

**AMENDMENT TO BYLAWS OF HENDERSON VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.**

This Amendment to the Bylaws of Henderson Village Property Owners Association, Inc. (hereafter referred to as "Amendment") is made on the date set below.

WITNESSETH:

WHEREAS, Chathamilt Homes, Inc., a Georgia corporation (hereafter referred to as "Declarant"), recorded that certain Declaration of Covenants, Conditions, and Restrictions for Henderson Village on July 26, 1984, in Deed Book 9092, Page 214 of the Fulton county, Georgia deed records (hereafter referred to as "Declaration");

WHEREAS, Henderson Village Property Owners Association, Inc. (hereafter referred to as "Association") is the homeowners association referred to and identified in the Declaration;

WHEREAS, the Bylaws of Henderson Village Property Owners Association, Inc. (hereafter referred to as "Bylaws") are the bylaws of the Association;

WHEREAS, pursuant to Article VII, Section 7.04 of the Bylaws, the Bylaws may be amended with the approval of Owners to which at least two-thirds (2/3) of the votes which Owners present in person or by proxy at a duly called meeting are entitled to cast;

WHEREAS, Owners to which at least two-thirds (2/3) of the votes which owners present in person or by proxy at a duly called meeting were entitled to cast have approved this Amendment to the Bylaws; and

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

1.

Article III, Section 3.08 of the Bylaws is amended by striking same in its entirety and substituting therefor the following:

Section 3.08. Adjourned Meetings. Any meetings of the Association which cannot be organized because a quorum has not been attended shall be adjourned by the vote of a majority of the Owners present in person or represented by proxy. If the required quorum is not present, and a majority of the Owners present in person or represented by proxy vote to adjourn the meeting, the adjourned meeting shall be called within sixty (60) calendar days, subject to the same notice requirements.

2.

Article IV, Section 4.05 of the Bylaws is amended by striking same in its entirety and substituting therefor the following:

Section 4.05. Election of Directors and Term of Office. At the 2007 Annual Meeting of the Association, the members shall elect five (5) Directors, with the three (3) Directors receiving the greatest amount of votes serving for a term of two (2) years each and the two (2) Directors receiving the least amount of votes serving a term of one (1) year each beginning at the Annual Meeting of 2007. Thereafter, each Director shall serve a term of two (2) years. Except in the case of death, resignation, disqualification, or removal, each Director elected by the members shall serve until the annual meeting at which his term expires and until his successor has been duly chosen and qualified. If a successor cannot be elected at an annual meeting because a quorum is not obtained, at the next annual meeting at which a quorum is obtained, the members shall elect five (5) Directors, with the three (3) Directors receiving the greatest amount of votes serving for a term of two (2) years each and the two (2) Directors receiving the least amount of votes serving a term of one (1) year each. Thereafter, each Director shall serve a term of two (2) years. No Director may be elected for more than (1) consecutive term and may not be nominated or elected during an interim period of one (1) year.

3.

Article IV, Section 4.06 of the Bylaws is amended by striking same in its entirety and substituting therefor the following:

Section 4.06. Procedure for Elections. Successor directors shall be elected by the vote of those members present in person or proxy at the annual meeting of the membership of the Association, a quorum being present. At the expiration of the term of each such director, and at each annual meeting thereafter, a successor shall be elected to serve for a term of two (2) years. A nominating committee appointed by the incumbent Board of Directors may nominate persons for election to the Board of Directors prior to the annual meeting. Nominations may also be made from the floor at the meeting for such election. Election to the Board of Directors shall be by secret written ballot, unless dispensed by unanimous consent. The ballots shall be collected and tallied, whereupon the persons receiving the greatest number of votes for the open positions shall be considered elected. Each newly elected Board shall meet within ten (10) days following the meeting at which the election occurred for the purpose of appointing officers and any other business that comes before the Board.

4.

Article IV, Section 4.07 of the Bylaws is amended by adding the following thereto:

Any director who has had three (3) consecutive unexcused absences from regularly scheduled Board meetings may be removed by the vote of a majority of the other directors. Any director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting to consider his or her removal and shall be given an opportunity to be heard at the meeting.