

**AMENDMENT TO THE BY-LAWS
OF
SUTTERS POND HOA, INC.**

The By-Laws of SUTTERS POND HOA, INC., a Georgia non-profit corporation (the "Association"), are hereby amended as follows:

Article III, Section 3. The By-Laws are amended by deleting Section 3. of Article III, in its entirety and by inserting the following in lieu thereof:

“Section 3. Notice of Annual or Special Meetings: Notice of the annual or a special meeting of the members, given by or at the direction of the Directors, the officers, or persons calling the meeting, shall be given at least fifteen (15) days previously thereto by written or printed notice delivered personally or sent by mail or email to each member at the member’s address or email account as last appearing on the records of the Association, or supplied by the member to the Association for the purpose of notice. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If delivered by email, such notice shall be deemed to be given when the email is sent by the originator. The time stamp on the sent email shall act as a proof of service. 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.”

Article III. The By-Laws are amended by adding a new Section 6. to Article III, to read as follows:

“Section 6. Waivers of Notice. Whenever notice is required to be given to any member under any provision of law, the Articles of Incorporation, the Declaration, or these By-Laws, a waiver in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person, by conference telephone, or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such member.”

Article IV, Section 3. The By-Laws are amended by deleting Section 3. of Article IV, in its entirety and by inserting the following in lieu thereof:

“Section 3. Number of Directors: Except during the period in which the Declarant has the right to appoint the directors of the Association under Section 2 of this Article, the Board of Directors shall consist of five (5) or seven (7) members.”

Article IV, Section 5. The By-Laws are amended by deleting Section 5. of Article IV, in its entirety and by inserting the following in lieu thereof:

"Section 5. Election and Term of Office: Owner-elected directors shall be elected and hold office as follows:

(a) At annual meetings of the member, directors shall be elected by secret ballot. All eligible members of the Association shall vote on all directors to be elected, and the candidate(s) receiving the most votes shall be elected. Cumulative voting is not permitted.

(b) Term.

- *Five Directors.* If there are five (5) directors to be elected, then the term of one (1) director shall be fixed at one (1) year, the term of two (2) directors shall be fixed at two (2) years, and the term, and the term of two (2) directors shall be fixed at there (3) years, and the term.
- *Seven Directors.* If there are seven (7) directors to be elected, then the term of two (2) directors shall be fixed at one (1) year, the term of three (3) directors shall be fixed at two (2) years, and the term of two (2) directors shall be fixed at there (3) years.

At the expiration of the term of office of each respective Owner-elected member of the Board of Directors, a successor shall be elected to serve for a term of two (2) years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association."

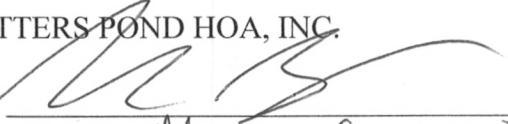
Article V, Section 1. The By-Laws are amended by deleting Section 1. of Article V, in its entirety and by inserting the following in lieu thereof:

"Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held Owner-elected directors shall be held at least once annually, or as frequently as needed as determined by the Board of Directors.

CERTIFICATE

The undersigned Secretary of Corporation hereby certifies that the foregoing is a true and correct copy of the amendment to the By-Laws of Corporation as were duly adopted by the members as of March 2, 2017.

SUTTERS POND HOA, INC.

By: 

Print Name: Mario Campisano

Its: Secretary