

AMENDED BYLAWS  
OF THE  
RIDGEWATER HOMEOWNERS ASSOCIATION, INC.  
CONVERSE COUNTY, WYOMING

NOVEMBER 13, 2000

FILING NO. <b>869377</b>
OFFICE OF THE REGISTER OF DEEDS
STATE OF WYOMING } SS
County of Converse }
This instrument was filed for record this
..... day of <b>NOV 17 2000</b> A.D. 19 .....
at <b>11:40</b> o'clock <b>A.</b> m. and duly
recorded in Book ..... 1165, on Page 701
<i>Mary A. Hildebrand</i>
County Clerk and Ex-Officio Register of Deeds

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These Bylaws pertain to the lands in the Ridgewater Estates Subdivisions #1, #2, #3, and #4, Section 13, Township 32 North, Range 72 West, of Converse County, Wyoming, including:

- Ridgewater #1: Block 1; Lots 1, 2, 3, 4, 5  
Block 2; Lots 1, 2, 3, 4  
Block 3; Lots 1, 2, 3, 4, 5, 6, 7, 8, 9  
Block 4; Lots 1, 2, 3, 4, 5, 6, 7, 8  
Block 5; Lots 1, 2, 3, 4, 5, 6  
Block 6; Lots 1, 2, 3, 4  
Block 7; Lots 1, 2, 3  
Block 8; Lots 1, 2, 3, 4, 5, 6, 7, 8  
Block 9; Lots 1, 2, 3, 4, 5, 6  
Block 10; Lots 1, 2, 3, 4, 5, 6  
Block 11; Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11,  
12, 13, 14
- Ridgewater #2: Block 1; Lots 2, 3, 4, 5, 6  
Block 2; Lots 1, 2, 3  
Block 3; Lots 1, 2, 3, 4, 5, 6, 7, 8  
Block 4; Lots 1, 2, 3, 4
- Ridgewater #3: Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14,  
15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27,  
28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40,  
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- Ridgewater #4: Block 1; Lots 1, 2, 3, 4, 5, 6, 7, 8, 9  
Block 2; Lots 1, 2, 3, 4, 5, 6, 7, 8  
Block 3; Lots 1, 2  
Block 4; Lots 1, 2, 3

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BYLAWS

OF

RIDGEWATER HOMEOWNERS ASSOCIATION, INC.

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THE FOLLOWING ARE HEREBY STATED AS THE BYLAWS OF RIDGEWATER HOMEOWNERS ASSOCIATION, INC., A WYOMING NON-PROFIT CORPORATION:

ARTICLE ONE  
ORGANIZATION

The general organization of the Ridgewater Homeowners Association, Inc. ("Association") shall be as follows:

A. NAME: The name of the Association shall be RIDGEWATER HOMEOWNERS ASSOCIATION, INC.

B. SEAL: The Association shall have a corporate seal which shall indicate the incorporated name, the year of incorporation (1985), the corporation is "non profit," and the state of incorporation (Wyoming).

C. DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS: The Association shall be established and operated under and subject to the laws of all governmental agencies having lawful jurisdiction and the Declaration of Covenants, Conditions, and Restrictions applicable hereto, as may from time to time be amended, herein referred to as the "Declaration."

D. PRINCIPAL OFFICES: The principal offices of the Association shall be in Ridgewater Estates, Douglas, Converse County, Wyoming. The address of the offices within Ridgewater shall be established from time to time by the Board of Directors, failing in which it shall be the office of the registered agent.

ARTICLE TWO  
PURPOSES

This Association has been established and shall continue to permit the owners of lots in Ridgewater Estates to band together for their common good and the improvement of lands and lifestyle in said subdivision. To that end, and as generally set forth in the articles of incorporation, these purposes shall include but not be limited to the following:

A. To acquire by lease, purchase or otherwise to buy, sell, lease or own such real or personal property as may be deemed necessary to carry out the purposes of said organization.

B. To enforce against any person or party the Declaration of Covenants, Conditions and Restrictions encumbering the real property in the Ridgewater Estates.

C. To levy assessments upon the lots of the subdivision, as hereinafter described, in such amounts as are determined by the Board of Directors.

D. To acquire and dispose of supplies and equipment used in connection with the business of the corporation.

E. To make and perform contracts in connection with the purposes of the corporation with any person or agency, governmental or otherwise.

F. To cooperate with any person or other agency, governmental or otherwise, in furthering the purposes of the corporation.

G. To cooperate with the Ridgewater #1 Improvement District, which operates, manages and maintains the central water system providing a source of domestic water to the lots of the Ridgewater Estates.

H. To sue and be sued in all courts of competent jurisdiction.

I. To do and perform each and every power enumerated under Wyoming Statutes as the same now exist or may hereafter be amended, and to do any and all other things necessary, prudent, convenient or desirable for the carrying on of the business of the corporation which may be lawful and may be done by a non-profit corporation organized under the laws of the State of Wyoming, not for pecuniary profit.

Additionally, the Association shall and may serve as an organizational catalyst and sounding board for related organizations, including improvement districts, that will benefit or serve the homeowners in all of the Ridgewater Estates.

Finally, the Association may serve to create a unity between and among all of the Ridgewater subdivisions to and including bringing all homeowners in said subdivisions into a single organization to handle the common and diverse interests of the owners of lands in the several subdivisions.

### ARTICLE THREE

#### MEMBERSHIP

Membership in this Association shall be open to all who are legal or equitable owners of lots in Ridgewater Estates Subdivision, Converse County, Wyoming.

There shall be one vote for each lot in said subdivision. In the event of dispute over the identity of a member or the right to vote, the Board of Directors shall have authority to accept or reject the credentials of any purported owner according to the

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following general guidelines which may, from time to time, be amended or revised by the Board of Directors.

A. In the event of dispute over ownership of any lot, the occupant of the lot shall be deemed a "member" if he or she has a signed, notarized document from the owner of record that he or she may vote in Association business.

B. In the event of co-ownership of any lot or split ownership of a lot, the vote may be split according to the ownership. This shall apply to any tenancy in common, by the entirety, or survivorship tenancy. Absent contrary instructions in writing, any co-tenant of a lot attending a meeting and absent the attendance by the remaining co-tenant(s), the attending co-tenant shall be deemed to have the right of full membership for purposes of action taken at said meeting.

#### ARTICLE FOUR

##### NEW MEMBERSHIP

In the event the Board of Directors determines, by a 2/3 vote, that it is in the best interest of the Association to expand the Association by including another subdivision or landowner in the Association, it will make its recommendation to the membership at a meeting thereof. If the membership shall approve such a resolution by a majority vote of all members, and if the lot owners of such subdivision shall agree by a majority vote or if a majority of same petition the Association for membership, the lot owners of said subdivision shall be deemed members of this Association from and after the approval of their joining by the vote of the membership, shall be subject to these bylaws, and shall be added to the official membership list.

On majority vote of members from any subdivision so admitted, any subdivision so admitted may be likewise excluded. This provision is being included in the event of differences in goals, needs, or objectives developing between various subdivisions that render the continuation of a combined association inappropriate. In such event, the members remaining shall continue their organization under this Association.

#### ARTICLE FIVE

##### MEETINGS OF MEMBERSHIP

Business and other meetings of the membership shall be held and conducted as follows:

A. Annual Meetings: The annual membership meeting of this Association shall be held on the 2nd Monday of November each and every year except if such day be a legal holiday, then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these bylaws. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the official membership list of this Association, a notice telling the time and place of such annual meeting. Such mailing shall be made at least 20 days prior to said meeting.

B. Regular Meetings: The membership may establish regular meetings of the membership and the notice requirements for same. Unless otherwise provided, said regular meetings of this Association shall be held at a time and location in Converse County designated by a majority vote of the Board of Directors at least 15 days prior to the intended meeting.

C. Special Meetings: Special meetings of this Association may be called by the president when he deems it in the best interest of the Association. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership list at least five (5) but not more than thirty (30) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of three (3) members of the Board of Directors or 10% of the members of the Association, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

D. Emergency Meetings: Any three (3) members of the Board of Directors may declare an emergency and the need for a meeting of the membership at any time. Notice thereof may be informal and reasonable efforts will be made to contact all members.

Attendance of 50% or more of the members in good standing will be sufficient for the conduct of emergency business but the only business which shall be officially conducted at said meeting will be that of an emergency nature as determined by the board members calling the meeting. All such meetings shall be duly reported on the minutes of the corporation and read at the next non-emergency meeting of the membership.

E. Quorum: The presence of not less than 50% of the members entitled to vote shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled by these bylaws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

F. Order of Business: At all annual or regular meetings, and unless otherwise agreed by the membership, the following shall be the order of business:

1. Roll call.
2. Reading of the minutes of the preceding meeting.

3. Reports of committees, directors and officers.
4. Elections (annual meeting).
5. Old and unfinished business.
6. New business.
7. Other matters.
8. Adjournment.

G. Voting: At all meetings unless otherwise required by the presiding officer, all votes shall be voice vote. Provided, however, if requested by any member, secret ballots shall be used for the election of officers and directors. In such case ballots shall be provided and there shall not appear at any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any meeting, if a majority so require, any question may be voted upon by ballot as hereinabove required.

The voting rights of any member may be suspended by majority vote of the Board of Directors if such member is delinquent in the payment of dues and assessments. At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results, and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Voting by member may be by written proxy, but no proxy shall be valid for more than one year.

Unless otherwise required by law or these bylaws, a majority of those attending a meeting at which there is a quorum shall be sufficient to pass any resolution. In the case of the election of a director or officer, the person receiving the highest number of votes shall be deemed elected; provided, however, a majority of those attending may, by resolution, require that no person be so elected without a majority vote and establish the rules for runoffs or multiple ballots.

#### ARTICLE SIX

##### BOARD OF DIRECTORS

The control and management of the affairs and business of the Association shall be vested in the Board of Directors subject to the following:

A. Number: The Board of Directors shall consist of not less than seven (7) nor more than eleven (11) directors as established by the membership at its annual meeting. All directors and officers of the Association shall be members of the Association.

B. Election and Term: Directors shall be elected at the annual meeting of the Association each year. Officer-directors shall be elected for terms of one year and other directors may be elected for staggered terms of one and two years.



C. Quorum and Proxies: A majority of the directors shall constitute a quorum at all meetings and written proxies shall, absent objection by any attending director, be valid for all purposes provided only that said written proxy be filed with the Secretary of the Association or, in the Secretary's absence, with the executive officer of the Association.

D. Qualifications: All members of the Board of Directors shall be adult residents of Converse County, Wyoming and residents of Ridgewater Estates.

E. Vacancies: Vacancies shall be filled by a majority vote of the remaining members until the next annual meeting of the membership. The Board may permit the continuation of the vacancy if there are, remaining on the Board, at least seven (7) directors as required under Article Six, Section A of these bylaws.

F. Meetings: The Board shall have its annual meeting immediately after or in conjunction with the annual meeting of the members and may, likewise, conduct regular, special or emergency meetings with the full membership as provided under Article Five.

The Board of Directors may establish such other regular meeting dates as it deems necessary for which no further notice shall be necessary and at which all business of the Board may be transacted.

The Board may conduct special or emergency meetings which may be called by any executive officer of the Association or any two directors. Notice thereof may be informal and requires only reasonable efforts to contact all members. Attendance of a quorum will be sufficient to conduct any emergency business and the meeting shall be duly reported on the minutes of the next non-emergency meeting of the Board of Directors.

G. Removal: Any director may be removed for cause by a 2/3 vote of the remaining directors and for any cause by a majority vote of the membership at any non-emergency meeting of the members.

H. Committees: Because of the diverse nature of the business of the Association, the Board of Directors is authorized to create such special or standing committees as it deems necessary or appropriate. Such committees shall be of such number and have such powers as may be established by the Board of Directors. Such committees may include the following and such others as may be deemed necessary by the Board of Directors:

1. Executive Committee The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole board, constitute a general executive committee for the board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of not less than three (3) members of the Board of Directors who shall serve at the pleasure of the board. The executive committee shall have such powers and shall perform such duties as the board may delegate to it in writing from time to time, including the immediate oversight and management of the business affairs of the Association. The executive committee shall be organized and shall perform its functions as directed by the board and shall report periodically to the board. The committee shall act by a majority of the members thereof, and any action duly taken by the executive committee within the course and scope of its authority shall be binding on the Association. The executive committee may be abolished at any time by the vote of the whole majority of the board of directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the committee changed by the board of directors as it may deem appropriate.

2. Road Maintenance Committee
3. Water Committee
4. Signs and Beautification Committee
5. Ownership and Membership Committee
6. Fund Raising Committee
7. Nominating Committee
8. Arbitration and Complaints Committee

I. Powers: The Board of Directors shall have the power to:

1. Adopt and publish covenants governing the use of all Association property and to establish penalties for the infractions thereof.
2. To exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these bylaws, the Articles of Incorporation, or the Declaration.
3. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
4. To employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
5. To collect or provide for the collection of all dues and assessments and to establish penalties and interest for failure to pay all within the guidelines of the Declaration.
6. Provide for waivers of the application of the Covenants, Conditions and Restrictions where authorized under these bylaws and the Covenants, Conditions and Restrictions.

J. Duties: It shall be the duty of the Board of Directors:

1. To cause to be kept a complete record of all its acts and Association affairs and to present a statement thereof to the members at the annual meeting of the members;
2. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
3. To foreclose the lien against any property for which assessments are not paid within a reasonable time after due date or to bring an action at law against the owner personally obligated to pay the same;
4. To procure and maintain adequate liability and hazard insurance on property owned by the Association as it may deem appropriate.
5. To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
6. To cause common areas and roadways to be maintained to the extent possible given the finances of the Association.

K. Indemnification: The Board of Directors shall be indemnified for their acts and/or actions on behalf of the Corporation as provided in Wyoming Statutes 17-19-850 through 17-19-858.

## ARTICLE SEVEN

### OFFICERS

The general and day to day affairs of the Association shall be conducted by its officers:

A. Officers: There shall be four (4) officers of the Association who shall also serve as directors and who shall be elected by the membership at the annual meeting of the membership:

1. President: Shall be the chief executive officer of the Association and shall preside at all membership and board meetings and have all powers reasonably consistent with a chief executive of a corporation and those that are necessarily evident to the office of the President.

2. Vice President: In all cases involving the inability of the President to act, the Vice President shall perform all the duties of the office of President. The Vice President is an executive officer of the Association and may be delegated any duties of the President by the President.

3. Secretary: Shall keep all minutes and records of the Association, file or certify all documents required by the membership, the Board of Directors, or the laws of any governmental entity, subdivision or agency. The Secretary shall give and serve all notices to members of the Association, be the official custodian of the records and seal of the Association, be one of the officers required to sign the checks and drafts of the association, present to the membership at any meetings any communication addressed to the Secretary of the Association, submit to the Board of Directors any communications which shall be addressed to the Secretary of the Association, attend to all correspondence of the Association and exercise all duties incident to the office of Secretary.

4. Treasurer: Shall have the care and custody of all monies belonging to the Association; be solely responsible for such monies or securities of the Association, unless otherwise provided by the Board of Directors; and shall be one of the officers who shall sign checks or drafts of the Association. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it without authority of the Board of Directors.

The Treasurer shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer. The Board of Directors may require that the Treasurer require bond or other security.

B. Assistant Officers: The Board of Directors may designate assistants to the Secretary or Treasurer to act in their absence or inability to serve. Assistant officers shall serve at the pleasure of the Board of Directors.

C. Vacancies: All vacancies shall be filled by the Board of Directors. The Board may permit the positions of Secretary and Treasurer to be combined if a vacancy shall occur in either position.

D. Qualifications: Qualifications for officers shall be the same as those required for a director.

E. Removal: Removal of an officer, excluding an assistant officer, shall be as provided for the removal of directors.

F. Members of the Board: Officers shall, by virtue of their office, be members of the Board of Directors.

G. Indemnification: The Officers of the Corporation shall be indemnified for their acts and/or actions on behalf of the Corporation as provided in Wyoming Statutes 17-19-850 through 17-19-858.

#### ARTICLE EIGHT

##### SALARIES AND COMPENSATION

No officer or director shall for reason of the office be entitled to receive any salary or compensation, however nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than as a director or officer.

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary in the conduct of the business of the Association.

#### ARTICLE NINE

##### DUES AND ASSESSMENTS

For the purposes of providing the necessary income to finance the operation of the Association, including the expenses necessary to repair, install and maintain improvements to the lands and improvements in Ridgewater Estates, the membership and its Board of Directors may establish dues and assessments as follows:

A. Dues and Assessments: At the annual meeting of the Board of Directors, annual dues and assessments shall be assessed against every lot in the Association. Statements will be mailed in January and dues and assessments will be delinquent 30 days after the statement date, in accordance with the provisions of the Declaration.

B. Special Assessments: Special assessments may be made at any annual meeting of the membership or at a special meeting called for that purpose. Such assessment shall be approved by the Board of Directors as permitted under Article Three (C) of the Articles of Incorporation.

C. Declaration: The Declaration of Covenants, Conditions and Restrictions, as amended from time to time, shall provide for rules for maintenance assessments, which shall be a charge on the lot so assessed and shall be the personal obligation of the person who was the owner of the lot at the time when the assessment fell due.

D. Generally: As more fully provided in the Declaration, each member is obligated to pay to the Association annual dues and assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency (the due date) at the rate of eighteen (18%) percent per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, or foreclose the lien against the property. Such foreclosure will be by appropriate action in court, or in the manner provided by law for the foreclosure of a trust deed or mortgage as set forth in the laws of the State of Wyoming, as the same may be amended. In the event the foreclosure is in the manner provided by law for foreclosure under power of sale, the Association shall be entitled to actual expenses and such fees as may be allowed by law or as may be prevailing at the time the sale is conducted. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of any common area, easements, improvements, or abandonment of his lot.

#### ARTICLE TEN

##### BOOK AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### ARTICLE ELEVEN

##### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. Contracts: The Board of Directors may authorize any officer(s) or agent(s) of the Association, in addition to officer(s) so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instances.

B. Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Association.

C. Deposits: All funds of the Association shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

D. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the Association.

ARTICLE TWELVE

FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE THIRTEEN

AMENDMENTS

These bylaws may be amended at any annual, regular or special meeting of the members, by resolution adopted by the affirmative vote of a majority of a quorum of members present in person or by proxy.

The Articles of Incorporation and the Declaration may be amended at any annual or special meeting of the members called in accordance with these bylaws by resolution adopted by the affirmative vote of 2/3 of a quorum of the members present in person or by proxy.

ARTICLE FOURTEEN

CONFLICTS

In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

This is to certify that the above and foregoing Bylaws of Ridgewater Homeowners' Association, Inc. were amended and adopted by the membership thereof at a regular meeting of the membership held on November 13, 2000.

Effective Date:

November 15, 2000

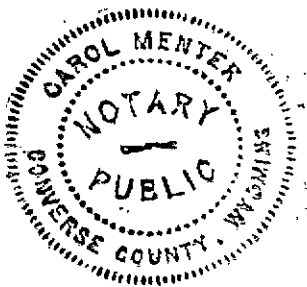
Leon Walker  
President, Ridgewater Homeowners Association, Inc.

ATTEST: Ilona Walker  
Secretary

State of Wyoming )  
County of Converse )

The foregoing was acknowledged before me this 15TH day of NOVEMBER, 2000 by ILONA WALKER and LEON WALKER, known by me to be the President and Secretary respectively, of the Ridgewater Homeowners Association, Inc.

Dated: NOVEMBER 15, 2000.



Carol Menter  
Notary Public

My Commission Expires Feb. 13, 2002