

**CONSENT IN LIEU OF MEETING
OF THE
EXECUTIVE BOARD
OF
BEULAH HIGHLANDS HOMEOWNERS ASSOCIATION, INC.**

A majority of the members of the Executive Board (the "Board") hereby consent to the following action, adopt the following resolutions and authorize the Secretary to file this Consent with the corporate records of the Beulah Highlands Homeowners Association, Inc. (the "Association").

WHEREAS, the Board has the authority to adopt Rules pursuant to Section 2.2 of the Bylaws of Beulah Highlands Homeowners Association, Inc. and in accordance with Colorado law;

WHEREAS, the Board believes that it is necessary to clarify Section 6.3.2 of the Declaration for Beulah Highlands (the "Declaration"), to better define permitted visitation to the Lots;

WHEREAS, the Rule adopted by this consent defines permitted visitation to the Lots;
and

WHEREAS, the Rule specifies permitted visitation to the Lots for the purpose of providing lessons;

NOW THEREFORE, the following action is adopted by written consent as evidenced by the signatures of the members of the Board below:

RESOLVED: that, the Board hereby adopts the Rule Regarding the Conduct of Business Within Lots at Beulah Highlands.

Effective this 21ST day of MAY, 2007.


Gary D. Martin


John Comerford

**RULE
REGARDING THE CONDUCT OF BUSINESS
WITHIN LOTS AT
BEULAH HIGHLANDS**

(Effective MAY 21ST, 2007)

The following Rule Regarding the Conduct of Business Within Lots at Beulah Highlands has been adopted by the Beulah Highlands Homeowners Association (the "Association") and is for the clarification of Section 6.3.2 of the Declaration for Beulah Highlands (the "Declaration") regarding the restriction on regular visitation to Lots within Beulah Highlands for business purposes. All capitalized terms used herein and not otherwise defined shall have the meaning given them in Section of 1.2 the Declaration.

1. Purpose. This Rule clarifies the use restriction provided in Section 6.3.2. of the Declaration which states that any business, profession, trade, or similar commercial activity shall be prohibited if there is associated with it, regular visitation to the Lot by clients, customers, or other business invitees.

2. Visitation for Lessons Permitted. Section 6.3.2 of the Declaration, does not prohibit visitation to any Lot for the purpose of providing or obtaining lessons by the Owner of such Lot. Such lessons may include, but shall not be limited to horseback riding, tutoring and music lessons. Visitation to any Lot for the purpose of lessons shall not otherwise violate any other covenant.

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF FIRST MEETING OF THE
EXECUTIVE BOARD
BEULAH HIGHLANDS HOMEOWNERS ASSOCIATION, INC.**

The undersigned, being all the members of the Executive Board of the Beulah Highlands Homeowners Association, Inc., do, by signing their names below, consent to the actions hereinafter set forth, taken or to be taken by the Beulah Highlands Homeowners Association, Inc., and do hereby direct the secretary to file this consent with the minutes of said corporation.

RESOLVED THAT:

1. The initial members of the Executive Board and their addresses are as follows:

Gary D. Martin	507 Main Street Westcliffe, CO 81252
John C. Comerford	300 Main Street Westcliffe, CO 81252
Vicky Holstad	300 Main Street Westcliffe, CO 81252

2. Gary D. Martin is appointed and elected to the office of President, John C. Comerford is appointed and elected the offices of Vice President and Vicky Holstad is elected and appointed to the office of Secretary-Treasurer of the corporation.

3. The agent for service of the corporation shall be Lynn S. Jordan at 1600 Broadway, Suite 2350, Denver, Colorado 80202.

4. The Bylaws for the corporation are adopted in the form attached and the Secretary is authorized to execute same.

5. Wells Fargo located at Westcliffe, Colorado is designated as a depository of this corporation, and each officer and agent of this corporation is authorized to deposit any of the funds of this corporation in that institution.

6. An Operating Account and a Reserve Account shall be opened and maintained in the name of this corporation with Wells Fargo, Westcliffe, Colorado and the Treasurer is authorized, on behalf of this corporation and in its name: to sign checks, drafts, notes, bills of exchange, acceptances or other orders for the payment of money from said accounts; to endorse checks, notes, bills, certificates of deposit or other instruments, owned or held by this corporation for deposit in said bank; to accept drafts, acceptances and other instruments payable at said bank;

and to waive demand, protest, and notice of protest, or dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed by this corporation.

7. Any one of the three members of the Executive Board are authorized signatories on the accounts of the Association up to and including an amount of \$1000.00, and, any two of the three members of the Executive Board are authorized signatories on the accounts of the Association in amounts in excess of \$1000.00.

8. The President is authorized to obtain from SCA Insurance Agency, all insurance and fidelity bonds required by the Bylaws and/or the Declaration. To the extent available, the insurance agent is directed to obtain Directors and Officers' Liability coverage for all officers and members of the Executive Board of the Association. All officers and Directors shall be held harmless and be indemnified to the extent permitted by law, including reimbursement for legal fees, in the event of loss, damage or claim engendered by their service.

9. The fiscal year of the corporation shall be January 1 through December 31.

10. The Secretary is authorized and directed to maintain the names and addresses of Owners other records required to be maintained by the Secretary by the Bylaws, the Colorado Common Interest Ownership Act or the Colorado Revised Nonprofit Corporation.

11. The budget for the year 2006 *a copy of which is attached to this Consent* has been consented to by the Owner of all Lots and shall be the budget of the Association, payable in equal monthly installments, commencing October 1, 2006, as evidenced by the sole Owner's signature below.

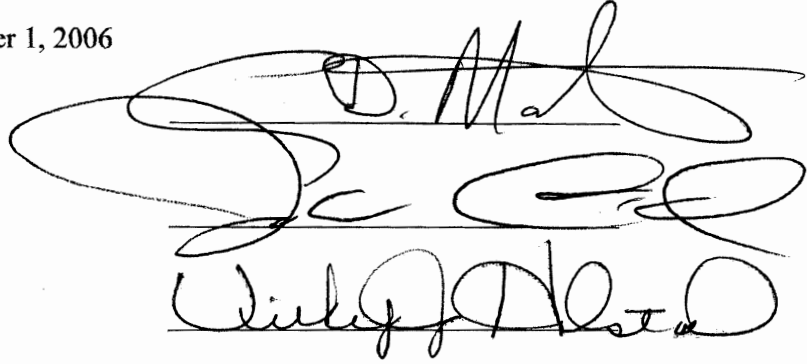
12. The Board will manage the operations of the Corporation until a professional community association manager is approved by vote of this Board. Upon such approval, the President is directed to execute the contract between the Association and the manager.

13. Pursuant to the Declaration, interest on delinquent Common Expense Assessments is hereby set at eighteen percent (18%) percent per annum. A late charge in the amount of \$25 shall be assessed as a Common Expense assessment against any Owner who fails to pay Common Expense Assessments and other charges within 10 days of the date when payable.

14. Any duly elected officer and any designated employee of the Manager of the Association is hereby authorized to execute a statement of unpaid Common Expense Assessments, pursuant to the Bylaws, provided the officer or employee has examined the books of account of the corporation with respect to the particular Unit designated, in form approved by the Board or the Association's legal counsel. A charge of \$100 shall be made for the preparation and delivery of Statements of Account.

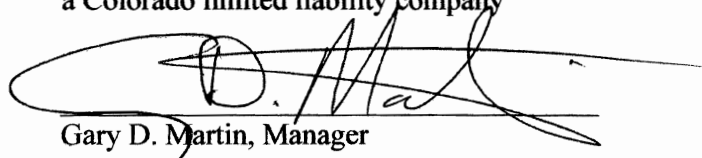
15. The Association hereby adopts the seven good governance policies attached to this consent.

Dated, effective October 1, 2006

A large, stylized handwritten signature in black ink, appearing to read "G. D. Martin". The signature is written over a horizontal line and is highly cursive and overlapping.

ON BEHALF OF THE SOLE OWNER OF LOTS WITHIN BEULAH HIGHLANDS
HOMEOWNERS ASSOCIATION, INC., I HAVE REVIEWED AND BY SIGNATURE
BELOW, CONSENT TO THE BUDGET ADOPTED IN FORM ATTACHED. MONTHLY
INSTALLMENTS SHALL BEGIN ON OCTOBER 1, 2006.

ANTELOPE BUTTE, LLC,
a Colorado limited liability company

A smaller, stylized handwritten signature in black ink, appearing to read "G. D. Martin". The signature is written over a horizontal line and is highly cursive and overlapping.

Gary D. Martin, Manager