

AMENDMENT TO THE BYLAWS OF WEDGEWOOD HOMEOWNERS

ASSOCIATION, INC.

1) By deleting Section 7.6 and replacing with the following Section 7.6:

7.6. Quorum. Members holding at least forty percent (40%) of the votes, present in person or by proxy, shall constitute a quorum for any action at any meeting of Members, except as otherwise provided in these Bylaws or the Declaration. In the event business cannot be conducted at any meeting because a quorum is not present, that meeting may be adjourned to a later date by the affirmative vote of a majority of those present in person or by proxy.

Notwithstanding any provision to the contrary herein or in the Declaration, the quorum requirements at the next meeting shall be one-half (1/2) of the quorum requirement applicable to the meeting adjourned for lack of a quorum. This provision shall continue to reduce the quorum by fifty percent (50%) from that required at the previous meeting, as previously reduced, until such time as a quorum is present and business can be conducted. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during such meeting of that number of Members whose absence would cause less than a quorum to be present.

2) By deleting Section 8.3 and replacing with the following Section 8.3:

8.3 Term. At the first annual meeting of Members, Members shall elect one-third (1/3) of the directors for a term of one (1) year, one-third (1/3) of the directors for a term of two (2) years and one-third (1/3) of the directors for a term of three (3) years. At each annual meeting thereafter, the Members shall elect one-half (1/2) of the directors (or as close to an approximation of one-half as can be reasonably attained) for a term of two (2) years, and thereafter until their successors are elected and qualified.

3) By deleting Section 10.2 and replacing with the following Section 10.2:

10.2 Election and Term. The officers of the Association shall be elected by the Board of Directors and each shall hold office for two (2) years unless he shall sooner resign, or shall be removed or otherwise disqualified to serve. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification or his successor is elected and qualified.