

**BYLAWS
OF
SADDLE RIDGE RANCH ESTATES WATER COMPANY,
a Colorado non-profit corporation**

ARTICLE I

Purpose

Saddle Ridge Ranch Estates Water Company, a Colorado nonprofit corporation (the "Corporation") is established as a nonprofit corporation for the object and purpose of owning, developing, administering and maintaining for the benefit of its members the water rights adjudicated in Case No. 97CW92 in Division 4 Water Court, State of Colorado ("Case No. 97CW92") and the construction of the infrastructure necessary to provide water for (i) domestic and livestock use to a development consisting of 18 residential lots, an equestrian center, and an apartment at an equestrian center, all located on the lands described on Exhibit A to these By-Laws (the "Roscoe Property"), and (ii) domestic use only on an additional 20 residential units located on the property described on Exhibit B (the "Expansion Property"). The water rights and augmentation plan set forth in Case No. 97CW92 are referred to herein as the "97CW92 Rights." The wells, pumps, underground water lines, storage tanks and treatment plant providing delivery of the water are referred to herein as the "Water System." The Roscoe Property and the Expansion Property are referred to collectively herein as the "Water Company Property."

The 97CW92 Rights contemplate water service for a total of 49.78 equivalent residential units ("EQR") of including (i) 19.0 EQR attributable to 18 residential lots and an apartment at an equestrian center within the Roscoe Property, (ii) 0.50 EQR attributable to livestock watering in the Roscoe Property and (iii) 20.0 EQR attributable to 20 single family residences to be located on the Expansion Property. For purposes of these Bylaws and consistent with the Decree entered in Case No. 97CW92, an EQR is based on an engineering assumption of 3.5 persons using 100 gallons per day per residential unit. Exercise of the 97CW92 water rights and operation of the Water System are subject to that certain Grant of Water System Easement and Agreement between the Corporation and Dolores G. LaVigne recorded at reception no. _____ in the records of the Gunnison County Clerk and Recorder ("Easement Grant").

Offices

1.1 **Business Office.** The principal place of business of the Corporation shall be located at:

P.O. Box 307
Crested Butte, Colorado 81224

1.2 **Registered Office.** The registered office of the Corporation shall be located at 120 North Taylor Street, Gunnison, CO 81230. The name of its initial registered agent at that office is Wilderson, O'Hayre, Dawson & Frazier, P.C. The registered office and the registered agent of the Corporation may be changed at any time.

**ARTICLE II
Members**

2.1 **Classes and Membership Interests.** There shall be two classes of Members - Class A Members and Class B Members. Each class of Members shall be entitled to vote without regard to class of membership. Class A Members and Class B Members are sometimes referred to herein collectively as the "Members" and their interests as "Membership Interests."

2.2 **Class A Members.** The Class A Members are allocated a total of 10.0 EQR from the 97CW92 Rights; each EQR is associated with 100 shares of Class A Stock issued by the Corporation. Each EQR shall entitle the owner to one Class A Membership. The initial sole Class A Member shall be Dolores G. LaVigne ("LaVigne"). Only owners of properties within the Expansion Property may receive Class A Memberships. LaVigne may transfer Class A Memberships to owners of property within the Expansion Property and shall notify the Company of such transfer within 10 days of a transfer. Upon such transfer, the transferee shall become a Class A member subject to the terms and conditions of these bylaws and the Easement Grant, and all transfer documents shall specifically reference this document.

2.3 **Class B Members.** The Class B Members are allocated a total of 29.5 EQR from the 97CW92 Rights; each EQR is associated with 100 shares of Class B stock issued by the Corporation. Each EQR shall entitle the owner to one Class B Membership. Only owners of lots or properties within the Roscoe Property or the Expansion Property may receive Class B Memberships. The initial sole Class B Member shall be Roscoe Development Corporation ("Roscoe"). Roscoe shall transfer Class B Memberships to subsequent owners of

property within the Roscoe Property (19.5 EQR) and the Expansion Property (10.0 EQR) and shall notify the Company of such transfer within 10 days of a transfer. Upon such transfer, the transferee shall become a Class B Member subject to the terms and conditions of these bylaws and the Easement Grant, and all transfer documents shall specifically reference this document.

2.4 Cost and Expenses of Water System. The Class B Members shall be solely responsible for all costs and expenses for the construction, maintenance, repair and operation of the Water System. Class A Members shall have no responsibility for the costs and expenses for the construction, maintenance, repair and operation of the Water System. Notwithstanding the foregoing, Class A Members shall be responsible for the cost of connection and transmission from the point of connection to the Water System to the ultimate place of use by the Class A Members.

2.5 No Additional Users. No person who is not a Member in Saddle Ridge Estate Water Company shall use or otherwise have the benefit of the 97CW92 Rights.

2.6 Use of EQR. No Member may use the 97CW92 Rights in excess of the EQR attributable to their Membership Interest.

2.7 Membership. There shall be one membership in the corporation for each EQR owned by a Member. At such time, if ever, that LaVigne transfers a Membership Interest to an owner of lands within the Expansion Property, then such Membership shall be appurtenant to and shall be transferred automatically by a conveyance of the property owned by such Member to any new owner. Class B Memberships shall be appurtenant to and shall be transferred automatically by a conveyance of the property owned by such Member to any new owner. Each membership shall be entitled to one vote, and in the event the membership is held by more than one owner, the vote(s) must be cast only as a single vote(s) and split or divided votes of membership shall not be allowed.

2.8 Transfer. No person other than an Owner of lands within the Water Company Property may be a Member of the Corporation. However, a membership may be assigned to the holder of a mortgage or Deed of Trust as further security for the loan secured by the lien of the mortgage holder upon the property.

2.9 Termination. Such membership shall terminate without any formal corporate action whenever such person ceases to own Water Company Property, but such termination shall not relieve or release any such former owner from any liability or obligation to Saddle

Ridge Ranch Estates Water Company incurred during the period of such ownership and membership in this Corporation for, including, but not limited to, assessments, or impair any rights or remedies which the Board of Directors of the Corporation or others may have against such former owner and member arising out of or in any way connected with such ownership and membership and the covenants and obligations incident thereto.

ARTICLE III Meetings

3.1 Annual Meetings. The annual meeting of the membership shall be held during the month of December of each year, beginning in the year 2003, at a time and place set forth in the notice of said meeting. At the annual meeting the membership shall elect the board of directors and transact such other business as may properly come before it.

3.2 Special Meetings. Special meetings may be called at any time by the board of directors, the president, or upon a written request signed by no less than 20% of the members. No business shall be transacted at a special meeting except as stated in the notice.

3.3 Notice of Meeting. Notice of the date, place and time of the annual meeting, or any special meeting, shall be given to each member either by delivering such notice to the member personally, by mailing the same to him or her by United States mail, by telegraph, teletype, electronic transmission, or other form of wire or wireless communication. Notice shall be given not later than 10 nor more than 50 days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership register of the Corporation, with postage prepaid thereon.

A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to Members shall constitute a written notice or report if addressed or delivered to the member's address shown in the Corporation's current list of members, or in the case of members who are residents of the same household and who have the same address in the Corporation's current list of members, if addressed or delivered to one of such members, at the address appearing on the current list of members.

A member may waive notice of any meeting.

3.4 Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of

members or in order to make a determination of such members for any proper purpose, the Board may fix, in advance, a date as the record date for any such determination of members. The record date shall be not more than 50 days prior to the meeting of members or the event requiring a determination of members.

3.5 Quorum. Members holding a majority of the Membership Interests in actual attendance in person or by proxy at any annual or special meeting of the Corporation shall constitute a quorum at such meeting for the purpose of transacting business. If a quorum is present, the affirmative vote of Members holding a majority of the Membership Interests present at such meeting in person or by proxy and entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by the Articles of Incorporation or the laws of the State of Colorado.

3.6 Voting of Proxies. At all meetings of the members, a member may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of this execution unless otherwise provided in the proxy.

3.7 Voting by Mail. The board of directors may decide that voting of the Members on any matter required or permitted by the statutes of Colorado, the Declaration, the Articles of Incorporation, or these bylaws shall be by mail. Pursuant to the Colorado Revised Nonprofit Corporation Act, any action that may be taken at any annual regular or special meeting of the Members may be taken without a meeting if the Secretary delivers a written ballot to every member entitled to vote on the matter.

3.7.1 A written ballot shall: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action.

3.7.2 Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

3.7.3 All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of members of the Board of Directors; (iii) specify the time by which a ballot

must be received by the Corporation in order to be counted; and (iv) be accompanied by written information sufficient to permit each person casting such ballot to reach an informed decision on the matter.

3.7.4 A vote by written ballot may not be revoked.

3.8 Order of Business. The order of business at the annual meeting, and as applicable at any special meeting, shall be as follows:

1. Roll call
2. Proof of notice of meeting
3. Reading and approval of any unapproved minutes
4. Reports of officers and committees
5. Election of directors
6. Unfinished business
7. New Business
8. Adjournment

ARTICLE IV
Board of Directors

4.1 General Powers. The business and affairs of the Corporation shall be managed by the board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act or the Articles of Incorporation.

4.2 Number, Tenure and Qualifications. The Corporation shall have 3 directors. Each director shall hold office until the next annual meeting of Members and until his or her successor shall have been elected and qualified. The Class A Members shall have the sole and exclusive right to elect one director of the Corporation and the Class B Members shall have the sole and exclusive right to elect two directors of the Corporation. Directors shall be natural persons, eighteen years of age or older, but need not be residents of Colorado or Members of the Corporation.

4.3 Annual Meeting. The annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of Members and no notice shall be required therefor. The annual meeting of the board of directors shall be for the purpose of election of corporate officers, organization and for any other proper purpose.

4.4 Regular Meetings. The board of directors may provide, by resolution, the time and place either within or without the State of Colorado for the holding of additional regular meetings.

4.5 Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call a special meeting of the board of directors shall fix the place, either within or without the State of Colorado, for the holding of such special meeting of the board of directors and if not so specified, the special meeting shall be held at the principal business office of the Corporation.

4.6 Notice of Meetings. Notice of any special meeting of the board of directors shall be given as follows:

4.6.1 By verbal communication with or personal delivery of written notice at least two days prior to the meeting.

4.6.2 By United States mail, postage prepaid, of written notice at least five days prior to the meeting.

4.6.3 A director may waive in writing notice of a meeting whether before, at or after the time stated therein.

4.6.4 The attendance of a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6.5 Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

4.7 Quorum. A majority of the number of directors as fixed by Paragraph 5.2 above shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number of directors is required by the statutes of the State of Colorado, the Articles of Incorporation or these Bylaws.

4.8 Informal Action by Directors. Any action required or permitted to be taken by the board of directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all the directors entitled to vote thereon with respect to the subject matter and filed with the secretary of the Corporation.

4.9 Meetings by Telephone. The board of directors may hold or participate in a meeting of the board of directors by means of conference telephone or similar communications equipment that allows all directors so participating in the meeting to hear each other at the same time. Such participation shall constitute the presence of the director at the meeting.

4.10 **Vacancy.** Any vacancy occurring in the board of directors may be filled by the class of members that elected such director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and shall hold office until his successor is duly elected and shall qualify.

4.11 **Removal of Directors.** The Members of the class that elected a director, may, at a meeting of Members called for the purpose of removing directors, by a majority vote of the membership interests entitled to vote at an election of directors, remove such director or directors, with or without cause, in the manner provided by the Colorado Revised Nonprofit Corporation Act.

4.12 **Compensation.** By resolution of the board of directors, a director may be paid any one or more of the following: (1) his expenses, if any, of attendance at any meeting; (2) a fix sum for attendance at any such meeting; or (3) a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

4.13 **Resignation.** A director may resign at any time by giving written notice to the board of directors or the president of the Corporation. The resignation shall be effective upon the date of receipt of such notice or at any later time specified in the notice. An acceptance of such resignation shall not be required to make it effective, unless the resignation notice requires such acceptance to be effective.

4.14 **Presumption of Assent.** A director of the Corporation who is present at a meeting of the board of directors when any corporate action is taken shall be deemed to have assented to the action taken unless:

4.14.1 He objects at the beginning of the meeting to the holding of the meeting or the transaction of the business to be taken at the meeting;

4.14.2 He contemporaneously requests that his dissent from the action taken be entered in the minutes of the meeting; or

4.14.3 He gives written notice of his dissent to the presiding officer of such meeting before its

adjournment or to the secretary of the Corporation immediately after the adjournment of such meeting.

The right to dissent shall not apply to a director who voted in favor of the action taken at the meeting of the board of directors.

4.15 Performance of Duties. A director shall perform his duties as a director in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in sub-paragraphs 1, 2 and 3; but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports and statements a director is entitled to rely are:

4.15.1 One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.

4.15.2 Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence.

4.15.3 A committee of the board of directors upon which he does not serve, duly designated in accordance with the provision of the Articles of Incorporation or Bylaws of the Corporation, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

4.16 Executive and Other Committees. The board of directors may, by resolution, designate from among its members an executive committee and one or more other committees which, to the extent provided in the resolution, shall have all of the authority of the board of directors, except as otherwise provided by the Colorado Corporation Code.

4.17 Adjournment. When a meeting is for any reason adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment was taken. At the adjourned meeting, any

business may be transacted which might have been transacted at the original meeting.

ARTICLE V **Officers**

5.1 Officers of Corporation. The officers of the Corporation shall be a president, vice-president, secretary and treasurer. One or more offices may be held by the same person.

5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after the annual meeting of the Members. Officers shall hold office until their successors have been elected, appointed or chosen and have qualified or until their death or until they shall resign or are removed in the manner provided in these Bylaws.

5.3 Vacancy. A vacancy in any office because of the death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term of that office.

5.4 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not, of itself, create any contractual rights.

5.5 Duties and Powers of the President. The president shall be the chief operations officer of the Corporation and shall have such additional powers and duties as may be vested in him by the board of directors. The president shall have the power to execute any instruments which the board of directors have authorized to be executed including, without limitation, all contracts, deeds, promissory notes, deeds of trust, mortgages or any other instruments of indebtedness, instruments of conveyance or other proper instruments, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed.

5.6 Duties and Powers of the Vice President. The vice president (including any executive vice presidents and multiple vice presidents), if any, shall perform such duties and possess such powers as from time to time may be assigned to him by the board of directors or president. In the absence of the president, or in the event of the inability or refusal to act of such officer, the vice president, or in the event there be more than one vice

president, the vice presidents in the order designated by the board of directors, or in the absence of any designated, then in the order of their election or appointment, shall perform the duties of the president and when so performing shall have all the powers of and be subject to all the restrictions of the president.

5.7 Duties and Powers of Treasurer. The treasurer shall have charge and custody of and be responsible for all monies, funds, securities and deposits of the Corporation. The treasurer shall collect all monies due and receive all deposits made with the Corporation and shall hold, and pay out and deliver the same in accordance with the regulations prescribed by the board of directors. He shall keep accurate books of account of the Corporation's transactions and shall render financial reports and statements of condition of the Corporation when so requested by the board of directors or president. The treasurer shall perform all duties commonly incident to the office as may from time to time be assigned by the board of directors. The board of directors may designate and appoint one or more assistant treasurers with the same powers and duties.

5.8 Duties and Powers of the Secretary. The secretary shall keep, or cause to be kept, accurate minutes of the Members' and the board of directors' meetings and shall keep or cause to be kept a register of Members of the Corporation and shall be responsible for the giving of notice of meetings of Members or of the board of directors. The secretary shall be the custodian of the records and of the seal of the Corporation and shall attest and affix the seal of the Corporation when so authorized. The secretary shall perform all other duties commonly incident to the office as may from time to time be assigned by the board of directors. The board of directors may designate and appoint one or more assistant secretaries with the same powers and duties.

5.9 Salaries. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE VI Finances

6.1 Investments. All funds of the Corporation shall be invested to draw a favorable rate of interest in a bank or other such depository as authorized by the Board.

6.2 Assessments. Monthly dues will be collected from the Class B Members for the purpose of funding the construction, maintenance, repairs and operation of the Water System and the administrative expenses of the Corporation. Dues shall be set by the Board of Directors

annually and shall be due on the tenth day of each month, and delinquent after the 30th day of the same month. Delinquent dues will be charged at the rate of 18% per month until paid. At the recommendation of the Board, a lien may be filed against the property of the delinquent Class B Members.

6.3 Special Assessments. Special Assessments to fund construction, maintenance, repairs or other major expenses may be determined necessary by the Board of Directors and assessed against Class B Members.

6.4 Payment of Assessments. Each Class B Member shall be deemed to covenant and agree and shall be obligated to pay to the Corporation all assessments made by the Corporation for the purposes provided in these Bylaws.

6.5 Apportionment. Assessments shall be apportioned among all of the Class B Members based on their allocated EQR.

6.6 Written Notice. The Corporation shall give written notice to the Class B Members of the annual assessment thirty (30) days prior to the institution and/or increase of same, and shall deliver to each Class B Member itemized statements.

6.7 Enforcement of Lien. The lien for assessments against the property of a delinquent Class B Member of the Corporation may be enforced by foreclosure by the Corporation in the same manner as a foreclosure of a mortgage. In such foreclosure, the Class B Member shall be required to pay the costs and expenses for such proceedings, the cost and expenses for filing the notice of claim of lien and all reasonable attorneys' fees. The Class B Member shall also be required to pay to the Corporation the assessments during the period of foreclosure, and the Corporation shall be entitled to a receiver to collect the same. The Corporation shall have the power to acquire property of the Class B Member at the foreclosure sale and to acquire and hold, lease, mortgage and convey the same. The Corporation's lien shall be superior to any homestead exemption now or hereafter provided by the laws of the State of Colorado or any homestead exemption now or hereafter provided by the laws of the United States. The acceptance of a deed by any Class B Member to any Water Company Property shall constitute a waiver of the homestead and any other exemption as against said assessment lien.

ARTICLE VII Execution of Instruments; Loans; Checks and Endorsements

7.1 Execution of Instruments. As provided in Sections 5.5 and 5.6 hereof, the president or any vice president

shall have the power to execute and deliver any instruments in the name of and on behalf of the Corporation unless otherwise specifically provided in these Bylaws. The board of directors may authorize any officer or officers, or agent of the Corporation, to execute and deliver any instrument in the name of and on behalf of the Corporation.

7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be executed or issued in the name of the Corporation unless authorized by the board of directors. Such authority may be general or confined to a specific instance.

7.3 Checks and Endorsements. All checks, drafts or other orders for the payment of money or other evidences of indebtedness shall be issued in the name of the Corporation and shall be signed by such officer or officers and in such manner as determined by appropriate resolution of the board of directors, which resolution may provide for the use of facsimile signatures.

7.4 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or depositories designated by appropriate resolution of the board of directors.

ARTICLE VIII **Fiscal Year**

8.1 The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

ARTICLE IX **Waiver of Notice**

9.1 Whenever notice is required to be given to any Member or director of the Corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the statutes of the State of Colorado, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X **Indemnification of Directors and Officers**

10.1 The Corporation shall have the power and shall indemnify current or former directors, officers, employees and agents to the fullest extent provided in its Articles of Incorporation and by Section 7-129-101 et. seq.,

Colorado Revised Statutes, and as such statute may be subsequently amended or revised.

ARTICLE XI **Amendments**

11.1 These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the Class A Members and a majority of the Class B Members.

I hereby certify that the above and foregoing Bylaws were adopted at the Organizational Meeting of the board of directors of the Corporation on July 3, 2003.


Julie DaPuzzo, Secretary