

**FIRST AMENDMENT TO THE BYLAWS
OF THE
WESTERMERE CONDOMINIUM OWNERS ASSOCIATION, INC.**

This First Amendment to the Bylaws of the Westermere Condominium Owners Association, Inc., is made to be effective as of December 17, 2005, by the Westermere Condominium Owners Association, Inc., a Colorado non-profit corporation ("Association").

WHEREAS, the Bylaws of the Westermere Condominium Owners Association, Inc., were adopted on June 30, 1991.

WHEREAS, pursuant to Paragraph 11.2, a majority of the members of the Association have given their affirmative vote to approve the amendment of the Bylaws as set forth in this First Amendment by mail ballot dated November 1, 2005.

NOW THEREFORE, the Bylaws shall be amended as set forth below.

1. Board of Directors. Paragraph 6.1 of the Bylaws shall be amended in its entirety to read as follows:

6.1 Number, Tenure and Qualifications. The business and affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) and not more than five (5) directors who must be members of the corporation. The directors shall be elected or appointed annually by the members at the annual meeting. Each director shall hold office until the election or appointment and qualification of his or her successor. The number of directors may be changed by amendment to these bylaws except as limited by the articles of incorporation.

2. This amendment shall have retroactive effect so that up to five (5) directors will have been permitted under the bylaws for so long as there have been five (5) directors on the Association's board of directors.

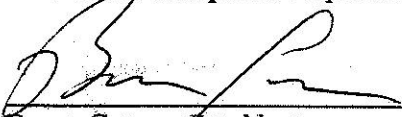
3. All capitalized terms herein shall have the same meaning as set forth in the Bylaws.

4. Except as set forth herein, the provisions of the Bylaws shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned president and secretary certify that this First Amendment to the Bylaws has been approved by a majority vote of the members of the Association and are effective as of December 17, 2005.

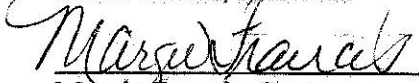
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WESTERMERE CONDOMINIUM OWNERS ASSOCIATION, INC.,
a Colorado non-profit corporation,



Bruce Crown, President

Date: 2/20, 2006



Margie Francis, Secretary

Date: 3/1/06, 2006