

AMENDMENT TO THE BYLAWS FOR FRENCH CREEK TOWNHOME ASSOCIATION, INC.;

WHEREAS, the Board of Directors of French Creek Townhome Association, Inc. is empowered to govern the affairs of the Association pursuant to Article VIII of the Bylaws;

WHEREAS, there is a need to amend Article V, Section 1, of the Bylaws for French Creek Townhome Association;

WHEREAS, in accordance with the association's Bylaws, Article XIV, the Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

Article V, Section 1, is amended by deleting that section in its entirety and substituting therein the following:

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors, with the specific number to be set from time to time by Resolution of the Board at a duly called and conducted Board of Directors' meeting. The number of Board Members may not be changed for the specific purpose of removing a Director. Directors shall be Members which, in the case of Declaration shall include the officers, directors and employees of Declarant, and in the case of other corporate Members shall include the officers and directors of each such corporate Member.

CERTIFICATION: The French Creek Townhome Association, Inc., a Colorado non-profit corporation, certifies that the foregoing Amendment was adopted by at least a majority of the members voting at a duly called meeting or by mail ballot, on Jan. 5, 2006.

French Creek Townhome Association, Inc.  
a Colorado non profit corporation

**APPROVED AT THE ANNUAL MEETING HELD JAN. 5, 2006**