

**FIRST AMENDMENT TO THE BYLAWS OF
HUNTINGTON WEST HOMEOWNERS' ASSOCIATION, INC.**

This First Amendment to the Bylaws of Huntington West Homeowners' Association, Inc. (the "Association") is made this 31st day of December, 2008, by the Board of Directors for Huntington West Homeowners' Association, Inc.

WITNESSETH:

WHEREAS, Huntington West is a residential subdivision created pursuant to that certain Declaration of Covenants and Easements [for Huntington West] recorded at Deed Book 6613, Page 176, Gwinnett County, Georgia records ("Declaration");

WHEREAS, Bylaws of Huntington West Homeowners' Association, Inc. (the "Bylaws") were previously adopted by the Association pursuant to authority granted to it in the Declaration and by the Georgia Non-Profit Corporations Code;

WHEREAS, the Association is the "Association" as said term is used and defined in the Declaration; and

WHEREAS, pursuant to Article Seven of the Bylaws, the Board of Directors shall have the power to alter, amend or repeal the bylaws;

WHEREAS, the Board of Directors of the Association has determined it to be in the best interest of the Association to amend the Bylaws of the Association as set forth hereinbelow; and

WHEREAS, the following Amendment has been approved by the Board of Directors;

NOW, THEREFORE, the Bylaws of the Association are hereby amended as follows:

1. Article Three of the Bylaws is hereby deleted in its entirety, and substituting therefor a new Article Three, which shall read as follows:

“ARTICLE THREE

The members of the Association shall meet annually, at a time, place and date set by the Board of Directors, in its sole discretion, for the purpose of electing officers. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and/or assistant officers as may be called for by the Board of Directors. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the directors and the general membership.

The Treasurer shall have the authority and responsibility for the safekeeping of the funds

and securities of the Corporation

A director's term shall expire at each annual meeting. Directors shall hold office for the term for which he or she was elected and until his or her successors are elected and qualified or until his or her earlier resignation, death or removal. At any time, and for any cause, upon a majority of the members of the Association eligible to vote, signing a petition to that effect, any officer or director may be removed from office, and the obtaining of such a petition shall have the immediate effect of such removal. In the event of such occurrence, the members shall agree upon a date upon which to hold new elections to fill any vacancies on the Board.

Only members in good standing whose dues and/or assessments are paid in full shall be allowed to vote for officers and/or directors, or to participate in the removal process described in the above paragraph."

2. Except as otherwise defined herein, capitalized terms, as used in this Amendment, shall have the meanings ascribed to such terms in the Declaration.

3. Except as amended hereby, the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned officers of Huntington West Homeowners' Association, Inc. hereby execute this Amendment on the date and year first above written.

**HUNTINGTON WEST
HOMEOWNERS' ASSOCIATION, INC.,**
a Georgia nonprofit corporation

By: _____

Print Name: David Hamby

Print Title: President HWHOA

Attest: _____

Print Name: Susan Powell

Print Title: Secretary

[CORPORATE SEAL]