

**FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
McCLELLAND'S CREEK HOMEOWNERS ASSOCIATION, INC.**

Effective as of March 9, 2016, the following provisions of the Amended and Restated Bylaws of McClelland's Creek Homeowners Association, Inc. are amended as set forth below:

1. Section 2.2 (Executive Board, Number and Qualification) is amended and restated to read in its entirety as follows:

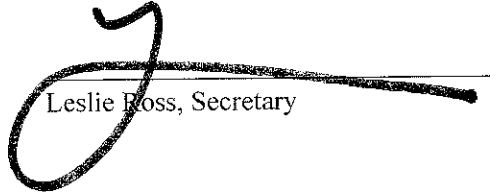
Section 2.1 Number and Qualification. The affairs of the Common Interest Community and the Association shall be governed by an Executive Board. The Executive Board shall consist of no less than three (3) and nor more than five (5) members. Only Owners that are eligible to vote and otherwise in good standing may be elected or appointed to fill a vacancy on the Executive Board. In the case where, through removal or resignation, the total number of Executive Board members is less than three, the Executive Board will be considered properly constituted until such vacancies are filled. The number of members of the Executive Board may be increased or decreased by amendment to these Bylaws; provided, however, the number is always an odd number.

a. The terms of the members of the Executive Board elected by the Owners shall be staggered so that one member shall be elected to serve a one (1) year term, two members shall be elected to serve two (2) year terms and the remainder shall be elected to serve three (3) year terms. In no subsequent election shall more than two (2) director positions on the Executive Board be open and up for election in the same year.

[Certification page follows]

CERTIFICATION

The undersigned, being the duly elected and acting Secretary of McClelland's Creek Homeowners, Inc., a Colorado nonprofit corporation ("Corporation"), certifies that the foregoing First Amendment to the Amended and Restated Bylaws of the Corporation has been approved by the unanimous consent of all of the Corporation's directors effective March 7, 2016.


Leslie Ross, Secretary