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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR A COLORADO NONPROFIT CORPORATION

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Pursuant to the provisions of the Colorado Nonprofit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Cedar Springs Improvement Assoc.
(If this is a change of name amendment, the name to be typed is the corporate name before this amendment is filed.)

SECOND: The following amendment to the Articles of Incorporation was adopted on the
20th day of June, 1998, in the manner prescribed by the Colorado Nonprofit Corporation Act, according to the procedure marked with an X below:

_____ a quorum of members was present at such meeting, and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

X such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

_____ there are no members, or no members entitled to vote thereon, such amendment received the vote of a majority of the directors in office.

Signature *Mr. Richard Miller*
Its _____ President

and

Signature *Ron Hentze*
Its _____ Secretary

COMPUTER UPDATE COMPLETE
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Revised 7/95

The following paragraphs will be added to Paragraph Third of the original Articles of Incorporation: The corporation shall have the power to enforce the covenants; collect pro-rata charges for maintenance; maintain, preserve, improve and repair the roads within the subdivision; enforce any and all building and land use restrictions which may be imposed on or against any of the property in the subdivision; maintain, manage and control all common areas and improvements located in the subdivision; and to levy and collect assessments as established by the Board of Directors.

Paragraph Fourth of the original Articles of Incorporation are hereby amended and stated as follows: The address of the initial registered office of the corporation is 759 Palisade Mountain Drive, P.O. Box 8, Drake, Colorado 80515 and the name of its initial registered agent at such address is Donald G. Wagner.

Paragraph Sixth of the original Articles of Incorporation are hereby amended and stated as follows: The number of directors constituting the Board of Directors of the corporation is five. There should be a president, vice-president, secretary, treasurer, and director at large.

If these amendments are to have a delayed effective date, please list that date: N/A
(Not to exceed ninety (90) days from the date of filing)

CEDAR SPRINGS IMPROVEMENT ASSOCIATION

BY: *M. Richard Miller*
M. Richard Miller - President

BY: *Ronald J. Hentges*
Ronald J. Hentges - Secretary