

To Tom Dey
~~from Guna~~

**AMENDMENT TO THE
BYLAWS OF SETTLER'S VILLAGE SUBASSOCIATION**

THIS AMENDMENT is made this 11th day of December, 2000.

RECITALS

- A. On June 14, 1996 the Bylaws of Settler's Village Subassociation were duly adopted by the Board of Directors.
- B. The Bylaws of Settler's Village Subassociation may be amended by the vote of a majority of the Members present at a meeting at which a quorum is present; and
- C. The undersigned, being the President and Secretary of the Settler's Village Subassociation ("Association"), hereby certify that a meeting of the Members was held on December 11, 2000, a quorum was present at the meeting and a majority of the Members present, in person or by proxy, at such meeting have approved this Amendment as required under Article X, Section 1 of the Bylaws. Further, a copy of this Amendment shall be placed in the Association's corporate records and shall be available for review and inspection upon request.

NOW THEREFORE,

The Bylaws are hereby amended as follows:

Article IV, Section 7 of the Bylaws is hereby repealed in its entirety and the following Article IV, Section 7 is substituted:

Section 7. Quorum at Members' Meetings. Except as may be otherwise provided in the Subassociation Declaration, the Articles of Incorporation or these Bylaws, and except as hereinafter provided with respect to the calling of a Members' meeting, a quorum is deemed present throughout any meeting of Settler's Village Subassociation by those persons in attendance in person or by proxy, at the beginning of the meeting. A quorum of Members who are present in person or by proxy at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Members so as to leave less than a quorum.

Except as amended by the terms of this Amendment the Bylaws shall remain in full force and effect.