

L
WRL FILE

**FIRST AMENDMENT
TO
THE BYLAWS FOR THE RANCH AT PRESCOTT**

(The Ranch at Prescott Homeowners Association)

Pursuant to Section 12 of the Bylaws, the holders of the Class B Membership approved the following Amendment to the Bylaws of The Ranch at Prescott Homeowners Association:

Article 5, Section 5.1 is deleted in its entirety and replaced with:

5.1 General Powers. The business affairs of the Association shall be managed by the Council Members. The Council may exercise all future authority and powers of the Association and do all such lawful acts necessary to carry out the business of the Corporation. The Council has the rights and duties as set forth in the Articles of Incorporation, the Bylaws, and the Amended and Restated Declaration (as may be amended from time to time) and shall also include the power to promulgate such Rules and Regulations. The Council may also promulgate Rules and Regulations relating to the use of the Common Areas and Association facilities, if any. The Council may delegate such duties, as necessary, for the proper operation of the Association to the extent permitted by law.

5.2 Council and Officers. The affairs of the Association shall be managed by a Council in accordance with the terms of the Articles of Incorporation and the Amended and Restated Declaration. The Declarant shall appoint the first Council. The Council shall be comprised of a representative from each of the nine Units (Phases I through IX) except two Council Members shall be appointed from Unit VII. The Council shall elect a Chairman. The Chairman shall serve for a term of one-year. The Council shall elect at least two Members of the Council as officers to assume the duties (President, Treasurer, Secretary, etc.) necessary to properly manage the

affairs of the Association. Unless the Project Documents specifically require the vote or written consent of the Members, approvals or actions to be given or taken by the Association shall be valid if given or taken by the Council. A majority vote of the Council is required to take or give any action. The Council shall have the power to levy reasonable fines against an Owner for a violation of the Project Documents by the Owner, by a Lessee of the Owner, by any Resident of the Owner's Lot or by any contractor or agent of the Owner. For purposes of the Project Documents, the term "Council" is synonymous with the term "Board" or "Board of Directors." If there are not enough Members willing to serve as Council Members, the number of Council Members elected shall manage the affairs of the Association provided that number is not less than five (5).

Section 5.3 is deleted in its entirety and replaced with:

5.3 Removal of Council Members/Vacancies. At any regular or special meeting of the Members duly called, any one or more of the Council Members may be removed with or without cause by the affirmative vote of Members eligible to vote casting not less than two-thirds (2/3) of the total votes represented at such meeting in person or by proxy, and a successor may then and there be elected by the Members to fill the vacancy. Any Council Member whose removal has been proposed to or by the Members shall be given an opportunity to be heard at the meeting. Council Members who fail to attend three (3) consecutive Council meetings may be removed by the affirmative vote of a majority of the Council Members. The majority of the remaining Council may appoint a new Council Member to fill any vacancy for the remaining term until a successor is elected. Any reference to Board of Directors or Board shall be synonymous with Council Members.

I, LINDA LEE, as PRESIDENT, of the Association hereby certify that the Amendments stated above were approved and consented to on March 18, 2005.

Approved and consented to by:

Linda Lee
The Ranch at Prescott, Secretary



President