

Second Amended BYLAWS

OF

WHEATLAND HILLS HOMEOWNER'S ASSOCIATION

Revised 6/26/09

ARTICLE I. INTRODUCTION

Section 1. The provisions of these Bylaws shall apply to and govern the Wheatland Hills Homeowners Association (the "Association"), a Montana nonprofit Corporation, established for the purpose of performing the rights, obligations, and duties of the Association as set forth in these Bylaws, the Articles, and the Covenants covering the Properties.

ARTICLE II. DEFINITIONS

Section 1. The following words shall have the following meanings when used in these Bylaws.

(a) "Association", "Common Area", "Lot", "Member", "Owner", and "Properties" shall have the meanings set forth in the "Covenants" as the same are hereinafter defined.

~~(b) "Declarant" or "Grantor" shall mean and refer to "Wheatland Hills", a Montana Limited Partnership, its successors and assigns, if such successors and assigns should acquire any portion of the properties from the Declarant for the purpose of development and are designated by Wheatland Hills as the Declarant for the purpose of the declaration by a duly recorded instrument.~~

~~(e)~~ (b) "Design Review Committee" shall mean the **Board Committee** created **by the Board** pursuant to Article V of the Covenants.

~~(d)~~ (c) "Articles" shall mean the Articles of Incorporation of the Association as said Articles are amended from time to time.

~~(e)~~ (d) "Board" shall mean the Board of Directors **comprised of the four (4) officers: President, Vice President, Secretary, Treasurer, and two (2) Directors** of the Association.

~~(f)~~ (e) "Term(s)" shall mean the length of service by elected members of the Board of Directors, normally three (3) years. **Each Directors term ends on their third year with the occurrence of the Annual Meeting.**

~~(g)~~ (f) "Improvements" shall mean buildings, garages, carports, roads, driveways, walkways, parking areas, fences, walls, covered patios, porches, elevated porches, sun decks, balconies, ~~hedges, plantings, planted trees, and shrubs,~~ **solar panels, wind generators,** and all other structures. ~~or landscaping improvements of every kind, nature and description.~~

~~(h)~~ (g) "Covenants" shall mean and refer to the Protective Covenants applicable to the properties and recorded ~~by Declarant~~ on the ___?___ day of ___?___, ___?___, in the office of the Clerk and Recorder **er** of Gallatin County, Montana, in Book ___?___ at page ___?___, together with any and all amendments thereto.

ARTICLE III. PRINCIPAL OFFICE

Section 1. The principal office ~~office~~ **mailing address** of the Association shall be **P.O. Box 10061** ~~located at 703 West Mendenhall~~, Bozeman, Montana, 59719-0061, in the County of Gallatin, State of Montana, but meetings of the members and the Board may be held at such place in the County of Gallatin, State of Montana, as the Board of Directors may from time to time designate.

ARTICLE IV. MEMBERSHIP, VOTING RIGHTS

Section 1. Membership.

(a) Qualifications. Every person or entity who owns a lot in Wheatland Hills subdivision, shall be a member of the Association. Ownership of such lot shall be the sole qualification for membership in the Association.

(b) Members' Rights and Duties. Each member shall have the rights, duties, and obligations set forth in the Covenants, the Articles, these Bylaws, and any rules adopted by the Board in accordance with the Covenants and these Bylaws, as the same may from time to time be amended.

(c) Transfer of Membership. The Association membership of each owner ~~(including Declarant)~~ shall be appurtenant to the lot giving rise to such membership and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to said lot, and then only to the transferee of title to said lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a lot shall ~~operate~~ automatically ~~to~~ transfer the membership in the Association appurtenant thereto to the new owner thereof. Each lot owner shall, immediately upon obtaining an interest in a lot, deliver to the Association his **/her** address for notice purposes and shall immediately advise the Association of any change of address.

Section 2. Voting.

~~(a) Classes of Membership: The Association shall have two classes of voting membership:~~

~~(1) Class A. Class A members shall be all owners with the exception of the Class B members named below. Class A Members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for each lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.~~

~~(2) Class B. Class B members shall be the Grantor, which shall be entitled to four votes for each lot owned. Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals 50% of the total votes outstanding in both Class A and Class B membership. All members shall be owners. All members shall be Owners are entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be are members. The vote for such lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any lot.~~

ARTICLE V. MEMBERSHIP ASSESSMENTS AND LIEN RIGHTS

Section 1. Membership Assessments. Regular annual, special and capital improvement assessments as provided for in the Covenants, together with all other assessments of the members of the Association provided for in the Covenants shall be paid by the members of the Association at the times, in the manner, and subject to the conditions and limitations set forth in the Covenants. ~~and~~ The Board shall fix, levy, collect and enforce such assessments at the time, in the manner, and subject to the limitations set forth in the Covenants.

Section 2. Enforcement, Lien Rights. For the purpose of enforcing and collecting assessments, this Association shall have the lien rights set forth in the Covenants. ~~which~~ Lien rights shall be enforceable by the Board in the manner set forth in the Covenants. ~~and~~ The Board and the Association ~~shall also have and be~~ are entitled to exercise all other rights and remedies set forth in the Covenants or otherwise provided for at law or in equity.

ARTICLE VI. MEMBERSHIP RIGHTS AND PRIVILEGES

Section 1. Rights and Privileges of Members. No member shall have the right, without the prior approval of the Board, to exercise any of the powers or to perform any of the acts authorized by these Bylaws or the Covenants delegated to the Board or the Association. ~~but~~ Each member shall have all of the rights and privileges, including, but not limited to, property rights, ~~and~~ rights to access, ~~to and over, and~~ use and ~~the~~ enjoyment of the common area granted to the members or owners by these Bylaws or the Covenants subject to such limitations as may be imposed in accordance therewith.

Section 2. Suspension of Voting Rights.

(a) The Board shall have the right to suspend the voting right and/or the right to use the recreational facilities located within the common area of any member or members of the Association for the period during which any assessment against the lot owned by such member or members and giving rise to such membership remains unpaid and delinquent. ~~and~~ The Board shall further have the right to suspend such voting rights and/or the right to use such recreational facilities for a period not to exceed sixty (60) days for each infraction of the Association rules committed by such member or any other owner giving rise to the voting rights and/or the recreational use rights being suspended.

(b) Any suspension of such voting rights and/or the right to use the recreational facilities within the common area, except for failure to pay assessments, shall be made by the Board only after a meeting of the Board at which a quorum of the Board is present, duly called and held for such purpose in the same manner as provided in these Bylaws for the noticing, calling, and holding of a special meeting of the Board.

(c) Written notice of such meeting shall be given to the member whose rights are being sought to be suspended at least ~~three (3)~~ five (5) days prior to the holding of such meeting. Such notice shall be given either by personal delivery, or deposited in the United States mail, certified or registered, postage, and fees prepaid, return receipt requested, addressed to such member at the address given to the Association by ~~him~~ the owner for the purpose of giving notice. Such notice, if mailed, shall be deemed given and received ~~twenty-four (24) hours~~ three (3) days after being ~~so~~ deposited in the United States mail in the manner aforesaid. ~~and~~

(d) Said member whose rights are being sought to be suspended shall be entitled to appear at such meeting and present his ~~a~~ case as to why such rights should not be suspended in accordance with the provisions of this Section. The decision to suspend a member's rights shall be made by a majority of the members of the Board present at such meeting and shall be binding upon all members of the Association. No action taken at such meeting shall be effective unless a quorum of the Board is present at such meeting.

ARTICLE VII. DIRECTORS

Section 1. Number and Qualifications. The affairs of the Association shall be managed by a Board of ~~Five (5)~~ **Six (6)** Directors, each of whom ~~may~~ **shall** be ~~a~~ members of the Association. ~~or partners of Declarant.~~

~~Section 2. Nomination—Prior to the organizational meeting of the Association, the Directors named in the Articles or their duly appointed successors shall serve as Directors of the Association. Prior to the first annual meeting, and~~ **P**rior to each annual meeting of the Association ~~members,~~ the Board or any member, ~~thereafter, a nominating committee shall~~ **may** make ~~as many~~ nominations for election to the Board of Directors. ~~as it shall in its discretion determine.~~ Nominations may also be made from the floor at the annual meeting. ~~The nominating committee shall consist of the Chairman, who shall be a member of the Board of Directors, and two 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.~~

Section 3. Term. Directors shall serve terms of three (3) years. Board members may serve more than one term, if re-elected by Association members.

Section **4.** Election. Election to the Board of Directors shall be conducted at the annual Association meeting. ~~by secret written ballot.~~ At such election the members or their proxies may cast as many votes as they are entitled to exercise under the provisions of the corporate articles. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. ***There shall be one vote allotted to each lot.***

Section 5. Removal and Vacancies. Any Director may be removed from the Board, with or without cause, by a majority vote of the members. In the event of death, resignation or removal of a Director, ~~his~~ ***the board has the option to leave the Director slot vacant until the next Annual Meeting election, or his/her*** successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/***her*** predecessor.

Section 6. Regular Meetings. Immediately following ~~the first annual meeting and each subsequent~~ annual meeting of members, the Board of Directors shall hold a regular meeting ~~at the same place~~ for the purpose of organization, election of officers, and the transactions of other business. Notice of such meeting is hereby dispensed with. Other 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~~ **by** 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 7. 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 8. 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~~ **an** act of the Board.

Section 9. Action Without 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 the Directors, and filing the same with the minutes of the proceedings of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 10. Compensation. No Director shall receive compensation for any service ~~he/her may~~ **rendered** to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of duties.

Section 11. Powers and Duties. Subject to the limitations of the Articles, these Bylaws, the Covenants, and the Montana Corporation Code as to action required to be taken, authorized or approved by the members of the Association, or a portion or percentage thereof, all Association powers and duties including those set forth in the Declaration shall be exercised or controlled by the Board of Directors. Without limiting the generality of the foregoing, the Board shall:

- (a) Cause the common area and the improvements, facilities, structures, and landscaping placed thereon to be **controlled**, operated, protected, and maintained.
- (b) Have the power to adopt and amend Association Rules governing the use of the common area, and the personal conduct of members and their guests thereon, **in** the manner provided for by the Covenants.
- (c) Establish, levy, ~~asses~~, and collect ~~the~~ assessments or charges referred to in the Covenants, **in the manner set forth therein,** **Send** out required notices thereof, prepare and issue certificates setting forth whether assessments have been paid as required by the Covenants, and enforce timely payment of such assessments in the manner set forth in the Covenants. The maintenance or improvement of the common area and roads, special improvement district assessments, if any, for construction and maintenance of streets, curbs and gutters, water lines and sewer lines, charges for water and sewer service, if any, and the costs and expenses of the performance by the Board of Directors of all of its duties and powers shall be paid for out of the assessments so made and collected.
- (d) Have the power, **in** the event that any member of the Board of Directors of this Association shall be absent from four (4) consecutive regular meetings of the Board of Directors, by action taken at the meeting during which said fourth absence occurs, **to** declare the office of said absent director to be vacant.
- (e) Employ a professional manager, **and** may also employ an independent contractor and such other employees as it deems necessary and prescribe their duties, and enter into contracts and agreements for the purpose of providing for the performance of its powers and duties. The Board may further delegate any of its powers to such persons or entities as the Directors may determine.
- (f) Cause to be kept a complete record of all of its acts and corporate affairs, **and** present a statement thereof to the members at the annual meeting of the members or at any duly called special meeting of the members.
- (g) Supervise all officers, agents, **and** employees of this Association, and ~~to~~ see that their duties are properly performed.

(h) Appoint and remove at its pleasure, all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, subject to the limitations on compensation to Directors and officers, and obtain such fidelity bonds as it may deem necessary or appropriate. The premium on such bonds shall be paid for by the Association.

ARTICLE VIII. COMMITTEES

Section 1. Appointment. ~~The Board shall appoint a Nominating Committee as provided in these Bylaws.~~ The Board shall also appoint and remove the three (3) members of the Design Review Committee to be designated by the Association subject to the requirements and limitations set forth in the Covenants. In addition, the Board shall appoint other committees as ~~deemed~~ **it deems** appropriate in carrying out its purpose.

Section 2. Powers and Duties. Such committees shall have the powers and duties given them in the Covenants, these Bylaws, and the Resolutions by which they are created.

Section 3. Compensation. Under no circumstances shall any compensation be paid to any member of any committee for services rendered as a member thereof; provided, however, that any committee member may be reimbursed for ~~his~~ actual authorized expenses incurred in the performance of ~~his~~ duties.

ARTICLE IX. MEETING OF MEMBERS

Section 1. Annual Meetings. The first Annual Meeting of the members shall be **was** held on the 1st day of June, 1975, ~~at the place and hour designated by the Board of Directors of the Association and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter; provided, however, that if the day for a given annual meeting is a legal holiday, such meeting will be held on the first day following which is not a legal holiday.~~ At the initial **all future** Annual Meetings ~~and at all subsequent annual meetings,~~ a Board of Directors ~~there~~ shall be elected by ~~secret written ballot~~ of the members, in accordance with the requirements of these Bylaws. The members may also ~~transfer~~ **transact** such other business of the Association as may properly come before them at such organizational or Annual Meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of **one-fourth (1/4)** of the members who are entitled to vote. ~~one-fourth (1/4) of all the votes of any class of membership.~~

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the President or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) nor more than forty (40) days before such meeting to each member entitled to vote thereat, addressed to each member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice, except that written notice of any meeting called for the purpose of approving assessments pursuant to Article IV, Section 4 ~~and Section 4~~ of the Covenants shall be given not less than fifteen (15) days nor more than forty (40) days before such meetings. 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.

Section 4. Quorum. The presence at the meeting of members or of proxies entitled to cast one-half (1/2) of all the votes ~~of each class of membership~~ shall constitute a quorum for any action; provided, however, that if a quorum is not present at the first meeting called for the purpose of approving assessments pursuant to Article IV, Section 3, and Article IV, Section 4 of the Covenants, another such meeting may be called subject to the same notice requirement as set forth in Section 3 hereof, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting.

No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. If not otherwise provided herein, and if such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting to a date within thirty (30) days of the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members so that less than a quorum is present, and the members then remaining and entitled to cast votes at such meeting shall constitute a quorum in connection with the conducting of such business prior to adjournment.

In computing the total voting power of the Association for the purposes of these Bylaws, the Articles and Covenants, voting rights which have been suspended in accordance with the Covenants and those Bylaws shall not be counted.

Section 5. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though ~~had~~ **conducted** at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote and not present in person or by proxy, signs a written waiver of notice, or a consent of the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 6. Action With Out Meeting. Any action which, under the provisions of the Montana Non-Profit Corporation Act, may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Association.

Section 7. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or ~~his~~ **a** duly authorized agent and filed with the Secretary of the Association prior to the commencement of the meeting, at which the proxy is to be exercised. Every proxy shall be revocable by the person granting it **by** announcing its revocation to the Secretary of the meeting at which it would otherwise be exercised prior to the exercise thereof, and shall automatically cease upon sale or conveyance of the person granting the proxy of his/**her** interest in ~~his~~ **said** lot.

Section 8. Address. Each member of the Association is responsible for delivering to the Association his/**her** address for notice purposes and for keeping the Association advised as to his/**her** current address.

ARTICLE X. OFFICERS

Section 1. Enumeration of Officers. The officers of the Association shall be: a President, Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may deem necessary. Any person may hold more than one office provided that no one person ~~may be~~ holds both the President and Secretary of this Association. *All officers shall be members of the Board of Directors.* ~~The President and Vice-President shall be members of the Board of Directors.~~ All officers ~~should~~ shall be either members of the Association, ~~or officers, directors or employees of Declarant.~~

Section 2. Election and Term. The officers shall be chosen by a majority vote of the Directors and shall hold *that* office *for three (3) years.* ~~at the pleasure of the Board of Directors.~~

Section 3. President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have supervision, direction and control of the business and officers of the Association. ~~He~~ *The President* shall preside at all meetings of the members and at all meetings of the Board of Directors. ~~He~~ *The President* shall have the general powers and duties of management usually vested in the office of the President of a Montana non-profit corporation, and shall have such powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 4. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed ~~for him~~ by the Board of Directors or by these Bylaws.

Section 5. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes ~~at the principal office or such other place as the Board of Directors may order,~~ of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those persons present at the Director's meeting, the number of members present or represented at member's meetings, and the proceedings thereof. *These Books of Minutes shall be kept at such place as the Board of Directors may order.*

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by these Bylaws or Bylaw to be given, ~~except that notice of the first annual meeting may be given by the Board of Directors.~~ The Secretary shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the *funds* of the Association as may be ordered by the Board of Directors and shall render to the President and Directors, whenever they request it, an account of all ~~of his~~ transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE XI. MISCELLANEOUS

Section 1. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. Contracts, Etc. - How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer or agent or employee shall have any power or authority to bind the Association by a contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. Inspection of Bylaws. The Association shall keep in its principal office the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times, during office hours.

Section 4. Fiscal Year. The fiscal year of the Association shall terminate on December 31. ~~The fiscal year of the association shall terminate on June 30. Dues shall be delinquent on the day following the end of the fiscal year of the year due and shall be subject to interest charges set by the Board of Directors. Current interest charges are set a TEN (10) percent. Interest charge changes may be initiated by the membership at the annual meeting and shall be adopted by a majority vote of those attending.~~ *Dues collection guidelines are as follows: November 1- Assessment letter. January 1- Dues payable. February 1- Delinquent accounts will receive a certified letter. March 1- Delinquent accounts are turned over for collection.*

Section 5. Books and Records. The books, records, and papers of the Association shall be kept ~~at the principal place of business of the Association,~~ *by the Secretary of the Association* and shall at all times, during reasonable business hours, be subject to inspection by any member.

Section 6. Reports to Members. The Board of Directors shall cause an annual operating statement reflecting income and expenditures of the Association for each fiscal year to be prepared, and shall cause the delivery of a copy thereof to all members of the Association *at the Annual Meeting or no later than July 31st.* ~~within ninety (90) days after the close of each fiscal year, unless no income shall have been received, or no expenditures shall have been made.~~

ARTICLE XII. EVIDENCE OF MEMBERSHIP, SEAL

Section 1. Evidence of Membership. The Board shall have the power, but not the obligation, to cause the issuance of evidence of membership in the Association to the members thereof in such form as the Board may determine.

Section 2. Seal. The Association shall have a seal in circular form having within its circumference the name of the Association, its date of incorporation, and such other matter as may be required by the laws of Montana.

ARTICLE XIII. AMENDMENTS

Section 1. Amendments. These Bylaws may be amended at any duly called ~~notice~~ and held regular or special meeting of the members at which a quorum is present by a vote of the majority of the total voting power. *To achieve this quorum, of each class of the members of the Association may be present in person or by proxy at such meeting, or mail in their vote prior to the start of the meeting* and entitled to vote thereat.

Section 2. Conflicts. In the event of any inconsistency between these Bylaws and the Articles, the Articles shall control. ~~and~~ *In* the event of any inconsistency between these Bylaws or the Articles and the Covenants, the Covenants shall control.

Executed this ___ day of _____, 2009

Director

Director

Director

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of WHEATLAND HILLS HOMEOWNERS' ASSOCIATION, a Montana Nonprofit Corporation, and that the above and foregoing Amended Bylaws were adopted as the Bylaws of said Association on the ___ day of _____, 2009, by the persons appointed in the Articles of Incorporation to act as the ~~first~~ *first* Directors of said Association.

In WITNESS WHEREOF, I have hereunto set my hand this

___ day of _____, 2009

(SEAL)

Secretary