

**AMENDED AND RESTATED BYLAWS  
OF  
HARMONY MARKET OWNERS ASSOCIATION**

**ARTICLE 1  
NAME & PRINCIPAL OFFICE**

The name of this corporation is Harmony Market Owners Association, hereinafter called the "Association." The principal office of the Association is presently c/o Mountain 'n' Plains Property Management, Inc., 920 S. Taft Hill Road, Fort Collins, Colorado 80521. Different principal offices may be established from time to time by resolution of the Board of Directors.

**ARTICLE 2  
DEFINITIONS**

Defined terms used but not defined herein shall have such meaning as is ascribed to them in the Articles of Incorporation of the Association or in the Amended and Restated Declaration of Establishment of Protective Covenants, Conditions, and Restrictions and Grants of Easement recorded with the Clerk and Recorder of Larimer County, Colorado on December 7, 1992 at Reception No. 92078372 (as subsequently amended) (the "Declaration"). The term "Bylaws" means these Amended and Restated Bylaws.

**ARTICLE 3  
MEETINGS OF MEMBERS**

3.1 Annual Meeting. Meetings of the Members shall be held annually at such time and place as the Board of Directors may decide. Notice of each annual meeting shall be sent to each Member at least fifteen (15) days prior thereto.

3.2 Special Meetings. Special meetings of the Members may be called by the President at any time, either upon the order of the Board of Directors or at the discretion of the President, or upon the written request of Members holding at least 25% of the total votes allocated to the Members under Article V of the Articles of Incorporation. Notice of each such meeting, stating the purpose of the meeting, shall be sent to each Member at least fifteen (15) days prior thereto.

3.3 Voting/Delegates. Members shall be entitled to cast the number of votes as determined in accordance with Article V of the Articles of Incorporation. Any Member whose assessments have been paid in full and who is not in material violation of these Bylaws, the Articles of Incorporation, or the Declaration may be represented at any meeting by any number of duly appointed delegates. If a Member duly appoints one or more delegates, that Member's votes shall be cast by the authorized delegate (if one delegate has been appointed) or by one of the authorized delegates (if more than delegate has been appointed).

3.4 Quorum. A majority of the votes entitled to be cast by the Members, including Members represented by delegates, shall constitute a quorum at any meeting of the Association. If a quorum exists at the beginning of any meeting, a quorum is deemed present throughout that meeting despite any subsequent departure of Members; provided, however, any action taken (other than adjournment) shall be approved by at least a majority (or any higher required percentage) of the Members required to constitute a quorum.

3.5 Majority Vote. Of those Members present in person or by proxy at any meeting at which a quorum is established, the vote of such Members holding a majority of the votes shall be binding upon all Members for all purposes except where a higher percentage vote is required by the Declaration, these Bylaws, or by law.

3.6 Proxies. The vote or votes entitled to be cast by a Member may be cast under a written proxy duly executed by a Member and filed with the Association prior to the meeting. A Member may revoke a proxy given under this section only by actual notice of revocation to the person presiding over the meeting of the Association. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates 11 months after its date, unless it specifies a shorter time. The holder of a proxy need not be a Member or a delegate of a Member.

3.7 Waiver of Notice. Any Member may, at any time, waive notice of any meeting of the Members in writing, and the waiver shall be deemed equivalent to the receipt of notice.

3.8 Action by Consent. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Members entitled to vote on such action.

3.9 Action by Written Ballot. Any action that may be taken at any annual or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. 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 at which the total number of votes cast was the same as the number of votes cast by written ballot. All solicitations for votes by written ballot shall indicate the number of responses to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, specify the time by which a ballot must be received by the Association in order to be counted, (which date must be at least fifteen (15) days after the date the ballot is delivered) and be accompanied by written information sufficient to permit each Member casting such ballot to reach an informed decision on the matter. A written ballot may not be revoked. Action taken under this Section has the same effect as action taken at a meeting of Members and may be described as such in any document.

3.10 Meetings by Electronic Communications. Any or all of the Members may participate in an annual or special meeting of the Members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the

