

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
PARK PLAZA CONDOMINIUM ASSOCIATION**

*(Approving an Amendment to the Bylaws of
Park Plaza Condominium Association)*

Pursuant to the Bylaws of PARK PLAZA CONDOMINIUM ASSOCIATION, a Colorado nonprofit corporation (the "Association") and the terms and provision of the Colorado Revised Nonprofit Corporation Act, the undersigned hereby consent to the following actions to the same effect as if they occurred at a meeting of the Association's Board of Directors (the "Board") called for said purposes:

WHEREAS, the Association was formed by its Members pursuant to Articles of Incorporation, as amended, filed with the Colorado Secretary of State on April 24, 1985 (the "Articles");

WHEREAS, the Bylaws of the Association, dated as of November 5, 1984 (the "Bylaws"), are currently in effect and governing the Association;

WHEREAS, the Bylaws contain certain qualifications with respect to the appointment of new directors to the Board that are related to an organizational member;

WHEREAS, to eliminate these certain qualifications in the Bylaws to allow organizational members greater flexibility, the Board believes it is in the best interest of the Association to amend the Bylaws;

NOW THEREFORE, the undersigned, being all the directors on the Board, and pursuant to the authorization granted pursuant to Article X Section 1 and Article V Section 10 of the Bylaws, hereby consent to, authorize and confirm in writing the adoption of the following resolution:

BE IT RESOLVED, that the Board hereby ratifies, confirms, and approves the adoption of that certain Amendment to the Bylaws, attached hereto as **Exhibit A** and incorporated herein by reference (the "Amendment"); and

FURTHER RESOLVED, that the officers of the Association be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Association to take all such other actions and execute, acknowledge and deliver all such other documents or agreements as the officer or officers deem necessary or desirable in order to carry out and perform the purposes and intent of the foregoing resolutions and the Amendment.

This Action by Unanimous Written Consent may be executed in several counterparts, each of which shall be fully effective as an original and all of which together shall constitute one and the same instrument.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have signed this Unanimous Written Consent of the Board, effective as of December ____, 2015.

DIRECTORS:

By: Charles B. Kafodan
12/18/15

By: _____

By: _____

IN WITNESS WHEREOF, the undersigned have signed this Unanimous Written Consent of the Board, effective as of December ____, 2015.

DIRECTORS:

By: _____

By: Bernad Schauf
12/18/15

By: _____

Exhibit A

Amendment

[Attached]

**AMENDMENT TO BYLAWS OF
PARK PLAZA CONDOMINIUM ASSOCIATION**

The Bylaws dated November 5, 1984 (the "**Bylaws**") of PARK PLAZA CONDOMINIUM ASSOCIATION, a Colorado nonprofit corporation (the "**Association**") are hereby amended, effective as of December ~~18~~¹⁷, 2015, as follows:

1. Article V, Section 1 is hereby deleted in its entirety and replaced with the following:

1. Number, Tenure and Qualifications. The business and affairs of the Association shall be managed by a board of directors consisting of three directors, each of whom shall be an individual member, or an appointed representative of an Organizational Member (as such term is defined in the Articles of Incorporation), or one of the initial directors named in the Articles of Incorporation. A person other than an initial director shall automatically cease to be director at such time as he ceases to be an individual member or an appointed representative of an Organizational Member. Each initial director shall serve until his or her successor is elected as set forth in the Articles of Incorporation; thereafter directors shall serve for a three-year term. Each director shall hold office until the election and qualification of his successor or until his earlier death, resignation or removal. Directors shall be removable in the manner provided by the Articles of Incorporation and as otherwise provided by the statutes of Colorado.

2. Except as modified herein, the Bylaws remain in full force and effect in accordance with their terms.

[Signature on Following Page]

KNOW ALL MEN BY THESE PRESENTS: that the undersigned ^{President}~~Secretary~~ of the Park Plaza Condominium Association does hereby certify that the above Amendment to the Bylaws was duly adopted by the Board of Directors of said Association on the 18th day of December, 2015.

By: Bernie Schef
~~Secretary~~ President