

**AMENDMENT TO BYLAWS
OF
Pryor Meadows Homeowners Association, Inc.**

THIS AMENDMENT is made this 8th day of March, 2009 to the original Bylaws of Pryor Meadows Homeowners Association ("Association") originally executed on July 15, 2004. Pursuant to Article XII of the original Bylaws, requiring a vote of a majority present at any annual or special meeting of the Members to amend the Bylaws, the following amendments shall be made:

Article IV, Section 1 of the Bylaws shall be replaced in its entirety and is hereby amended as follows:

**ARTICLE IV
Annual Meeting**

Section 1. Annual Meeting. An annual meeting of the Members shall be held at a location, date and time designated by the Board of Directors in January of each year for the purpose of electing Directors and for the transaction of such business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for the annual meeting, or at any adjournment hereof, the Board of Directors shall cause the meeting to be held at a special meeting of the Members as soon thereafter as conveniently may be, but not more than sixty (60) days after the date of the annual meeting.

Article V, Section 10 of the Bylaws shall be replaced in its entirety and is hereby amended as follows:

**ARTICLE V
Directors**

Section 10. Compensation. No director shall receive any salary or other compensation for his/her services as a Director, except that the Association shall waive payment of the Annual Assessment (but not any Special Assessment) payable for one Lot owned by a Director after each consecutive twelve (12) months of service on the Board of Directors. By resolution of the Board of Directors, Directors may authorize that certain approved expenses incurred by any Director be reimbursed by the Association. No Director shall be prevented from serving the Association and receiving compensation in another capacity because of the fact that he/she is a Director.

CERTIFICATE

I, the undersigned, hereby certify that I act as Secretary of the above Association and hereby further certify that the foregoing constitutes a true and accurate Amendment to the Bylaws of said Association.

Dated Effective: March 8, 2009

Secretary