

EXHIBIT A

**AMENDMENT TO
BY-LAWS
OF
BREAKAWAY WEST ASSOCIATION**

In accordance with Article X, Section 2 of the By-Laws of Breakaway West Association, a nonprofit corporation organized and existing under the laws of the State of Colorado (the "Association"), this Amendment to the By-Laws of the Association (this "Amendment") was approved by the affirmative vote of 51% or more of the Board of Directors present or represented by proxy at a regular meeting at which a quorum was present and a statement of this proposed Amendment accompanied the notice of the meeting at which the Amendment was voted on.

AMENDMENT

The By-Laws are hereby amended by adding the following new Section 2.1 to Article IV:

2.1 Other Powers and Duties. Without limiting the generality of the powers and duties set forth in Section 2 above, the Board of Directors shall be empowered and shall have the powers and duties as follows:

- a) To administer and enforce the covenants, conditions, restrictions, easements, uses, limitations, obligations, and all other provisions set forth in the Declaration.
- b) To adopt and amend from time to time administrative rules and regulations governing the use and operation of the Common Elements.
- c) To operate and manage the Common Elements and keep in good order, condition, and repair all the Common Elements and all items of personal property, if any, used in the enjoyment of the project. No approval of the owners is required for expenditures for these purposes.
- d) To designate and remove personnel necessary for the operation, maintenance, repair, and replacement of the Common Elements.
- e) To obtain and maintain in effect insurance coverage to the extent that insurance is available from reputable carriers at costs which are not demonstrably unreasonable.
- f) To fix, determine, levy, and collect the annual assessments to be paid by each of the members towards the gross expenses of the project, including but not limited to in connection with repayment of any loans, and to adjust, decrease, or increase the amount of the assessments, and to credit any excess of assessments over expenses and cash reserves to the members against the next succeeding assessment period.
- g) To levy and collect special assessments whenever, in the opinion of the Board, it is necessary to do so in order to meet increased operating or maintenance expenses or costs, or additional capital expenses, or because of emergencies.
- h) To collect delinquent assessments by suit or otherwise and to enjoin or seek damages from an owner; to enforce a late charge in the amount of fifteen percent (15%) of the outstanding amount or such other charge as the Board may fix by rule from time to time in connection with assessments remaining unpaid more than fifteen (15) days from the due date for payment thereof.
- i) To protect and defend the project from loss and damage by suit or otherwise.
- j) To borrow funds in order to pay for any expenditure or outlay required for the project or portion of the project, to pledge its assets including income from assessments or otherwise, and to authorize officer(s) to execute all such instruments evidencing such indebtedness as the Association may deem necessary.
- k) To dedicate, sell, or transfer all or any part of the Common Elements.

l) To enter into contracts within the scope of their duties and powers, including, without limitation, contracts with any metropolitan district or other homeowners' associations or entities to provide services for the benefit of members and their families, guests, tenants and invitees.

m) To establish a bank account for the treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors.

n) To keep and maintain full and accurate books and records showing all of the receipts, expenses, or disbursements of the Board of Directors and the Association and to permit examination thereof by owners and their mortgagees at convenient weekday business hours.

o) To prepare and deliver annually to each member a statement showing all receipts, expenses, or disbursements since the last such statement, including depreciation and other tax information.

p) To provide or cause to be provided education to owners at no cost on at least an annual basis as to the general operations of the Association and the rights and responsibilities of owners, the Association and the Board of Directors under Colorado law.

q) To maintain and remove snow from any and all driveways, roadways, and parking areas at the project and to maintain the lawn, trees, shrubs, and other vegetation located on the project for the benefit of the owners.

r) In general, to perform all other acts permitted under the Act, to do anything necessary, suitable or proper to carry out any of its duties, including by not limited to the power to borrow money, to carry on the administration of the Association and to do all those things necessary and responsible in order to carry out the communal aspects of condominium ownership and the proper governance and operation of the Association.

Dated to be effective as of February 14, 2006.

BREAKAWAY WEST ASSOCIATION
BOARD RESOLUTION


The undersigned, being all of the Directors of Breakaway West Association, Inc., a Colorado nonprofit corporation (the "Association"), hereby approve and adopt by unanimous consent the following resolutions:

Amendment to Bylaws

RESOLVED, that the Directors hereby authorize and approve the Amendment to Bylaws in the form and content attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned Directors for the Association hereby acknowledge the foregoing resolution to be effective February 14, 2006.

BOARD OF DIRECTORS:



Diana E. Heinle

L. Greg Johnson

Bruce Chapman

Kristen Boublik

Andrew Cuomo

BREAKAWAY WEST ASSOCIATION
BOARD RESOLUTION

The undersigned, being all of the Directors of Breakaway West Association, Inc., a Colorado nonprofit corporation (the "Association"), hereby approve and adopt by unanimous consent the following resolutions:

Amendment to Bylaws

RESOLVED, that the Directors hereby authorize and approve the Amendment to Bylaws in the form and content attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned Directors for the Association hereby acknowledge the foregoing resolution to be effective February 14, 2006.

BOARD OF DIRECTORS:

Diana E. Heinle



L. Greg Johnson

Bruce Chapman

Kristen Boublik

Andrew Cuomo

BREAKAWAY WEST ASSOCIATION
BOARD RESOLUTION

The undersigned, being all of the Directors of Breakaway West Association, Inc., a Colorado nonprofit corporation (the "Association"), hereby approve and adopt by unanimous consent the following resolutions:

Amendment to Bylaws

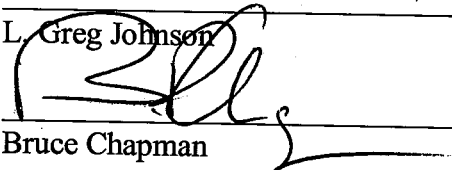
RESOLVED, that the Directors hereby authorize and approve the Amendment to Bylaws in the form and content attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned Directors for the Association hereby acknowledge the foregoing resolution to be effective February 14, 2006.

BOARD OF DIRECTORS:

Diana E. Heinle

L. Greg Johnson



Bruce Chapman

Kristen Boublik

Andrew Cuomo

BREAKAWAY WEST ASSOCIATION
BOARD RESOLUTION

The undersigned, being all of the Directors of Breakaway West Association, Inc., a Colorado nonprofit corporation (the "Association"), hereby approve and adopt by unanimous consent the following resolutions:

Amendment to Bylaws

RESOLVED, that the Directors hereby authorize and approve the Amendment to Bylaws in the form and content attached hereto as Exhibit A.


IN WITNESS WHEREOF, the undersigned Directors for the Association hereby acknowledge the foregoing resolution to be effective February 14, 2006.

BOARD OF DIRECTORS:

Diana E. Heinle

L. Greg Johnson

Bruce Chapman



Kristen Boublik

Andrew Cuomo

BREAKAWAY WEST ASSOCIATION
BOARD RESOLUTION

The undersigned, being all of the Directors of Breakaway West Association, Inc., a Colorado nonprofit corporation (the "Association"), hereby approve and adopt by unanimous consent the following resolutions:

Amendment to Bylaws

RESOLVED, that the Directors hereby authorize and approve the Amendment to Bylaws in the form and content attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned Directors for the Association hereby acknowledge the foregoing resolution to be effective February 14, 2006.

BOARD OF DIRECTORS:

Diana E. Heinle

L. Greg Johnson

Bruce Chapman

Kristen Boublik



Andrew Cuomo

CERTIFICATION

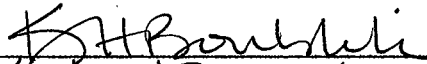
I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Breakaway West Association, a Colorado nonprofit corporation; and

That the foregoing Amendment to By-Laws of Breakaway West Association was duly adopted by the affirmative vote of 51% or more of the Board of directors present or represented by proxy at a regular meeting at which a quorum was present and a statement of this proposed Amendment accompanied the notice of the meeting at which the Amendment was voted on at meeting held on February 14, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of February, 2006.

March


Kristin H. Boublik, Secretary