JACKSON COURT CONDOMINIUM ASSOCIATION, INC.

# ARTICLE I NAME AND LOCATION

The name of the corporation is JACKSON COURT CONDOMINIUM ASSOCIATION, INC., a nonprofit corporation organized under the Colorado Nonprofit Corporation Act, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 3033 East First Avenue, Suite 300, Denver, Colorado 80206, but meetings of Members and directors may be held at such places within the State of Colorado as may from time to time be designated by the Board of Directors.

### ARTICLE II PURPOSE

The purpose for which this Association is formed is to govern the Project, exercise the rights, power and authority, and fulfill the duties of the Association, as provided in that certain Condominium Declaration for Jackson Court Condominiums, and any amendments thereto, recorded in the office of the Clerk and Recorder of the City and County of Denver, Colorado ("Declaration") (terms which are defined in the Declaration shall have the same meanings herein unless otherwise defined), and those certain Articles of Incorporation of Jackson Court Condominium Association, Inc., and any amendments thereto, filed in the office of the Secretary of State of the State of Colorado ("Articles of Incorporation"). All present and future Owners, tenants, occupants, and any other person who may utilize in any manner the Project or any facilities or appurtenances thereto or thereon, shall be subject in all respects to the covenants, conditions, restrictions, reservations, easements, regulations, and all other terms and provisions set forth in the Declaration, Articles of Incorporation and these Bylaws. The mere acquisition, rental or occupancy of any Condominium Unit, or any portion thereof, shall signify that all terms and provisions of the Declaration, Articles of Incorporation and these Bylaws are accepted, ratified and shall be complied with.

## ARTICLE III MEETINGS OF MEMBERS

Section 1. Classes of Voting Membership. The Association shall have two classes of voting membership.

(a) Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one

vote for each Condominium Unit owned. When more than one person holds an interest in the same Condominium Unit all such Owners shall be members and the vote for such Condominium Unit shall be cast as the Owners thereof agree, but in no event shall more than one vote per question be cast with respect to such Condominium Unit. If the Owners of such Condominium Unit do not agree as to the manner in which their vote should be cast when called upon to vote, then they shall be treated as having abstained.

- (b) Class B. The Class B member(s) shall be the Declarant, and shall be entitled to three (3) votes for each Condominium Unit owned which is neither leased, rented, nor otherwise occupied as a residence. Leasing, renting, or allowing entry for residential occupancy shall terminate the Declarant's weighted voting advantage in relation to any Condominium Unit so leased, rented, or residentially occupied, and shall limit Declarant in relation to any such Condominium Unit to the same voting rights as a Class A member.
- (c) <u>Conversion of Class B to Class A Memberships</u>. The Class B membership shall cease and be converted to Class A memberships on the happening of any of the following events, whichever occurs earliest:
- (1) one hundred twenty (120) days after that date on which the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; provided, however, that if within said 120-day period, the Declarant shall record in the City and County of Denver, Colorado a Statement of Intention to Annex Additional Property to the Declaration pursuant to Article Seventeen thereof, such that after such recording there are again more votes outstanding in the Class B membership than in the Class A membership, then the Class B membership shall not cease and shall not be converted to Class A membership; or
- (2) on that date which is three (3) years after the date of recording of the Declaration in the office of the Clerk and Recorder of the City and County of Denver, Colorado; or
- (3) on a date certain set forth in written notice from the Declarant to the Secretary of the Association stating the Declarant's intent to terminate the Class B Membership as of such date; provided, however, that in the event there is then more than one Declarant owning property within the Project, such notice must be signed by all such Declarants.
- Section 2. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of

each year as the month in which the first annual meeting was held, the specific date and time thereof to be designated by the Board of Directors from time to time.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purposes of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. Upon request, each First Mortgagee shall be entitled to receive written notice of all meetings of the Members, and shall be permitted to designate a representative to attend all such meetings.

Section 5. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, onequarter (1/4) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. Unless otherwise specifically provided by the Declaration, Articles of Incorporation, these Bylaws or by statute, all matters coming before a meeting of Members at which a proper quorum is in attendance, in person or by proxy, shall be decided by the vote of a majority of the votes validly cast at such meeting.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Condominium Unit.

# ARTICLE IV RIGHTS OF THE ASSOCIATION

Section 1. Implied Rights. This Association may exercise any and all rights or privileges given to it under the

Declaration, the Articles of Incorporation or these Bylaws, or as may otherwise be given to it by law, and every other right or privilege reasonably to be implied therefrom or reasonably necessary to effectuate any such right or privilege.

Section 2. Restriction of Rights. Notwithstanding the provisions of Section 1 of this Article, the Association shall not be empowered to do any of the matters itemized in Article Sixteen of the Declaration, unless it shall obtain the prior written approval of the required percentage of First Mortgagees, or insurers or guarantors of First Mortgages, as provided therein.

# BOARD OF DIRECTORS - SELECTION - TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors, although the initial Board shall consist of two (2) Directors. Directors shall be Members which, in the case of Declarant, shall include its directors, officers, employees or authorized agents, and in the case of other corporate Members shall include the officers and directors of each such Member.

Section 2. Term of Office. At the first annual meeting of the Association, the Members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years, and at each annual meeting thereafter the Members shall elect the one director whose term is expiring at the time of each election, for a term of three years. At the first annual meeting of the Association, the candidate for the Board of Directors who receives the largest number of votes shall be elected for a three-year term, the candidate who receives the next largest number of votes shall be elected for a two-year term, and the candidate who receives the next largest number of votes shall be elected for a one-year term. In the event that one or more successful Director-candidates receives equal numbers of votes, then the President of the Association shall determine the terms of such successful Director-candidates.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of each class of Members, provided that, so long as there is a Class B membership, Declarant may remove any director who is serving in such capacity as a result of being a general partner of Declarant or a director, officer, employee or authorized agent of a general partner of Declarant. In the event of death, resignation or removal of a director, his successors shall be selected by the remaining member(s) of the Board, whether or not such remaining member(s) constitute a quorum, and shall serve for the unexpired

term of his predecessor; provided, however, that so long as there is a Class B membership, the Declarant may appoint the successor of any director who served in such capacity as a result of being a general partner of Declarant or a director, officer, employee or authorized agent of a general partner of Declarant.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

### ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee or from the floor at the annual meeting. The Nominating Committee, if any, shall consist of a chairman, who shall be a member of the Board of Directors, and one or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest numbers of votes shall be elected. Cumulative voting is not permitted.

### ARTICLE VII MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

- Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.
- Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

### ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. Powers. The Board of Directors shall have power to:
- (a) adopt, amend, publish and repeal rules and regulations governing the Condominium Units, Common Elements and/or any property owned by the Association, and any facilities thereon, and the personal conduct of the Members and their guests thereon, including without limitation the placing of conditions, limitations and restrictions on the use of any property owned by the Association, and to establish penalties for the infraction of any such rules and regulations;
- (b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;
- (c) enter into, make, perform or enforce contracts, licenses and agreements of every kind and description, including without limitation those certain contracts, licenses, leases, agreements, easements and/or rights-of-way, as more fully provided in Section 6.7 of the Declaration;
- (d) set reduced levels of assessments for the ontime, early or lump-sum payment of assessments, and provide for direct payment of assessments to the Association from Owners' checking, credit or other accounts;
- (e) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- (f) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent

from three (3) regular meetings of the Board of Directors during any one-year period;

- (g) employ the services of a manager or managing agent, or both, and such, independent contractors or other employees as they deem necessary, and delegate any of their duties to such persons; provided, however, when so delegated, the Board of Directors shall not be relieved of its responsibilities under the Declaration, the Articles of Incorporation or these Bylaws; and
- (h) designate and remove personnel necessary for the operation, maintenance, repair, and replacement of the Common Elements.
- Section 2. Duties. It shall be the duty of the Board of Directors to see that all of the duties and obligations of the Association as set forth in the Declaration are performed as required therein, including without limitation the duty to:
- (a) cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the Members at the annual meeting of Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;
- (b) supervise all officers, agents, and employees of this Association, and see that their duties are properly performed;
  - (c) as more fully provided in the Declaration, to:
- (1) fix the amount of the maximum annual assessment against each Condominium Unit prior to the commencement of each annual assessment period, and give written notification to each Owner of each increase in the amount of the actual assessment against his Condominium Unit;
- (2) foreclose the lien against any Condominium Unit for which any assessment or any portion thereof is not paid within ninety (90) days after the due date, or bring an action at law against the Owner personally obligated to pay the same;
  - (d) cause the Common Elements to be maintained;
- (e) issue, or cause an appropriate officer or designated agent to issue, upon written request from any Owner, or any First Mortgagee, purchaser, prospective purchaser or prospective mortgagee, of a Condominium Unit, a certificate setting forth whether or not any assessment has been paid. A

reasonable charge, but in no event less than Fifteen Dollars (\$15.00) may be made by the Board of Directors for the issuance of these certificates. Upon the issuance of such a certificate signed by a member of the Board of Directors or an officer or the managing agent of the Association, the information contained therein shall be conclusive upon the Association as to all persons who rely thereon in good faith;

- (f) procure and maintain adequate liability and hazard insurance on the Common Elements, and fidelity coverage or fidelity bonds, all as more fully provided in the Declaration:
- (g) notify in writing, the First Mortgagee of any Condominium Unit, or any insurer or guarantor of such a First Mortgage, upon written request, when the Owner thereof is in default in the payment of any assessment, or otherwise in default of any obligation under the Declaration, Articles of Incorporation or these Bylaws, and the Board of Directors has actual knowledge of such default, and said default remains uncured for a period of sixty (60) days.

### ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and a vice-president, who shall at all times be members of the Board of Directors, a secretary, a treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary. Such resignation shall take effect on the date of receipt

of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

### President

(a) The president shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds, and other written instruments; and shall co-sign or authorize a designated agent to co-sign all checks and promissory notes.

### Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of the vice-president by the Board of Directors.

### Secretary

(c) The secretary or a designated agent shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board of Directors and of the Members; shall keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as required by the Board of Directors.

### Treasurer

(d) The treasurer or a designated agent shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by

resolution of the Board of Directors; shall sign or authorize a designated agent to sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual compilation report of the Association books to be made by a Certified Public Accountant at the completion of each fiscal year or, at the option of the Board of Directors or as may be required pursuant to Section 16.3 of the Declaration, an annual review or audited financial statement may be required; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the Members.

### ARTICLE X COMMITTEES

The Association may appoint a Nominating Committee and such other committees which it deems appropriate in carrying out its purposes.

### ARTICLE XI BOOKS AND RECORDS

The Association shall keep detailed, accurate complete books and records of its receipts and expenditures (including receipts and expenditures affecting the Elements), shall keep minutes of the proceedings of the Board of Directors and Members, and shall keep at its registered or principal office in Colorado, a record of the names and addresses of the Members entitled to vote. Upon ten (10) days' notice to the Board of Directors or managing agent of the Association, any Owner shall be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner. Current copies of the Declaration, Articles of Incorporation, these Bylaws, the rules and regulaowing from such Owner. tions, and other books, records and financial statements of the Association, shall be made available to Owners, First Mortgagees and insurors or guarantors of any First Mortgage. Current copies of the Declaration, Articles of Incorporation, these Bylaws, the rules and regulations, and the latest financial statement of the Association shall be available for examination by prospective purchasers of Condominium Units. The word "available," as used herein, shall mean available for inspection, upon request, during normal weekday business hours or under other reasonable circumstances.

### ARTICLE XII ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property

against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If an assessment or any portion thereof is not paid within ten (10) days after the due date, the assessment shall bear interest from the due date at the rate of eighteen percent (18%) per annum, or at such lesser rate as may be set from time to time by the Board of Directors, and the Association may assess a monthly late charge thereon. The Association may bring an action at law or in equity against the Owner personally obligated to pay the same, or foreclose the lien against such Owner's Condominium Unit, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment, and late charges may be added thereto, as aforesaid. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Elements or abandonment of his Condominium Unit.

### ARTICLE XIII CORPORATE SEAL

The Association shall have a seal in circular form and within its circumference the words: JACKSON COURT CONDOMINIUM ASSOCIATION, INC.

### ARTICLE XIV AMENDMENTS

Subject to Sections 15.2, 15.3 and 17.1(b) of the Declaration, these Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

# ARTICLE XV INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify every director, officer, agent and employee, and any former director, officer, agent and employee, against all loss, costs and expenses, including attorney's fees, reasonably incurred in connection with any action, suit, or proceeding to which such person may be made a party by reason of being or having been such a director, officer, agent or employee of the Association, except for matters in which such person shall be finally adjudged to be liable for gross negligence or fraud. Any such indemnity shall be limited to and may only be paid out of the insurance proceeds provided by an insurer furnishing officers and directors errors and omissions insurance coverage and any other insurance protecting the Association from liability because of the negligent acts of its servants, including insurance covering motor vehicles or public liability, property damage, medical and other similar coverage, it being the intent and purpose of this provision to limit all payments or settlements in indemnification to the actual proceeds

of insurance policies. No indemnification shall be provided for acts constituting gross negligence, nor for fraud, nor for more reprehensible conduct. In the event of a settlement, the settlement shall be approved by the insurance carrier and paid for by the insurance carrier out of the insurance proceeds. The foregoing rights shall not be exclusive of other rights to which such director, officer, agent or employee may be entitled.

### ARTICLE XVI MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Conflict of Documents. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in case of any conflict between the Articles of Incorporation and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, we the undersigned, being all of the directors of JACKSON COURT CONDOMINIUM ASSOCIATION, INC., have hereunto set our hands this 16 day of 7607, 1907

DIRECTOR\$

#### AMENDMENT

#### BYLAWS

OF

#### JACKSON COURT CONDOMINIUM ASSOCIATION, INC.

Pursuant to Article XIV, these Bylaws were amended at the meeting of members held January 27, 1990 by unanimous vote of those present.

Article V, Section 1 was amended to read as follows:

<u>Number</u>. The affairs of this Association shall be managed by a Board of four (4) Directors. Directors shall be Members.

Article V, Section 2 was amended to read as follows:

Term of Office. Term of office for Directors shall be one year. At each annual meeting, the Members shall elect four Directors.

#### RESOLUTION

BE IT RESOLVED by a majority of the members of the Board of Directors of Jackson Court Condominium Association,

THAT, there is hereby constituted a committee of homeowner/members of the Association known as the Maintenance and Grounds Committee; and

THAT, the Maintenance and Grounds Committee shall have the power and responsibility to identify repairs which are needed to the exterior of the buildings, to monitor the landscaping needs of the grounds, to locate contractors willing to perform repair or maintenance work on the exterior and on the landscape, to obtain binding bids from such contractors, and to perform such other identification of tasks as the Committee believes would further the upkeep and maintenance of the exterior and landscaping; and

THAT, the Maintenance and Grounds Committee shall make proposals to the Board of Directors for contracting with such persons as it recommeds, provided that the Committee shall have no authority to bind the Association for repairs, maintenance or other obligations in excess of One Hundred Dollars (\$100.00) without prior written approval of the Board.

So resolved effective the 20th day of March, 1997.

BE IT FURTHER RESOLVED by the members of the Board of Directors of Jackson Court Condominium Association that Dr. Dewey Walker is hereby appointed the Chairman of the Maintenance and Grounds Committee.

BOARD OF DIRECTORS
JACKSON COURT CONDOMINUIM ASSOCIATION

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# AMENDMENTS TO BYLAWS OF JACKSON COURT CONDOMINIUM ASSOCIATION, INC.

The Members of Jackson Court Condominium Association, Inc., at a Special Meeting duly notice, held on September 13, 1996, at 8:00 p.m., at Unit 103, 170 South Jackson Street, Denver, Colorado, approved the following Amendments to the Bylaws of the Association by vote of a majority of a quorum of Members present in person or by proxy.

1. Article V, Section I shall be revised as follows:

Delete the first sentence and insert therefor "the affairs of this Association shall be managed by a Board of three (3) Directors, who shall also serve as Officers of the Association."

Article V, Section 2 shall be revised as follows:

Delete the entire section and insert therefor "Each director shall serve for a term of one year."

Article VI, Section 1, shall be revised as follows:

Delete the entire section and insert therefor "Nomination for election to the Board of Directors shall be made from the floor at the annual meeting."

4. Article VI, Section 2 shall be revised as follows:

Delete the first sentence and insert therefor "Election to the Board of Directors shall be by open voting at the annual meting."

Article IX, Section 1 shall be revised as follows:

Add second and third sentences stating "All officers of the Association will also serve on the Board of Directors of the Association."

Article IX, Section 2 shall be revised as follows:

Delete the entire section and insert therefor "The election of officers shall take place at the annual meeting of the Members."

Article IX, Section 3 shall be revised as follows:

Delete the words "Board of Directors" and substitute therefor the word "Members."

AMENDMENTS TO BYLAWS JACKSON COURT CONDOMINIUM ASSOCIATION SEPTEMBER 13, 1999 Page 2

8. Article VIII, Section 1, subparagraph (a) shall be revised as follows:

Add the following at the end of the subparagraph: "provided that the Board cannot spend, or commit to an agreement to spend, in excess of \$2,500.00 on any single project or expense without approval of a quorum at a meeting of the Members.

9. Article IX, Section 1 shall be revised as follows:

Add the following sentence: "One member shall hold both the office of secretary and the office of treasurer."

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Dated:

President

Jackson Court Condominium Association, Inc.