

**SECOND AMENDMENT TO BY-LAWS
OF
WOODHILL HOMEOWNERS ASSOCIATION**

This Second Amendment to the By-Laws of Woodhill Homeowners Association (this "**Second Amendment**") is made as of this 18th day of March, 2016, by Woodhill Homeowners Association, an Arizona nonprofit corporation (the "**Association**").

RECITALS

A. Article VI of the By-Laws of Woodhill Homeowners Association provides that the By-Laws of Woodhill Homeowners Association ("By-Laws") may be amended by the written consent of the Board of Directors or by the Members entitled to vote and holding at least 2/3 of all votes; provided, however, that as to particular matters as set forth in the Declaration, the percentage of the voting power necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.

B. The amendments to the By-Laws set forth in this Second Amendment have been adopted by the affirmative vote of not less than a majority of the Board of Directors.

AMENDMENT

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

1. Article III, Section 7. Quorum. is amended to state the following:

Section 7. Quorum. At any annual or special meeting of the Members, the Members entitled to vote and holding at least 10% of all votes and who are present in person or by absentee ballot shall constitute a quorum for the transaction of business. In the absence of a quorum, the chairman of the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

2. Article III, Section 3. Annual Meetings. is amended to state the following:

Section 3. Annual Meetings. The annual meetings of the Members shall be held in Payson, Arizona, each calendar year, on such date and at such place as may be fixed by the Board of Directors and as set out in the notice of the meeting for the purpose of electing members of the Board of Directors.

3. Except as expressly amended by this Second Amendment, the By-Laws shall remain unchanged and in full force and effect. In the event of any conflict or inconsistency between the provisions of this Second Amendment and the By-Laws, this Second Amendment shall control.

IN WITNESS WHEREOF, the Corporation has caused this Second Amendment to By-Laws to be executed by its duly authorized and acting President and Secretary.

DATED this 15 day of April, 2016

**WOODHILL HOMEOWNERS
ASSOCIATION**, an Arizona nonprofit
corporation

By: 

Name: Dave Bathke

Title: President

CERTIFICATION OF SECRETARY OF ASSOCIATION

The undersigned secretary of the Association hereby certifies that the foregoing amendment was approved by the affirmative vote of a majority of the Board of Directors.

**WOODHILL HOMEOWNERS
ASSOCIATION**, an Arizona nonprofit
corporation

By: 

Name: Doug Cook

Title: Secretary