

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

until such Director's death, resignation, retirement, removal, disqualification or his or her successor is elected and qualified. The three (3) remaining Directors elected at the Substitute Annual Meeting of the Members held in 2008 shall serve for a term of one (1) year or until his death, resignation, retirement, removal, disqualification or his or her successor is elected and qualified. At each annual meeting after 2008, the Members shall elect the number of Directors needed to fill the space or spaces left by the Director or Directors whose term is due to expire at such annual meeting. Each Director shall hold office for a term of two (2) years or until such Director's death, resignation, retirement, removal, disqualification or his or her successor is elected and qualified." The purpose of this Amendment is to provide for staggered terms of Directors, with two (2) seats being filled on every year with an even date and three (3) seats being filled on every year with an odd date.

Except as amended hereby, the Bylaws of the Association shall remain of full force and effect.

CERTIFICATION

There are a total number of 273 votes available to be cast by Members. At the Special Meeting there were 98 Members present or present by proxy representing 98 votes of the Membership. 94 Members voted for the amendment, 4 voted against; 0 abstained.

There were a total of 3 Board members present. 3 Directors voted for the amendment, 0 voted against; 0 abstained.

There is no person other than the Members and the Board whose approval to amend the bylaws is required.

We hereby certify that this Amendment to Bylaws for Curtis Pond Owners Association, Inc. was duly adopted upon the required notice, required vote and compliance with all other applicable terms and provisions of the Bylaws of the Association. The Membership meeting and vote regarding this Amendment occurred on or about February ____, 2008.

In addition, this Amendment was approved by proper vote of the Board of Directors of the Association, on or about February 5th, 2008.

CURTIS POND OWNERS
ASSOCIATION, INC.

[Signature]
Witness

By: [Signature]
ANDREW GOOD, President

By: [Signature]
Bredley J. Clyde, Secretary