

**SECOND AMENDMENT
TO
CONDOMINIUM DECLARATION FOR
AVON TOWN SQUARE, LOT 2, CONDOMINIUMS**

This Amendment (this "Amendment") is made this 16th day of May, 2001 and constitutes an amendment to the Condominium Declaration for Avon Town Square, Lot 2, Condominiums recorded December 14, 1995 in Book 683 at Page 606 in the real property records of the County of Eagle, State of Colorado, as amended and supplemented from time to time (the "Declaration").

WITNESSETH:

WHEREAS, the Declaration created and defined certain covenants, conditions, restrictions and easements for the Avon Town Square Phase II Commercial Condominiums, which was renamed by amendment to the Declaration to Avon Town Square, Lot 2, Condominiums (the "Project");

WHEREAS, pursuant to Article XII of the Declaration, the Declaration may be amended by the consent and agreement of Owners (all capitalized terms shall have the meanings as defined in the Declaration, unless otherwise defined herein) representing sixty-seven percent (67%) or more of the aggregate Ownership interest in the Project; and

WHEREAS, a meeting of Owners was held on May 14, 2001, and thereat 92.99% of the aggregate ownership interests in the project consented and agreed to this Amendment, which (a) defines "Phase IV" and changes related defined terms containing the word "residential" in order to prevent misinterpretation of the potential uses of Phase IV, (b) increases from ten years to twenty years, the period of time that Declarant is permitted to add buildings to the Project, and (c) provides Declarant with the right to withdraw Phase IV from the Property

NOW, THEREFORE, the Declaration is hereby amended as follows:

1. Definition of Phase IV and Change of Related Defined Terms. Section 3 of Article V of the Declaration is hereby amended by defining Phase IV and changing defined terms related to Phase IV, so that Section 3 of Article V shall read as follows:

"Notwithstanding any contrary provision herein, there shall be three classes of membership in the Association, one being Owners of Units designated for commercial or general office use and located within the Phase II Building (as defined in the first supplement to the Declaration) (the "Phase II Owners"), the second being Owners of Units designated for commercial or general office use and located within the Phase III Building (as defined in the first supplement to the Declaration) (the "Phase III Owners") and the third being Owners (the "Phase IV Owners") of Units designated for residential, commercial or general office use and located within a building to be developed in the area designated as a "potential future phase" and described in Note 13 of the Supplemental Condominium Map for the Project ("Phase IV"). All



Members of the Association shall be entitled to vote on all matters affecting the Project as a whole; provided, however, certain issues relating to the operation and maintenance of the Project do and may affect only the valid interest of the Phase II Owners, the Phase III Owners or the Phase IV Owners, in which case such Owners may vote as a separate class. In particular, each class of Owners shall be separately responsible for the Building in which such class of Owners owns Units, as more fully set forth in Article II of the First Supplement to the Declaration.

In addition, it is hereby determined that in order to protect the valid interests of the three classes of Owners, each class requires representation on the Board and, upon the supplement to the Declaration being recorded adding Phase IV units to the Project, the Phase IV Owners shall be entitled to elect three (3) directors (the "Phase IV Directors"), the Phase II Owners shall be entitled to elect three (3) directors (the "Phase II Directors") and the Phase III Owners shall be entitled to elect three (3) directors (the "Phase III Directors"). No action by the Board or all Owners shall adversely affect the interests of one class without the approval of at least one director from such affected class. Further, each class of Directors may make and amend reasonable rules and regulations governing the use and rental of the Units owned by Owners within that class. The overall Board may, by a majority of the voting directors, including the approval of at least one director from each class, make and amend reasonable rules and regulations governing the use and operation of the general common elements or the Project as a whole, including, without limitation, the common landscaped areas, sidewalks, pathways, driveways and parking areas. The Board shall provide thirty (30) days written notice prior to the adoption or amendment of any rules and regulations and provide for a reasonable opportunity for Owners to comment at a meeting of the Board on a proposed adoption or amendment of any rules and regulations. Each class of directors shall constitute a separate committee of the Board empowered with all authority of the Board to act on behalf of its class of Owners and with respect to the Building applicable to such class, including, without limitation, the adoption and ratification of budgets relating to same."

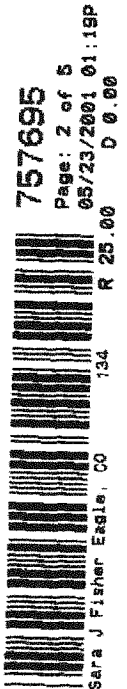
2. Period for Adding Buildings. The last paragraph of Article XIV of the Declaration is hereby amended by deleting such paragraph in its entirety and inserting in lieu thereof a new paragraph, reading as follows:

"The election by Declarant to add buildings to this Project shall be exercised, if at all, within twenty (20) years after the date of the recording of this Declaration."

In addition, the last sentence of Article XII of the Declaration is hereby amended by deleting such sentence in its entirety and inserting in lieu thereof the following:

"No amendment prior to twenty (20) years from the date of recording of this Declaration shall impair the Developer's right to add Units by construction of an additional building on the land subjected hereto."

3. Withdrawal of Phase IV. Article XIV of the Declaration shall be amended by adding the following paragraph:



"WITHDRAWL OF PHASE IV. Pursuant to the terms of Section 38-33.3-210(4)(b) of CCIOA, Phase IV may be withdrawn from the condominium project established by this Declaration upon the execution by the Declarant, and filing of record of (i) a "Supplement to Declaration of Condominium" reciting that this Declaration is supplemented by deleting therefrom the property comprising and underlying Phase IV (the "Phase IV Property") and that the Phase IV Property is no longer subject to the provisions of this Declaration, and (ii) a "Supplemental Condominium Map" for the Project, depicting the Project after deleting the Phase IV Property. No consent of the Owners or the Board to such supplements and amendment shall be required."

4. **Governing Law.** This Amendment will be governed by and interpreted in accordance with the laws of the State of Colorado.

5. **Counterparts.** This Amendment may be executed in counterpart copies which, when taken together, will evidence the entire agreement of the parties.

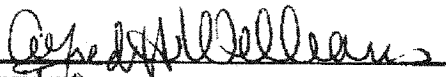
6. **Conflicts Between Documents.** This Amendment hereby supersedes and controls over any contrary provision contained in the Declaration. In case of conflict between the Declaration as amended hereby and the Articles and the Bylaws of the Avon Town Square, Lot 2, Condominium Association, Inc., the Declaration, as amended, shall control.

7. **Declaration.** Except as specifically set forth in this Amendment, the Declaration remains unchanged and in full force and effect. This Amendment to Declaration shall hereafter be interpreted for all purposes as part of the Declaration.

IN WITNESS WHEREOF, the undersigned, representing all Owners and First Mortgagees have executed this Amendment on the day and year written below.

ASSOCIATION:

AVON TOWN SQUARE, LOT 2,
CONDOMINIUM ASSOCIATION, a
Colorado nonprofit corporation

By: 
President





757695

Page: 4 of 5
05/23/2001 01:19P

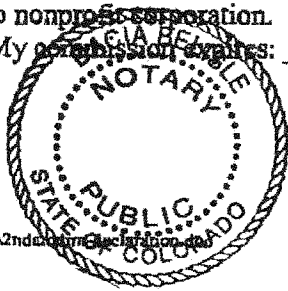
Sara J Fisher Eagle, CO 134 R 25.00 D 0.00

STATE OF)
) SS.
COUNTY OF)

The foregoing instrument was acknowledged before me this 16th day of May 2001, by Alfred H. Williams as President of Avon Town Square, Lot 2, Condominium Association, a Colorado nonprofit corporation.

My commission expires: 2/10/04

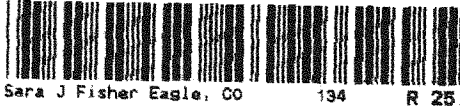
[SEAL]



[Signature]

Notary Public

Williams, A\2nd...
Williams, A\2nd...
Williams, A\2nd...



CERTIFICATE OF SECRETARY

I, GARY L ATKINSON, as Secretary of Avon Town Square, Lot 2, Condominium Association, hereby certify that a duly authorized and properly called meeting of the members of Avon Town Square, Lot 2, Commercial Condominium Association was held on May 14, 2001, and thereat Owners holding 92.99% or more of all votes possible to be cast under the Declaration approved the foregoing Amendment to Declaration.

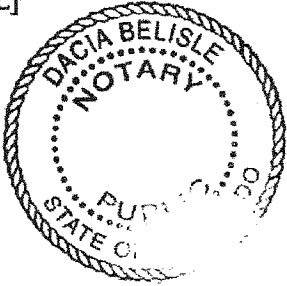
AVON TOWN SQUARE, LOT 2,
CONDOMINIUM ASSOCIATION, a
Colorado nonprofit corporation

By: Gary L Atkinson
_____, Secretary

STATE OF COLORADO)
) SS.
COUNTY OF EAGLE)

The foregoing instrument was acknowledged before me this 16th day of May, 2001, by Gary L Atkinson as Secretary of Avon Town Square, Lot 2, Commercial Condominiums Association, a Colorado nonprofit corporation.

My commission expires: 2/10/04
[SEAL]



Dacia Belisle

Notary Public

13018 Colorado Ave
273 880
1100 South Broadway
Denver, Colorado 80202