

09R00907

I CERTIFY THIS INSTRUMENT WAS
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DEBBIE BAXTER
MONTGOMERY COUNTY CLERK
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**FIRST AMENDMENT
TO THE
AMENDED AND RESTATED
BYLAWS
OF**

BY: Crystal Carlisle PAGES 3

**HARBOR SOUTH PROPERTY OWNERS ASSOCIATION
An Arkansas Nonprofit Corporation**

This is the First Amendment (this "Amendment") to the Amended and Restated Bylaws (the "Bylaws") of Harbor South Property Owners Association, an Arkansas nonprofit corporation (the "POA"). This Amendment was duly adopted by the Board of Directors of the POA, pursuant to and in accordance with the provisions of Article XI, Section 11.1 of the Bylaws.

Amendment

Article III, Section 3.7 of the Bylaws is hereby amended by deleting the existing Section 3.7 in its entirety and substituting in place thereof the following:

3.7 Voting. Subject to the limitations set forth in this Section 3.7, the owners of each Lot shall be entitled to a single vote as to any matters that may come before any annual or special meeting of the membership. The owner(s) of any Lot which has delinquent assessments or other unpaid charges owing to the POA shall not be entitled to vote on any matter until all such assessments and other charges are paid in full. In the event a Lot has multiple owners, the owners thereof shall designate one of their number who will be the only person entitled to cast a vote on behalf of said owners. Upon approval of a majority of the membership present at a meeting and entitled to vote, the vote on any matter to come before the membership shall be by written ballot; otherwise, except as otherwise provided by these Bylaws, all votes shall be by voice or other method designated by the chairperson of the meeting. All matters before the POA shall be decided by a majority of the membership present and entitled to vote at the meeting, except as otherwise provided by these Bylaws or as otherwise required by law.

Article III of the Bylaws is hereby amended by adding a new section, designated as Section 3.9, as follows:

3.9 Nomination and Election of Directors. The process for nominating persons for election to the Board and the process for electing members of the Board shall be as provided in this Section 3.9.

(a) Prior to each meeting of the members at which directors are to be elected, the then-existing Board shall determine the dates during which nominations for such positions will be accepted (the "Nomination Period"). The Nomination Period shall be not less than thirty (30) days nor more than ninety (90) days in length, and the end of the Nomination Period shall be no more than ninety (90) days before the date of the meeting at which the election is to be held. At or before the commencement of the Nomination Period, the POA shall notify the members of the number of directors to be elected at such meeting (the "Open Positions") and the Nomination Period.

(b) Any member in good standing may nominate one, but no more than one, person (who may be the person making the nomination) for each Open Position; the person or persons so nominated must be members of the POA in good standing. For purposes of this Section 3.9, a member will be considered to be in good standing only if such member is current on all assessments and other charges owing to the POA. Each person nominated in accordance with this paragraph (b) of this Section 3.9 must complete a nomination form (the "Nomination Form"), which will be provided by the POA on request, including the information specified therein, and return such completed Nomination Form, signed by both the person making the nomination and the person nominated, together with a photograph of the person nominated, to the POA no later than the expiration of the Nomination Period. No nominations will be accepted after the expiration of the Nomination Period, except as provided in paragraph (e) of this Section 3.9.

(c) Following the expiration of the Nomination Period, the POA shall provide a ballot, in the form of a proxy, to each member (i.e., one (1) ballot for each lot); the ballot shall include a list of all persons properly nominated in accordance with paragraph (b) of this Section 3.9, in alphabetical order, together with a summary of the information provided in the Nomination Form and the person's photograph submitted with the Nomination Form. The ballot shall include a space in which a member may indicate a vote for each nominee listed. A ballot may indicate a vote for only the number of nominees equal to the number of Open Positions; any ballot purporting to vote for more nominees than there are Open Positions will be void and will not be counted. Each ballot must be signed by the member submitting such ballot. All properly completed and signed Ballots received by the POA prior to the meeting shall be counted as votes for the nominees indicated on the Ballots.

(d) Ballots submitted to the POA in accordance with paragraph (c) of this Section 3.9 by members who attend the meeting in person may be withdrawn by such members, if they so request; such members will then be given a ballot for purposes of voting for directors in person at the meeting.

(e) If nominations complying with paragraph (b) of this Section 3.9 for all Open Positions are not received by the POA prior to the expiration of the Nomination Period (including receipt by the POA of proper Nomination Forms), or if any persons properly nominated subsequently notify the POA of the withdrawal of their nomination so that there are fewer nominees than there are Open Positions, but only in one or both of those events, the then-existing Board may nominate one (1) or more members in good standing (one (1) such nominee for each Open Position) and, in addition, any member eligible to vote at the meeting may nominate one (1) or more members in good standing (one (1) such nominee for each Open Position, including the person making the nomination) at the meeting.

(f) At the meeting, each member present (except those members who previously submitted a ballot to the POA and who do not elect to withdraw such ballot) shall be given a ballot including a list of all persons properly nominated in accordance with paragraph (b) of this Section 3.9, in alphabetical order, together with a summary of the information provided in the Nomination Form and the person's photograph submitted with the Nomination Form. The ballot shall include a space in which a member may indicate a vote for each nominee listed. If nominations may be made at the meeting under the conditions described in paragraph (e) of this Section 3.9, the ballot shall so indicate and shall include space for such nominations. A ballot may indicate a vote for only the number of nominees equal to the number of Open Positions; any ballot purporting to vote for more nominees than there are Open Positions will be void and will not be counted. All voting for directors shall be by written ballot.

(g) If there is one (1) Open Position, the person receiving the greatest number of votes shall be elected to fill that position. If there are two (2) Open Positions, the two (2) persons receiving the greatest number of votes shall be elected to fill those positions, and so on. In the event of a tie, the election shall be determined by the toss of a coin, to be conducted by the chairman of the meeting.

CERTIFICATE OF ADOPTION

The undersigned, as the President and the Secretary, respectively, of the POA, hereby certify that the foregoing First Amendment to the Amended and Restated Bylaws of Harbor South Property Owners Association were duly adopted by action of the Board of Directors on

and as of the 26 day of May, 2009, in witness whereof we have hereunto
affixed our signatures.

HARBOR SOUTH PROPERTY
OWNERS ASSOCIATION

Robert Wortsmeith
President

ATTEST:

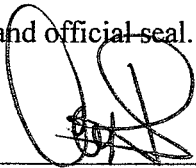
Leita Watson
Secretary

ACKNOWLEDGMENT

STATE OF ARKANSAS)
) §§
COUNTY OF MONTGOMERY)

On this 26 day of May, 2009, before me the undersigned officer, personally appeared Robert Wortsmith and Anita Watson, who acknowledged themselves to be the President and Secretary, respectively, of Harbor South Property Owners Association, an Arkansas nonprofit corporation, and that they, as such officers, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.



Notary Public

My Commission Expires:
2-22-2010