

## Shamrock Pines Homeowner's Association

### FIRST AMENDMENT OF THE SHAMROCK PINES HOMEOWNERS ASSOCIATION, INC. BY-LAWS

By action of the Board of Directors at a special meeting held on the 8th day of August, 2005, the By-laws of Shamrock Pines Homeowners Association, Inc. adopted the 14th day of June, 2000, are amended as follows:

Article VII, Board of Directors, Paragraph 7.1.2 is deleted in its entirety and replaced as follows:

7.1.2 Board of Directors. The number of directors constituting the Board of Directors after expiration of the term of the Initial Board of Directors shall be five (5). The directors shall be elected at the annual membership meetings and serve for a three year term. For purposes of clarification in reducing the number of the Board of Directors from seven members to five members, election of the Board of Directors shall occur as follows: positions 1 and 2: election in year 2006; positions 3 and 4: election in year 2007; position 5: election in year 2005. An election shall be held at each annual meeting to elect the replacement directors for those whose terms have expired. The directors shall be elected by a plurality vote of the members of the Corporation voting in person or by proxy at annual meetings. All directors elected shall serve until their successors have been duly elected and qualified. All directors, after the Initial Board of Directors, shall be individuals or representatives of corporations or associations who are proprietary members of this HOA.

Paragraph 7.5.1 is deleted in its entirety and replaced as follows:

7.5.1 Quorum. At any meeting of the Board of Directors, a quorum shall consist of not less than three (3) directors. If a meeting is convened with less than a quorum of directors present, a majority of the directors present may adjourn the meeting, from time to time, without further notice of the date to which the meeting is adjourned. Provided, however, if less than a quorum remain on the Board due to vacancies, the remaining Board members shall constitute a quorum for purposes of appointing replacement Board members.

In all other respects, the By-laws in effect are hereby ratified and confirmed and remain otherwise unchanged.