

**SECOND AMENDMENT TO THE AMENDED AND RESTATED
CONDOMINIUM DECLARATION FOR THE CHRISTIE LODGE**

This Second Amendment (the "Second Amendment") to the Amended and Restated Condominium Declaration for The Christie Lodge (the "Declaration") was adopted by the Owners at the Annual Meeting of Owners of The Christie Lodge Owners Association, Inc. ("Association") held on September 19, 1998 in Avon, Colorado (the "Annual Meeting").

RECITALS

WHEREAS, The Christie Lodge is subject to the Declaration recorded on February 17, 1989 in Book 500 at Page 664, at Reception No. 396853 in the Office of the Clerk and Recorder of Eagle County, Colorado (the "Records") as amended by the First Amendment to the Amended and Restated Condominium Declaration for The Christie Lodge recorded on September 22, 1994 in Book 650 at Page 757, at Reception No. 546796 in the Records ("First Amendment");

WHEREAS, Paragraph 16.1 of the Declaration provides that it may be amended at any regular or special meeting of the Owners called and convened in accordance with the provisions of the Bylaws, by the affirmative vote of Owners casting a simple majority of the total votes eligible to be voted in the Association;

WHEREAS, a duly convened Annual Meeting of the Association was held on September 19, 1998;

WHEREAS, Paragraph 16.2 of the Declaration requires that any amendment to the Declaration to be effective must: (i) be evidenced by an instrument in writing; (ii) signed and acknowledged by two officers of the Association; (iii) set forth in full the text of the amendment; (iv) certify that the amendment was adopted by the affirmative vote of Owners casting a majority of the total votes eligible to be voted by members of the Association; and (v) be recorded in the Records;

NOW, THEREFORE, the undersigned hereby declare and publish as follows:

1. Amendment of Paragraph 4.4.d. Proxies. At the Annual Meeting, the Owners, upon a motion duly made and seconded, amended the first phrase of the third sentence of Paragraph 4.4.d. to read as follows:

This appointment shall endure for a ten year period commencing on February 16, 1999 and shall automatically renew for successive 10 year periods until the termination of the Condominium Project pursuant to Article VI; . . .

The Owners in attendance and voting in favor of the Resolution amending the Declaration are set forth in the Secretary's Certificate attached hereto as Exhibit A and incorporated herein by reference.



688205 02/26/1999 04:13P 29 Sara Fisher
1 of 7 R 36.00 D 0.00 N 0.00 Eagle CO

2. Amendment of Paragraph 12.1. Division of Units into Vacation Weeks and Maintenance Weeks At the Annual Meeting, the Owners, upon a motion duly made and seconded, amended Paragraph 12.1 by the addition of a new Paragraph 12.1.C. which reads as follows:

C. Notwithstanding any of the foregoing to the contrary, the Board shall have the right at any time to convert any or all of the Maintenance Weeks it owns to Floating Vacation Weeks by notice duly recorded. Upon the conversion of any Maintenance Week to a Floating Vacation Week, that Week shall be: (1) subject to the provisions of the Timeshare Program; (2) chargeable with its prorata share of the Common Timeshare Expenses; and (3) entitled to all the voting rights of a Floating Vacation Week.

The Owners in attendance and voting in favor of the Resolution amending the Declaration are set forth in the Secretary's Certificate attached hereto as Exhibit A and incorporated herein by reference.

3. Capitalized terms not defined in this Second Amendment are defined in the Declaration. In the event of any conflict or inconsistency between the terms and provisions of this Second Amendment and the Declaration or the first Amendment, the terms and provisions of this Second Amendment shall control. Except as expressly set forth herein, the terms and provisions of the Declaration are ratified and reaffirmed.

IN WITNESS WHEREOF, the undersigned have executed this Second Amendment as of the date set forth below.

THE CHRISTIE LODGE OWNERS
ASSOCIATION, INC., a Colorado
nonprofit corporation

By: William D. McReynolds 1/23/99

William D. McReynolds, President

By: Steve Vickers 1/23/99

Steve Vickers, Secretary

688205 02/26/1999 04:13P 29 Sara Fisher
2 of 7 R 36.00 D 0.00 N 0.00 Eagle CO

STATE OF COLORADO)

)ss.

COUNTY OF Denver)

The foregoing was acknowledged before me this 23rd day of January 1999, by William McReynolds, as President of The Christie Lodge Owners Association, Inc., a Colorado nonprofit corporation.

My commission expires: 10-29-2003

Penny Dyer
Notary Public

STATE OF COLORADO)

)ss.

COUNTY OF Denver)
~~EAGLE~~

The foregoing was acknowledged before me this 23rd day of January 1999, by Steve Vickers, as Secretary of The Christie Lodge Owners Association, Inc., a Colorado nonprofit corporation.

My commission expires: 10-29-2003

Penny Dyer
Notary Public



688205 02/26/1999 04:13P 29 Sara Fisher
3 of 7 R 36.00 D 0.00 N 0.00 Eagle CO

EXHIBIT A
SECRETARY'S CERTIFICATE

The undersigned hereby certifies as follows:

I, Steve Vickers, Secretary of The Christie Lodge Owners Association, Inc. (the "Association"), do hereby certify that the following is a summary of the votes of Members Attending the Annual Meeting of the Association held September 19, 1999 in person or by proxy for and against the Second Amendment.


| Owner (or Proxy) | Owner No. | Resolution 1 For | Against | Resolution 2 For | Against |
|---------------------------|-----------|---------------------|---------|---------------------|---------|
| John & Wanda Shutt | 7051 | 2 | | 2 | |
| Edward & Carole McCormick | 7749 | 1 | | 1 | |
| | 4410 | 1 | | 1 | |
| Charles & Louise Donica | 13428 | 1 | | 1 | |
| Don & Dorma Haines | 2885 | 1 | | 1 | |
| Harold & Helen Bergkamp | 186 | 1 | | 1 | |
| Lourine & Clayton Cook | 2556 | 1 | | 1 | |
| Milt & Vi Koets | 10684 | 4 | | 4 | |
| | 2371 | 1 | | 1 | |
| Mary V. Strader | 5528 | 1 | | 1 | |
| W. & L. Haesel | 2892 | 1 | | 1 | |
| William & Marian Hahn | 487 | 4 | | 4 | |
| Alice & Albert Yamamoto | 3653 | 1 | | 1 | |
| George & Lynn Dunham | 5351 | 1 | | 1 | |
| Chuck Rakity | 4618 | 2 | | 2 | |
| | 2711 | 1 | | 1 | |



588205 02/26/1999 04:13P 29 Sara Fisher
4 of 7 R 36.00 D 0.00 N 0.00 Eagle CO

CO_DOCS_A 29014 v1

| Owner (or Proxy) | Owner No. | Resolution 1 For | Against | Resolution 2 For | Against |
|--|-----------|------------------|---------|------------------|---------|
| David Kruchek | 12042 | 1 | | 1 | |
| Deloras and Wayne Adams | 4070 | 2 | | 2 | |
| W. Michael Clowdus | 20067 | 51 | | 51 | |
| Matt & Jane Schaefer | 17058 | 1 | | 1 | |
| Judy & Gary Naviaux | 6602 | 1 | | 1 | |
| John Mertens | 7641 | 3 | | 3 | |
| Gary L. Kujawski | 4430 | 1 | | 1 | |
| Bill McReynolds | 20071 | 102 | | 102 | |
| Robert & Fern Bull | 6011 | 1 | | 1 | |
| J. Raymond David | 10750 | 1 | | 1 | |
| The Providers, Inc. | 186 & 339 | | 102 | | 102 |
| Steve Vickers | | 2 | | 2 | |
| Fran Nostrand | | 1 | | 1 | |
| Art Olson | | 153 | | 153 | |
| W. Michael Clowdus for R.M. Bearman, Alan Talesnick and Irvin Telesnick by proxy | | 255 | | 255 | |


 688205 02/26/1999 04:13P 29 Sara Fisher
 5 of 7 R 36.00 D 0.00 N 0.00 Eagle CO

| Owner (or Proxy) | Owner No. | Resolution 1 For | Against | Resolution 2 For | Against |
|---|-----------|---------------------|---------|---------------------|---------|
| Proxy votes cast by Board for Marcus Lang, John Furst, John Perkins, Al Hauser, Ken Fox, Robert Ladd, Dennis Birdsong, D. & M. Campbell, Dan Neustedter, US Homes Points of Colorado by proxy | | 1045 | | 1045 | |
| Votes Cast by Board of Directors pursuant to Paragraph 4.4.d of the Declaration | | 13,691 | | 1,3691 | |
| TOTAL ALL BALLOTS | | 15147 | 102.00 | 15,147.00 | 102.00 |



688205 02/26/1999 04:13P 29 Sara Fisher
6 of 7 R 36.00 D 0.00 N 0.00 Eagle CO

The 15,010 votes in favor of the Second Amendment represent more than fifty percent (50%) of the total votes eligible to be voted in the Association.

This Certificate is executed this 23 day of January, 1999.

THE CHRISTIE LODGE OWNERS ASSOCIATION,
INC., a Colorado nonprofit corporation

By: Steve Vickers
Steve Vickers, Secretary

STATE OF COLORADO)
)ss.
COUNTY OF EAGLE)

The foregoing instrument was acknowledged before me this 23rd day of January, 1999, by Steve Vickers, as Secretary of The Christie Lodge Owners Association, Inc.

Witness my hand and official seal.

My commission expires: 10-29-2003

Penny Dyer
Notary Public



686205 02/26/1999 04:13P 29 Sara Fisher
7 of 7 R 36.00 D 0.00 N 0.00 Eagle CO