

STATE OF NORTH CAROLINA)
)
COUNTY OF IREDELL)

**AMENDMENT TO BYLAWS FOR
CURTIS POND
OWNERS ASSOCIATION, INC.**

WHEREAS, Curtis Pond Owners Association, Inc. (the "Association") was formed on or about April 19, 2000;

WHEREAS, Article XI, Section 1 of the Bylaws provides a procedure for the amendment of the Bylaws;

WHEREAS, on or about February ____, 2008, a Substitute Annual Meeting of the Membership was held, and at such meeting a quorum of the Membership was present;

WHEREAS, pursuant to § 55A-10-21. Amendment by directors and members:

"(a) If the corporation has members entitled to vote thereon, then...an amendment to a corporation's bylaws to be adopted shall be approved:

- (1) By the board or in lieu thereof in writing by the number or proportion of members entitled under G.S. 55A-7-02(a)(2) to call a special meeting to consider such amendment;
- (2) By the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less; and
- (3) In writing by any person or persons whose approval is required by a provision of the articles of incorporation authorized by G.S. 55A-10-30."

WHEREAS, the following amendments were considered at the meeting and approved by the Membership;

WHEREAS, pursuant to the vote of the Membership, the terms of Article XI, Section 1 of the Bylaws, and N.C.G.S. §55S-10-21, the Bylaws are being amended as set forth below.

NOW, THEREFORE, the Bylaws of Curtis Pond Owners Association, Inc. are hereby amended as follows:

1. Article III, Section 1 of the Bylaws is hereby amended by replacing the phrase "second Tuesday in January of each year" with "second Tuesday in February of each year."

2. Article IV, Section 1 of the Bylaws is hereby deleted and replaced with the following: "**Section 1. NUMBER AND TERM OF OFFICE.** The business and affairs of the Association shall be managed by a Board of Directors of no less than five (5) persons, who shall be Members of the Association. As of the Substitute Annual Meeting of the Members held in 2008, there were three (3) Directors in accordance with the then-current version of the Bylaws. Pursuant to this Amendment, two (2) additional Directors shall be elected at the Substitute Annual Meeting of the Members held in 2008. The two (2) Directors receiving the highest number of votes at the Substitute Annual Meeting of the Members held in 2008 shall serve for a term of two (2) years or