

State of Georgia
County of Cobb

**AMENDMENTS TO THE BY-LAWS OF RESERVE AT MILLERS
CREEK HOA, INC.**

WHEREAS, Article 6, Section 6.9 Amendment of the By-Laws of Reserve at Millers Creek HOA, Inc. (Hereinafter, "Association") provides for the amendment of the By-Laws with the approval of a majority of the Association's Directors; and

WHEREAS, on February 18, 2009 the Georgia Secretary of State issued a Certificate of Merger for Reserve at Millers Creek HOA, Inc. and Reserve at Millers Creek Civic Association, Inc.; and

WHEREAS, pursuant to the Plan of Merger, the By-Laws of Reserve at Millers Creek HOA, Inc. are the current By-Laws of the surviving Homeowners Association, and certain amendments to the current By-Laws are necessary to account for the Merger of the Associations; and

WHEREAS, a majority of the Board of Directors of the Association desire to so amend the By-Laws, as well as add certain other provisions regarding possible voting by ballots and electronic voting, increasing the Board to seven Directors with staggered terms of two years and other amendments for the administration of the Association; and have approved the following Amendments at a duly called meeting of the Board;

NOW, THEREFORE, the By-Laws are hereby amended as follows:

Article 1. NAME AND LOCATION is deleted in its entirety, and replaced by the following:

"1. NAME AND REGISTERED OFFICE *The name of the Association is RESERVE AT MILLERS CREEK HOA, INC. ("Association"), A Georgia Non-Profit Corporation, having merged with the Reserve at Millers Creek Civic Association, Inc. as evidenced by a Certificate of Merger issued by the Georgia Secretary of State on February 18, 2009. The registered office and registered agent of the Association shall at all times be located within the state of Georgia, as determined from time to time by its Board of Directors ("Board")*"

Article 2, DEFINITIONS, is amended to reference the two Declarations of the Merged Associations by adding a new phrase as follows to the end of the current paragraph:

“; and in the Declaration of Covenants, Restrictions and Easements for Reserve at Millers Creek dated as of September 20, 2001, which has been executed by Pleasant Hill, LLC, as Declarant, and by duly authorized officers of the Association, and is filed for record in the office of the Clerk of the Superior Court of Cobb County, Georgia, in Deed Book 13428, Page 475, Cobb County, Georgia records, as such Declaration may be amended from time to time, and which Declaration is incorporated herein by reference (Both Declarations being collectively referred to as the “Declaration” in these By-Laws).”

Article 3 MEETINGS is hereby amended by adding a new Section 3.6 entitled Action by Written Ballot or Electronic Means as follows:

“3.6 Action By Written Ballot or Electronic Means.

Any action that may be taken at any annual or special meeting of the Members may be taken without a meeting by using a ballot provided in writing or by electronic transmission to the Membership pursuant to the provisions of this Bylaws Section, or by Section 14-3-708 of the Georgia Non-Profit Corporation Code. The Association shall deliver a ballot to each Member entitled to vote on the matter. The ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of the Board; and specify the time by which a ballot must be received by the Association in order to be counted. A timely ballot received by the Association may not be revoked by the voting Member unless allowed by the Board. Approval by ballot of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting of the Members. The results of each action by written ballot shall be certified by the Secretary and shall be

included in the minutes of meetings of Members filed in the permanent records of the Association.

Any action to be taken at any annual or special meeting of the Members may be taken without a meeting, utilizing electronic voting, such as via the internet, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al. Voting by electronic means regarding a particular action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action.”

Article 4 DIRECTORS is hereby amended by deleting Section 4.1 Number in its entirety and replacing it with the following new Section 4.1 entitled Number and Composition:

“4.1 Number and Composition The Board of Directors shall govern the affairs of the Association. Directors shall be natural persons who are 21 years of age or older, and who are Members in good standing, which includes having no outstanding dues or assessments owed to the Association. Each Director must reside in the Community, and no person may serve on the Board at the same time with such person’s spouse or any Co-owner of such person’s Lot.

The Board shall consist of at least (3) members, but no more than nine (9) Members, who shall be elected as provided for in these By-Laws. The precise number of Directors shall be fixed from time to time by resolution of the Board.”

Article 4 DIRECTORS is hereby amended by deleting Section 4.2 Election by Members in its entirety and replacing it with the following new provision for a five member Board with staggered term as follows:

“4.2 Election by Members At the first Annual Meeting following the passage of these new By-laws Amendments, the Members shall elect five (5) Directors as follows: the candidate receiving the most votes shall be elected to a term of three (3) years, and thereafter a successor shall be elected to a term of two (2) years; the candidates receiving the second, third and fourth most votes shall be elected to

terms of two (2) years each, and thereafter successors shall be elected to a term of two (2) years; and the candidate receiving the fifth most votes shall be elected for a term of one (1) year, and thereafter a successor shall be elected to a term of two (2) years.

At each subsequent Annual Meeting, the Membership shall elect Directors. All eligible members of the Association shall vote on all Directors to be elected, and the candidate(s) receiving the most votes shall be elected; provided, however, the initially elected Directors shall serve the remainder of their terms.

The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association at the next Annual Meeting of the Association subsequent to the expiration of their term.”

Article 4 DIRECTORS is hereby amended by adding a new Section 4.14 entitled Telephonic & Electronic Participation as follows:

“4.14 Telephonic & Electronic Participation.

One or more Directors may participate in and vote during any meeting of the Board by telephone conference call or any other means of communication by which all Directors participating may simultaneously hear each other during the meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

Any action that may be taken at a meeting of the Directors may alternatively be taken utilizing electronic means, such as the internet and email, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al. Any such action shall be considered valid if at least a quorum of the Directors participated and a majority of the quorum approved the action. Any such approved actions shall be included in the minutes of the next meeting of the Directors.”

IN WITNESS WHEREOF, The undersigned officers of the Reserve at Millers Creek HOA, Inc., hereby certify that this Amendment to the By-Laws was duly approved by the required majority of the Directors at a duly called meeting on _____, 2009.

Reserve at Millers Creek HOA, Inc.

By: _____
President

Attest: _____
Secretary

[CORPORATE SEAL]