

**AMENDMENT AND CONSOLIDATION
OF
DECLARATION OF PROTECTIVE COVENANTS
FOR
CUCHARA PASS RANCH PROPERTY OWNERS' ASSOCIATION**

Las Animas County
Huerfano County

This is an amendment of the Declarations of Protective Covenants for the Cuchara Pass Ranch Property Owners' Association which is intended to amend documents recorded in both Las Animas County and in Huerfano County, Colorado, which are described as follows:

Declaration of Protective Covenants for Cuchara Pass Ranch recorded in Book 899 beginning at Page 109 of the records of Las Animas County

Amendment to that document recorded in Book 899 beginning at Page 806 of the records of Las Animas County

Declaration of Protective Covenants for Cuchara Pass Ranch recorded on October 21, 1993, at Reception No. 9298, Book 21M at Pages 442-445 of the records of Huerfano County

Amendment to that document recorded on November 15, 1993, at Reception No. 9497, Book 21M at Page 993 of the records of Huerfano County

(hereinafter collectively referred to as the "Declarations").

RECITALS

A. Jacque Goemmer and L. Otto Goemmer, as the owners of the real property described in the Declarations that were platted as forty-four (44) tracts of land (the "Subdivisions"), recorded identical protective covenants in both Las Animas County and Huerfano County (the "Counties") on October 21, 1993, to create and establish certain covenants and restrictions in order to protect and preserve the values of the Subdivisions for the mutual benefit and enjoyment of purchasers and residents of Tracts within the Subdivisions, and provided therein that every property owner in the Subdivisions would be members of the Cuchara Pass Ranch Property Owners' Association (the "Association");

B. In each case, Article XII of those recordings provided that the Declarations could be amended by a vote of a majority of the record owners of the Subdivisions;

C. Article XV of the Declarations limited assessments to \$295.00 per year, but authorized the Association to raise assessments by way of a vote of the owners. However, the financial needs of the Association have consistently exceeded that limit, such that annual assessments have been consistently increased by 12% per annum in accordance with that Article; and the members of the Association now wish to have all future assessments hereafter to be determined in accordance with the amended Article XV set forth below;

D. In so doing the members understand that said Amendment will remove all doubt that the Association is governed by some of the retroactive provisions of the legislation commonly known as the Colorado Common Interest Ownership Act (the "CCIOA"), and that the Association must comply with certain provisions of the CCIOA, as well as possible future amendments to said provisions;

E. Although there are forty-four (44) Tracts in the Subdivisions, the ownership of eight (8) Tracts have been combined and are now used as four (4) parcels; and six (6) Tracts have also been combined and those combined Tracts are now being used as two parcels;

F. In order to avoid any confusion about the number of Tracts or the fact that there are Tracts in both Counties which are part of the same Association, it is necessary to clarify the concept of membership as described in Article II, Section (a) of the Declarations; and

G. The signatures set forth below show that owners representing a majority of the record owners in each of the Subdivisions have agreed to this Amendment.

NOW, THEREFORE, the Owners shown below, do hereby submit the real property described in the Declarations and all improvements thereon to the provisions of the Declarations and this Amendment (hereinafter collectively referred to as the "Covenants"), and do hereby publish and declare that the following terms and covenants shall be deemed to run with the land in both Counties and shall bind and benefit not only the Association and other purchasers, but also their respective successors, heirs, and assigns, and the Property will be held, used, leased, sold and conveyed subject to the Covenants as set forth herein, which shall run with the land and shall be binding on all parties having any right, title, or interest in the Property or any part thereof, and that the following Amendment shall be incorporated into the Declarations by this reference as if initially set forth therein:

I. The following sentences are hereby added to Article II, Section (a) of the Declarations:

Since some Tracts are located in both Counties, there are thirty-seven (37) Tracts located in Las Animas County and ten (10) Tracts that are located in Huerfano County. In any case all said Tracts are part of the same Association, and the term "majority of the property owners" shall refer to a majority that is based upon the forty-four (44) Tracts, rather than two separate majorities of the Tracts in each of the Counties. The combination of any Tract or parcel shall not change the original allocation of the membership, which shall remain appurtenant to the original 44 Tracts, even if the Tracts have been re-subdivided by governmental action, such that any owner who has combined two or more Tracts shall still be entitled to one vote for each of those Tracts and must pay assessments in accordance with a uniform rate of assessment for all 44 Tracts. The right to vote may be suspended for non-payment of assessments in accordance with Article XV below or for violations of the governing documents for a period of 60 days in accordance with Rules adopted by the Association's board of directors (the "Board").

2. The following change is made to Article XV of the Declarations, which is hereby revised in its entirety as follows:

ARTICLE XV

FEES AND ASSESSMENTS

All parcels, Tracts or Lots within Cuchara Pass Ranch (which shall be described herein as a "Unit") shall be subject to assessments for property owners association fees in an amount to be determined by the Association. Annual assessments are due and payable on the 1st day of October each year and shall be levied and collected in accordance with the provisions of the CCIOA. Any installment not paid in full when due shall be considered past due and delinquent, and shall earn interest at the rate of 8% per annum in addition to a late charge in the amount of \$15.00, which shall be imposed for any assessment, fine or other charge not paid within 10 days of the due date without further notice to the Owner. The above-described assessments and charges shall be the personal obligation of the Owner and a lien on the Unit, which shall include reasonable attorney fees incurred by the Association to collect same. In addition to the collection remedies set forth in the CCIOA, the Board shall automatically revoke the voting rights of any Owner who is delinquent in the payment of assessment for more than 30 days, in which case that owner shall not be allowed to vote until his/her assessments are current.

3. Except as amended hereby, the Declaration shall continue in full force and effect in accordance with its original and previously amended terms and provisions.

IN WITNESS WHEREOF, the President and Secretary of the Cuchara Pass Ranch Property Owners' Association have executed this Amendment to the Declarations on this 28 day of JANUARY, 2014, and hereby certify that the Owners named below are the owners of the respective Lots where their names appear below on the dates that their signatures were made, and that this Amendment has been approved by a majority of the record owners in each of the Subdivisions.

Cuchara Pass Ranch Property Owners' Association,
A Colorado non-profit corporation

[SEAL]

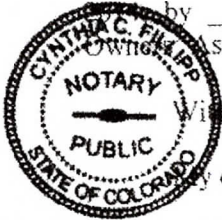
By: *Jay M. Matson*
President

ATTEST:

Carol Gordon
Secretary CAROL GORDON

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 17th day of January,
by Eug M. Matsukage as President of Cuchara Pass Ranch Property
Owners' Association, a Colorado non-profit corporation.



Witness my hand and official seal.

My commission expires: 12/21/2014

My Commission Expires Dec. 21, 2014

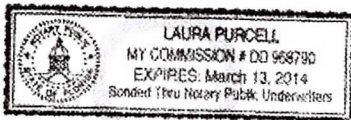
Cynthia C. Fillipp
Notary Public

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28 day of January
2014, by Carol Gordon as Secretary of Cuchara Pass Ranch Property
Owners' Association, a Colorado non-profit corporation.

Witness my hand and official seal.

My commission expires: 3/13/2014



Laura Purcell
Notary Public