except as provided in the Declaration, these Amended and Restated Bylaws or the Act. The Board of Directors shall have, subject to the limitations contained in the Declaration or the Act, the powers and duties necessary for the administration of the affairs of the Association and the Common Interest Community, including the following powers and duties:

- (a) Adopt and amend rules and regulations;
- (b) Adopt and amend budgets for revenues, expenditures and reserves;
- (c) Collect Assessments for The Pointe Amenities and other common expenses from Members;
- (d) Hire and discharge managing agents;
- (e) Hire and discharge employees, independent contractors and agents other than managing agents;
- (f) Institute, defend and intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Association's Declaration, Bylaws or Rules and Regulations in the Association's name, on behalf of the Association or two or more Members on matters affecting the Common Interest Community;
- (g) Make contracts and incur liabilities;
- (h) Regulate the use, maintenance, repair, replacement and modification of The Pointe Amenities;
- (i) Cause additional improvements to be made as a part of The Pointe Amenities;
- (j) Acquire, hold, encumber and convey, in the Association's name, any right, title or interest to real estate or personal property;
- (k) Grant easements for any period of time, including permanent easements, and grant leases, licenses and concessions for no more than one year, through or over the The Pointe Amenities;
- (l) Impose and receive a payment, fee or charge for services provided to Members and for the use, rental or operation of the The Pointe Amenities;
- (m) Impose reasonable charges for late payment of Assessments and, after notice and hearing, levy a reasonable fine for a violation of the Declaration, Bylaws, Rules and Regulations of the Association;

(n) Impose a reasonable charge for the preparation and recording of amendments to the Declaration or statements of unpaid Assessments;

(o) Provide for the indemnification of the Association's officers and the Board of Directors and maintain Directors' and Officers' liability insurance;

(p) Exercise any other powers conferred by the Declaration, the Articles of Incorporation, Bylaws, the Act and the Colorado Nonprofit Corporation Act;

(q) Exercise any other power that may be exercised in the state by a legal entity of the same type as the Association;

(r) Exercise any other power necessary and proper for the governance and operation of the Association;

(s) Establish committees, permanent and standing, to perform any of the above functions; and

(t) Permit a managing agent to deposit funds of the Association into an account separate from the funds and accounts of other associations and maintain any reserve accounts of each association separate from the operating accounts of the association only if:

a. The managing agent maintains fidelity insurance coverage or bond in an amount not less than \$50,000; and

b. The managing agent provides at least an annual accounting of association funds and a financial statement must be prepared and presented to the Association.

Section 3.3 Manager. The Board of Directors may employ a Manager for the Common Interest Community, at a compensation established by the Board of Directors, to perform duties and services authorized by the Board of Directors. The Board of Directors may delegate to the Manager only the powers granted to the Board of Directors by these Amended and Restated Bylaws. Licenses, concessions and contracts may be executed by the Manager pursuant to specific resolutions of the Board of Directors.

Section 3.4 Removal Directors. The Members, by a two-thirds (2/3) vote of all persons present and entitled to vote, at any meeting of the Members at which a quorum is present, may remove any member of the Board of Directors, with or without cause.

Section 3.5 Resignation of Directors. Any director may resign at any time by giving written notice to the president, to the secretary or to the Board of Directors stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

Section 3.6 Vacancies. Except in the case of removal of a Board of Directors member by a vote of the Members, vacancies may be filled at a special meeting of the Board of Directors

held for that purpose at any time after the occurrence of the vacancy, even though the members of the Board of Directors present at that meeting may constitute less than a quorum, by a majority of the remaining Board of Directors. Each person so elected or appointed shall serve on the Board of Directors only for the remainder of the term of the member so replaced.

Section 3.7 Regular Meetings. Meetings of the Board of Directors may be held at a place and time established by the Board within the State of Colorado. Not less than ten (10) or more than fifty (50) days' notice must be provided to all Members. The Board may set a schedule of additional regular meetings by resolution and provided to Members in which case no further notice need be provided to Members of such meetings.

Section 3.8 Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of its members on at least three (3) business days' notice to each member. The Notice shall be hand-delivered, mailed or sent by facsimile or electronic transmission and shall state the time, place and purpose of the meeting.

Section 3.9 Location of Meetings. All meetings of the Board of Directors shall be held within the State of Colorado unless all members thereof consent in writing to another location.

Section 3.10 Waiver of Notice. Any Board of Directors member may waive notice of any meeting in writing. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice. If all the members of the Board of Directors are present at any meeting, no notice shall be required, and any business may be transacted at such meeting.

Section 3.11 Quorum. At all meetings of the Board of Directors, a majority of its members shall constitute a quorum for the transaction of business, and the votes of a majority of members present at a meeting at which a quorum is present shall constitute a decision of the Board of Directors. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 3.12 Action Via Email, By Consent or Without a Meeting. Any Action required to be taken or which may be taken at a meeting of Directors may be taken without a meeting if a written consent is executed by the number of Board members constituting a quorum, for any action taken or to be taken by the Association, that action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors or the committee, as the case may be. The Secretary shall file these consents with the minutes of the meetings of the Board of Directors. Meetings may also be conducted via email if all members consent to such a format and so long as the other requirements set forth herein and imposed by section 7-128-202, C.R.S. have otherwise been met. All emails constituting deliberations of the Directors and the votes cast must be retained in the Association's records.

Section 3.13 Telephone Communication in Lieu of Attendance. A Board of Directors member may attend a meeting of the Board of Directors by using an electronic or telephonic communication method whereby the member may be heard by the other members and may hear

the deliberations of the other members on any matter properly brought before the Board of Directors. The vote of such member shall be counted and the presence noted as if that member was present in person on that particular matter.

Section 3.14 Compensation. No compensation shall be paid to directors for their services.

#### **ARTICLE 4 – OFFICERS**

Section 4.1 Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an assistant Treasurer, an Assistant Secretary and other officers as it finds necessary. Any two offices may be held by the same person, except the offices of President and Secretary. The office of Vice President may be vacant. All officers must be members of the Board of Directors.

Section 4.2 Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors. They shall hold office at the pleasure of the Board of Directors.

Section 4.3 Removal of Officers. Upon the affirmative vote of a majority of the Board of Directors, any officer may be removed, either with or without cause. A successor may be elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

Section 4.4 President. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have all of the general powers and duties which are incident to the office of President, of a non-profit corporation organized under the laws of the State of Colorado, including but not limited to the power to appoint committees from among the Members from time to time as the President may decide is appropriate to assist in the conduct of the affairs of the Association. The President may fulfill the role of Treasurer in the absence of the Treasurer. The President may cause to be prepared and may execute amendments, attested by the Secretary, to the Declaration and these Amended and Restated Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.5 Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint another of its members to act in the place of the President on an interim basis. The Vice President shall also perform other duties imposed by the Board of Directors or by the President.

Section 4.6 Secretary. The Secretary shall keep the minutes of all meetings of the Members and the Board of Directors. The Secretary shall have charge of the Association's books and papers as the Board of Directors may direct and shall perform all the duties incident to

the office of Secretary of a non-profit corporation organized under the laws of the State of Colorado. The Secretary may cause to be prepared and may attest to execution by the President of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

Section 4.7 Treasurer. The Treasurer shall be responsible for Association funds and securities, for keeping full and accurate financial records and books of account showing all receipts and disbursements and for the preparation of all required financial data. This officer shall be responsible for the deposit of all monies and other valuable effects in depositories designated by the Board of Directors and shall perform all the duties incident to the office of Treasurer of a non-profit corporation organized under the laws of the State of Colorado. The Treasurer may endorse on behalf of the Association, for collection only, checks, notes and other obligations and shall deposit the same and all monies in the name of and to the credit of the Association in banks designated by the Board of Directors. Except for reserve funds described below, the Treasurer may have custody of and shall have the power to endorse for transfer, on behalf of the Association, stock, securities or other investment instruments owned or controlled by the Association or a fiduciary for others. Reserve funds of the Association shall be deposited in segregated accounts or in prudent investments, as the Board of Directors decides. Funds may be withdrawn from these reserves for the purposes for which they were deposited, by check or order, authorized by the Treasurer, and executed by two members of the Board of Directors, one of whom may be the Treasurer.

Section 4.8 Execution of Instruments. Except as provided in Section 4.4, 4.6, 4.7 and 4.9 of these Amended and Restated Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by any officer of the Association or by any other person or persons designated by the Board of Directors.

Section 4.9 Statements of Unpaid Assessments. The Treasurer, Assistant Treasurer, a manager employed by the Association or, in their absence, any officer having access to the books and records of the Association may prepare, certify and execute statements of unpaid Assessments.

The Association may charge a reasonable fee for preparing statements of unpaid Assessments. The amount of this fee and the time of payment shall be established from time to time by the Board of Directors. Any unpaid fees may be assessed as an Assessment against the Unit for which the certificate or statement is furnished.

## **ARTICLE 5 – INDEMNIFICATION**

The Board of Directors members and officers of the Association shall have the liabilities, and be entitled to indemnification, as provided in Colorado Nonprofit Corporation Act.

## **ARTICLE 6 – RECORDS**

Section 6.1 Records and Audits. The Association shall maintain financial records. The cost of any audit shall be a Common Expense unless otherwise provided in the Declaration.

Section 6.2 Examination. All Association records maintained by the Association shall be available for examination by any Member or by any of their duly authorized attorneys, as permitted by Colorado law and any Policy for Disclosure of Documents that may be adopted by the Association from time to time.

## **ARTICLE 7 – MISCELLANEOUS**

Section 7.1 Notices. All notices to the Association or the Board of Directors shall be delivered to the principal office of the Association or to such other address as the Board of Directors may designate by written notice to all Members. Except as otherwise provided all notices to any Member shall be sent to the Member's address as it appears in the records of the Association. All notices to owners may be sent by first class mail, postage prepaid, to the address on file with the Association. All notices shall be deemed to have been given when deposited into the United States mail, first class postage prepaid, except notices of changes of address, which shall be deemed to have been given when received and except notices in the manner of delivery stated elsewhere in these Amended and Restated Bylaws.

Section 7.2 Fiscal Year. The Board of Directors shall establish the fiscal year of the Association.

Section 7.3 Waiver. No restriction, conditions, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason or any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 7.4 Severance. Any provision deemed unenforceable may be independently severed and removed from these bylaws while the remaining provisions remain in full force and effect.

Section 7.5 Reserves. As a part of the adoption of the regular budget, the Board of Directors shall include an amount which, in its reasonable business judgment, will establish and maintain an adequate reserve fund for the replacement of improvements to the The Pointe Amenities based upon the age, remaining life and the quantity and replacement cost of improvements to the The Pointe Amenities.

## **ARTICLE 8 – AMENDMENT TO BYLAWS**

### **Section 8.1 Bylaw Amendments**

- (a) These Bylaws may be amended by:
  - (i) The affirmative vote of a majority of the members of the Board of Directors at a duly constituted meeting; provided, however, no amendment shall be made to the quorum requirement, to the qualifications, powers and duties of the Board, or to the

terms of Directors without the affirmative vote of at least a majority of the votes cast, with at least a quorum of Owners voting; or

(ii) The affirmative vote of at least a majority of the votes cast, with at least a quorum of Owners voting, provided that notice has been sent to all Members pursuant to these Bylaws, and such notice sets forth that the meeting is being conducted for the purpose of amendment.

(b) Notwithstanding anything to the contrary in these Bylaws, these Bylaws may be amended by the Board of Directors, without Member approval, to comply with any statutory or judicial requirements.


Section 8.2 Rights of Mortgagees. No amendment of the Bylaws of this Association shall be adopted which would affect or impair the validity or priority of any mortgage or deed of trust encumbering any Unit or which would change the provisions of the Bylaws with respect to institutional mortgages of record.

#### CERTIFICATION OF SECRETARY

I, the undersigned, do certify that:

1. I am the duly elected and acting Secretary at The Pointe at Castle Pines Homeowners Association, Inc., a Colorado Nonprofit Corporation ("Association"); and that

2. The foregoing Amended and Restated Bylaws constitute the Bylaws of the Association adopted by the consent of the Board of Directors of the Association on January 12, 2026.

  
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