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Tiffany Lee Parker
Laplata County Clerk

**RESOLUTION OF
TIMBERLINE HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, pursuant to the Bylaws of the Timberline Homeowners Association, Inc. ("By-Laws"), the presence in person or by proxy of two-thirds of the members of the Timberline Homeowners Association, Inc. ("Association") entitled to vote is required to constitute a quorum for the transaction of business at any meeting of the membership;

WHEREAS, that unusually large percentage has made it difficult to obtain a quorum to transact business at meetings of the Association;

WHEREAS, the Board of Directors ("Board") of the Association has determined that it is in the best interest of the Association to amend the Bylaws to provide for a reduction in the percentage of members necessary to constitute a quorum from two-thirds to twenty percent of the members;

WHEREAS, at a special meeting of the membership occurring on June 9, 2011, with 63 out of a possible 86 members being present either in person or by proxy, a proposal to amend the By-Laws to reduce the number required for a quorum from two-thirds to twenty percent (20%) of the members was put to an advisory vote of the membership, with the membership present voting unanimously to recommend that amendment to the By-laws;

WHEREAS, at a meeting of the Board that occurred on July 11, 2011, the Board voted unanimously to implement the proposed amendment to the By-Laws;

NOW THEREFORE, IT IS HEREBY RESOLVED by the Board that the By-Laws of the Association be amended as follows:

Article II, Section 3 of the Bylaws shall be deleted in its entirety and its place the following language shall be inserted:

"A quorum is deemed present throughout any meeting of the Association if Members entitled to cast twenty percent of the votes of the total Membership are present, in person or by proxy at the beginning of the meeting."

DATED this 11th day of July, 2011.

Timberline Homeowners Association, Inc.

By: Kate Sturm

Name & Title: [Signature]

Date: WP:4970:02:Resolution 3.doc