

## UNANIMOUS CONSENT OF BOARD OF MANAGERS

The undersigned, being all of the members of the Board of Managers of Le Chamonix Association, Inc., a Colorado non-profit corporation (the "Association"), in accordance with the provisions of C.R.S. §7-128-202, hereby adopt, ratify, confirm and consent to the following resolutions of the Board of Managers as if such resolutions were adopted at a meeting of the Board of Managers duly called and held:

**WHEREAS**, the Association was organized to provide an entity pursuant to the Declaration of Condominium of Le Chamonix Apartments, a Condominium dated August 1, 1966, and recorded December 13, 1966, in Book 224 at Page 272 of the Pitkin County real property records (the "Declaration"); and,

**WHEREAS**, the Declaration established a condominium project under the Condominium Ownership Act of the State of Colorado; and,

**WHEREAS**, the members of the Board of Managers have discussed the election by the Association to have the common interest community governed by the provisions of the Colorado Common Interest Ownership Act, C.R.S. §38-33.3-101, *et. seq.* (the "CCIOA"); and,

**WHEREAS**, in conjunction with said election to be governed by the CCIOA, the members of the Board of Managers have discussed the amendment and restatement of the Declaration (as Amended), the amendment and restatement of the Articles of Incorporation of the Association, and the amendment and restatement of the Bylaws of the Association, in their entirety, such amended and restated Condominium Declaration, Articles of Incorporation and Bylaws to be substantially in the form of Exhibits A, B and C hereto (the "Amended Declaration," the "Amended Articles" and the "Amended Bylaws"); and,

**WHEREAS**, the members of the Board of Managers deem it desirable and in the best interests of the Association that it be governed by the CCIOA and that it adopt the Amended Declaration, the Amended Articles and the Amended Bylaws; and,

**WHEREAS**, a meeting of the members of the Association, to be held at 10:00AM Mountain Time on September 27, 2008, will be called and notice thereof will be sent to all members of the Association in accordance with the provisions of the current Bylaws of the Association (the "Meeting").

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Managers recommends that the Association adopt the CCIOA and adopt and agree to be bound by the terms and provisions thereof and that the Association adopt the Amended Declaration, the Amended Articles and the Amended Bylaws; and,

**RESOLVED FURTHER**, that the questions of acceptance by the Association of the CCIOA and adoption of the Amended Declaration, Amended Articles and Amended

Bylaws be submitted to a vote of the members of the Association entitled to vote thereon at the Meeting; and,

**RESOLVED FURTHER**, that a notice be sent to the members of the Association informing them that adoption of the CCIOA and the Amended Declaration, Amended Articles and Amended Bylaws are additional purposes of the Meeting, which notice shall also include such additional information with respect to said additional purposes as required by applicable law; and,

**RESOLVED FURTHER**, that the officers of the Association are severally authorized, empowered and directed, on behalf of the Association, to take such steps and perform all such acts and things, and to prepare, execute, swear to, acknowledge, file, record, and deliver any and all agreements, documents, instruments, certificates, applications, reports, notices, waivers and consents, which may by law, or to him, her or legal counsel to the Association seem necessary, convenient or appropriate to effectuate the purposes and intents of, and otherwise consummate and perform the actions contemplated in, the foregoing recitals and resolutions in accordance therewith, such necessity, convenience or appropriateness to be conclusively evidenced by the taking or performance of any of the foregoing steps, acts or things, executions and filings and/or recordings; and

**RESOLVED FURTHER**, that any lawful act heretofore taken by any duly elected officer of the Association or Board of Managers member in such capacity in connection with the matters set forth in the foregoing recitals and resolutions be, and it hereby is, in all respects, approved, ratified, adopted and confirmed as an act of the Association.

**IN WITNESS WHEREOF**, this Unanimous Consent of Board of Managers is executed by each of the members of the Board of Managers as of the 26<sup>th</sup> day of July, 2008.

**BOARD OF MANGERS MEMBERS:**

Melvin Eagle

Rob Seideman

Martin Erck

Patricia Rymer

Rick Jones