

AMENDMENT TO THE BY-LAWS

OF THE

TWIN LAKES OVERLOOK COMMUNITY ASSOCIATION, INC.

THIS AMENDMENT to the By-Laws of the Twin Lakes Overlook Community Association, Inc. (AAssociation@) is made this 20th day of MAY, 2010, by the Association, acting through its Board of Directors.

WITNESSETH

WHEREAS, under Article VIII, Section 2(b) of the By-Laws, the By-Laws may be amended by a majority vote of the Association's Board of Directors at a Board meeting at which a quorum is present; and

WHEREAS, a quorum of the Association's Board of Directors was present at a special meeting of the Board held on the date specified above and, by majority vote, the Directors voted to amend the By-Laws as set forth below;

NOW, THEREFORE, the By-Laws of the Twin Lakes Overlook Community Association, Inc. are hereby amended as follows:

1. Article III (*Board of Directors*), Section 5 (*Election of Directors*) of the By-Laws is hereby amended by replacing the current Section 5 in its entirety with the following amended Section 5:

Section 5. Election of Directors.

- a) Directors shall be elected by Members entitled to vote in the affairs of the Association. The person(s) receiving the largest number of votes shall be elected.

- b) Nominations for vacancies on the Board of Directors may be made by a nominating committee of at least three (3) Members of the Association (one of whom shall be a current Director), appointed by the President and approved by the Board at least sixty (60) days prior to the annual meeting. Nominations may also be made from the floor at the meeting. The Nominating Committee, if any, shall receive nominating petitions signed by at least five Owners and either signed by the nominee or accompanied by a document signed by the nominee indicating a willingness to serve on the Board. The Nominating Committee shall forward to the Secretary all such petitions nominating a person qualified to be a Director and received by the Nominating Committee at least 45 days before the meeting at which elections will be conducted; the Nominating Committee may also submit its own nominations to the Secretary. The names of all qualified persons timely nominated by petition or by the

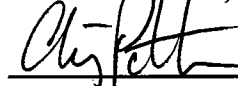
Nominating Committee in accordance with this subsection shall be included in the elections materials mailed to the Members. The official ballot shall include space for write-in candidates.

- c) Election to the Board of Directors shall be by vote of the Members at a duly called meeting of the Association. However, the Board shall have the authority to permit submission of ballots by mail and/or by electronic transmission (in accordance with applicable law). For any election in which the Board decides to permit one of these alternative methods of voting, the Board shall include notice thereof as part of the election materials mailed to the Members, including notifying Members that they may return (or electronically send, if applicable) the completed ballot so that it is received by the Association prior to the announced time for closing of the election.
- d) The Board shall establish procedures for counting of votes, and for retaining ballots and any tally sheets for a minimum of sixty (60) days.
- e) Any Member of the Association may request a recount of the votes cast at the election. A request for a recount must be made in writing and submitted to the Directors or management agent of the Association so that it is received no later than sixty (60) days from the date of the election. If a request is timely submitted, the President will call a meeting of the Board of Directors at which the ballots will be opened and a recount conducted to validate the election results. The ballots will then be sealed in an envelope and will be retained by the Association until the minimum ballot retention time has expired or longer, at the Board's option.

In all other respects, the By-Laws of the Association remain unchanged and in full force and effect, except with respect to amendments which may from time to time be approved, executed and enacted in accordance therewith.

IN WITNESS WHEREOF, the Board of Directors, acting on behalf of the Association, has caused this Amendment to the By-Laws to be executed by the Association's President.

TWIN LAKES OVERLOOK COMMUNITY
ASSOCIATION, INC.



President

CERTIFICATION

I, the undersigned, do hereby certify:

I am the duly elected and acting Secretary of the Twin Lakes Overlook Community Association, Inc., a Virginia nonstock corporation located in Frederick County, Virginia, and

That the foregoing Amendment to the By-Laws constitutes the act of such corporation, as duly adopted by the required vote of the Association's Board of Directors on May 20, 2010. In witness whereof, I have hereunto subscribed my name on this 20th day of May, 2010.



Secretary