

CERTIFICATE OF AMENDMENT OF BYLAWS
WINDER'S POND HOMES ASSOCIATION

This Certificate of Amendment to the Bylaws of Winder's Pond Homes Association (the "Bylaws") is certified on the date indicated below by the Board of Directors of the Winder's Pond Homes Association (the "Association"). The definitions and meanings of terms used in the Bylaws shall have the same meanings when used herein.

AUTHORITY FOR THE AMENDMENT

WHEREAS, the Bylaws for the Association, Article XIII, Section 1, provides that the Bylaws may be amended or repealed by approval of a vote of a majority of a quorum (one-tenth) of members present in person or by proxy at a special or annual meeting duly announced 15 days in advance.

WHEREAS, there is only one class of voting members, as specified in the Articles of Corporation of the Association Article VI, entitled to one (1) vote for each Lot ownership.

WHEREAS, The Board of Directors determined that the best interests of the membership would be served by the amendment of Bylaws Article IV, Section 1, Number of Board of Directors, and requested the members consider said amendment.

WHEREAS, at the Annual Meeting held February 10, 1989, the membership consisting of 36 lots in attendance plus 11 lots represented by proxies, unanimously passed a motion changing the numerical composition of the Board of Directors from five (5) to seven (7), and requiring Board members to be members of the Association. The President, Mike Hembrough stated that in February 1988 the Board had passed a similar motion and there had been a written petition of all lot owners.

AMENDMENT

NOW THEREFORE, IT IS HEREBY CERTIFIED THAT Article IV Board of Directors has been amended and restated to read as follows:

The affairs of this Association shall be managed by a Board of seven (7) Directors, who are required to be members of the Association.

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AUTHORITY FOR THE AMENDMENT

WHEREAS, the Bylaws for the Association, Article XIII, Section 1, provides that the Bylaws may be amended or repealed by approval of a vote of a majority of a quorum (one-tenth) of members present in person or by proxy at a special or annual meeting duly announced 15 days in advance.

WHEREAS, there is only one class of voting members, as specified in the Articles of Corporation of the Association Article VI, entitled to one (1) vote for each Lot ownership.

WHEREAS, a Board member felt that the best interests of the membership would be served by an amendment to the Bylaws to restrict the Board's ability to use monies in the Pond Reserve Fund by delegating that function to the entire membership.

WHEREAS, at the Annual Meeting held February 4, 1993, the membership consisting of 24 lots in attendance plus 14 lots represented by proxies, approved by at least a majority of a quorum a motion requiring that any usage of the Pond Reserve Fund, including interest, be brought to vote before the entire membership at a special meeting.

AMENDMENT

NOW THEREFORE, IT IS HEREBY CERTIFIED THAT Article VII Board of Directors, Section 1 Powers of the Board of Directors, has been amended and restated to read as follows:

The Board of Directors shall have power to:

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration. However, any spending of the monies in the Pond Reserve Fund, including interest, requires a vote before the entire membership at a special meeting held for this purpose.

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AUTHORITY FOR THE AMENDMENT

WHEREAS, the Bylaws for the Association, Article XIII, Section 1, provides that the Bylaws may be amended or repealed by approval of a vote of a majority of a quorum (one-tenth) of members present in person or by proxy at a special or annual meeting duly announced 15 days in advance.

WHEREAS, there is only one class of voting members, as specified in the Articles of Corporation of the Association Article VI, entitled to one (1) vote for each Lot ownership.

WHEREAS, the Board of Directors determined that the best interests of the membership would be served by an amendment to the Bylaws to restore the Board's ability to use monies in the Pond Reserve Fund, and requested the members consider said amendment.

WHEREAS, at the Annual Meeting held February 6, 2014, the membership consisting of 17 lots in attendance plus 5 lots represented by proxies, approved a motion restoring the Board's ability by a majority vote to make the Reserve Fund available if needed for future capital improvements to preserve the pond.

AMENDMENT

NOW THEREFORE, IT IS HEREBY CERTIFIED THAT Article VII Board of Directors, Section 1 Powers of the Board of Directors, has been amended and restated to read as follows:

The Board of Directors shall have power to:

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

Bob Baker

Robert Baker, President

Date: June 10, 2014