

AMENDMENT
OF
VINES COMMUNITY ASSOCIATION, INC.
BYLAWS

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Pursuant to the DECLARATION, the BYLAWS of VINES COMMUNITY ASSOCIATION, INC. are amended as follows:

1. Sections 2 (2.01-2.03), 3. (3.01-3.05) and 4.01 are deleted in the entirety and there is substituted therefor the following Preamble, Sections 2, 3 and 4.01.

PREAMBLE

Section 17.02 of the DECLARATION states that in the event of a conflict between the ARTICLES and the BYLAWS, the DECLARATION controls. The DECLARATION provides that each UNIT OWNER is a MEMBER of the COMMUNITY ASSOCIATION. The ARTICLES OF INCORPORATION provide that UNIT OWNERS within a NEIGHBORHOOD ASSOCIATION are not members. This amendment to the BYLAWS provides that all OWNERS of units are MEMBERS, however, those UNIT OWNERS within a NEIGHBORHOOD ASSOCIATION are subject to representative voting provisions.

2. MEMBERSHIP IN GENERAL

2.01 Member. Each OWNER shall be a MEMBER of the COMMUNITY ASSOCIATION. Such membership shall be established upon the recording of an instrument of conveyance in the Public Records of the COUNTY, conveying a UNIT or Planned Unit therein, to an OWNER.

The Vines Country Club, Inc. shall be a MEMBER subject to Section 4.02 of the DECLARATION and shall have one vote.

2.02 Declarant. DECLARANT shall be a MEMBER of the COMMUNITY ASSOCIATION so long as DECLARANT owns any PROPERTY, or holds a mortgage encumbering any PROPERTY other than a UNIT.

2.03 Member Register. The secretary of the COMMUNITY ASSOCIATION shall maintain a register in the office of the COMMUNITY ASSOCIATION showing the names and addresses of the MEMBERS of the COMMUNITY ASSOCIATION. Each NEIGHBORHOOD ASSOCIATION shall at all times advise the Secretary of the names of the officers and directors of the NEIGHBORHOOD ASSOCIATION, and the number of UNITS and PLANNED UNITS within the property subject to the jurisdiction of the NEIGHBORHOOD ASSOCIATION. Furthermore, upon request from the COMMUNITY ASSOCIATION, the NEIGHBORHOOD ASSOCIATION shall supply the COMMUNITY ASSOCIATION with a current list of the names and addresses of OWNERS of UNITS or PROPERTY subject to the jurisdiction of the NEIGHBORHOOD ASSOCIATION. Each MEMBER shall at all times advise the Secretary of any change of address of the MEMBER, of any change of ownership of the MEMBER'S



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UNITS or PROPERTY, and of any change in the UNITS and PLANNED UNITS within the MEMBER'S PROPERTY. The COMMUNITY ASSOCIATION shall not be responsible for reflecting any changes, until notified of such changes in writing. Any mortgagee of any PROPERTY may register by notifying the COMMUNITY ASSOCIATION in writing of its mortgage. In the event the COMMUNITY ASSOCIATION files a claim of lien which affects any PROPERTY encumbered by the mortgage of a registered mortgagee, a copy of the claim of lien shall be mailed to the registered mortgagee.

2.04 Transfer of Membership. Transfer of membership in the COMMUNITY ASSOCIATION shall be established by the recording in the Public Records of the COUNTY of a deed or other instrument establishing a transfer of record title to any PROPERTY for which membership has already been established as herein provided, the OWNER(S) designated by such instrument of conveyance thereby becoming a MEMBER(S), and the prior OWNER's membership thereby being terminated. In the event of death of an OWNER, his or her membership shall be automatically transferred to his or her heirs or personal representatives. Notwithstanding the foregoing, the COMMUNITY ASSOCIATION shall not be obligated to recognize such transfer of membership until such time as the COMMUNITY ASSOCIATION receives a true copy of the recorded deed or other instrument establishing the transfer of ownership of the PROPERTY, and it shall be the responsibility and obligation of the former and new OWNER of the PROPERTY to provide such true copy of the instrument to the COMMUNITY ASSOCIATION.

3. MEMBERSHIP VOTING

3.01 Voting Rights. Each MEMBER shall have one (1) vote for each UNIT and PLANNED UNIT owned by the MEMBER, except that there shall never be more than one (1) vote for each UNIT or PLANNED UNIT irrespective of the number of MEMBERS who may share in its ownership.

3.02 Majority Vote and Quorum Requirements. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding upon all MEMBERS for all purposes, unless where otherwise provided by law, in the DECLARATION, the ARTICLES or in these BYLAWS. Unless otherwise so provided, at any regular or special meeting, the presence in person or by proxy of persons entitled to cast a majority of the votes of the entire membership at the time of such vote shall constitute a quorum.

3.03 Voting; Representative for Neighborhood Associations. The President of each NEIGHBORHOOD ASSOCIATION shall be the designated person (the "REPRESENTATIVE") to act on behalf of all of his or her respective NEIGHBORHOOD ASSOCIATION MEMBERS at all MEMBERS' meetings of the COMMUNITY ASSOCIATION. The REPRESENTATIVE shall be named in a certificate signed by the Secretary of the

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NEIGHBORHOOD ASSOCIATION, and filed with the Secretary of the COMMUNITY ASSOCIATION. The President named in such certificate, in the absence of a revocation of same, shall conclusively be deemed to be the person entitled to cast the total number of authorized votes for his or her respective NEIGHBORHOOD ASSOCIATION MEMBERS at any meeting. In the absence of such certificate, or if the President named in such certificate does not appear in person or by proxy at any meeting, the votes of that NEIGHBORHOOD ASSOCIATION'S MEMBERS may be cast at any meeting by the Vice President, Secretary, or Treasurer, in that order, of that NEIGHBORHOOD ASSOCIATION.

3.04 Proxies. Every REPRESENTATIVE of a NEIGHBORHOOD ASSOCIATION entitled to vote at a meeting of the MEMBERS, or to express consent or dissent without a meeting, may authorize another person to act on the REPRESENTATIVE'S behalf by a proxy signed by such REPRESENTATIVE or his or her respective attorney-in-fact. Any such proxy shall be delivered to the Secretary of the COMMUNITY ASSOCIATION, or the person acting as secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at any time at the pleasure of the REPRESENTATIVE executing it. Any proxy issued by a REPRESENTATIVE of an ASSOCIATION may only authorize a director or officer of the ASSOCIATION to act on the REPRESENTATIVE'S behalf.

Every MEMBER, who is not subject to a NEIGHBORHOOD ASSOCIATION, entitled to vote at a meeting of the MEMBERS, or to express consent or dissent without a meeting, may authorize another person to act on the MEMBER'S behalf by a proxy signed by such MEMBER or his or her respective attorney-in-fact. Any such proxy shall be delivered to the Secretary of the COMMUNITY ASSOCIATION, or the person acting as secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at any time at the pleasure of the MEMBER executing it.

3.05 Rights of Declarant. Notwithstanding anything contained in these BYLAWS, the ARTICLES or the DECLARATION to the contrary, so long as the DECLARANT owns any SUBJECT PROPERTY or holds a mortgage encumbering any PROPERTY other than a UNIT, no vote of the MEMBERS shall be effective without approval in writing by the DECLARANT.

4. MEMBERSHIP MEETINGS

4.01 Who May Attend. Any OWNER or INSTITUTIONAL LENDER may attend and observe any meeting of the MEMBERS. However, only those

