



**FIRST AMENDMENT OF RESTRICTIONS AND PROTECTIVE
COVENANTS OF WHISPERING OAKS PHASE II**

This First Amendment of Restrictions And Protective Covenants Of Whispering Oaks Phase II is entered into this 20th day of June, 2020, by the Whispering Oaks Phase II Homeowners Association, Inc. (the "Association").

WHEREAS, the Whispering Oaks Phase II Covenants and Restrictions with Design Guidelines are of record at Instrument Number 200501789, in the Office of the Recorder of Clark County, Indiana (the "Restrictions"); and

WHEREAS, the Association did, at its regular and properly called annual meeting proposed an amendment to the Restrictions; and

WHEREAS, at said annual meeting Members of the Association constituting more than 70% of the Owners of Lots in the subdivision, each being Members entitled to vote, voted in favor of said amendment and deemed it to be in the best interests of the Corporation that the Restrictions be amended as set forth herein;

NOW, THEREFORE, pursuant to applicable law and the affirmative vote of more than seventy percent (70%) of the Lot owners of Whispering Oaks Phase II, at the annual meeting of the Whispering Oaks Phase II Homeowners Association, Inc., agree as follows:

1. AMENDMENT OF RESTRICTIONS. The Lot owners, in accordance with Article Eight, Section 8.1, hereby amends the Restrictions as follows:

a. Article Eight, Section 8.1(D) of the Restrictions is hereby deleted in its entirety and replaced with the following language:

“D. Adoption. Any proposed amendment to these Covenants must be approved by a vote of not less than two-thirds (2/3) of the Owners present at such duly called meeting. Presence at such meeting may be in person, by proxy or by properly noticed online or electronic voting.”

2. AMENDMENT OF BYLAWS: In accordance with Article Seven, Section 7.1, of the Bylaws of Whispering Oaks Phase II Homeowners Association, Inc. and the Whispering Oaks Recreation Center, Inc., the Lot owners hereby amend said Bylaws as follows:

a. Section 2.5 (e) of the Bylaws of Whispering Oaks Phase II Homeowners Association, Inc. and the Whispering Oaks Recreation Center, Inc. are each hereby amended to delete such Section in its entirety and replace such Section with the following:

“Section 2.5(e). Quorum. Except where otherwise expressly provided in the Covenants, these By-Laws, the Act or the Indiana Not-For-Profit Corporation Act of 1971, as amended (hereinafter referred to as the “Statute”), the Members representing forty percent (40%) of the Percentage Vote shall constitute a quorum at all meetings. The term majority of Members or majority of Percentage Vote, as used in these By-Laws, shall mean the Members entitled to more than Forty percent (40%) of the Percentage Votes in accordance with the member of each lot as set forth in the various Sections and respective Plats of Whispering Oaks Phase II.”

b. Section 2.2 of the Bylaws of Whispering Oaks Phase II Homeowners Association, Inc. and the Whispering Oaks Recreation Center, Inc. are each hereby amended to delete such Section in its entirety and replace such Section with the following:

“Section 2.2. Annual Meetings. The annual meeting of the members of the Corporation shall be held on the 2nd Saturday of June in each calendar year. At the annual meeting the Members shall (subject to the provisions of Section 3.2 thereof) elect the Board of Directors of the Corporation in accordance with the provisions of these By-Laws and transact such other business as may properly come before the meeting.”

- c. Section 3.7. That it being the desire of the Members to allow the Board of Directors of Whispering Oaks Phase II Homeowners Association, Inc. and the Board of Directors of Whispering Oaks Recreation Center, Inc., full authority and consent, without concern of conflicts of interest, to manage and, if and when deemed proper by the Board of Directors, merge Whispering Oaks Phase II Homeowners Association, Inc. and the Whispering Oaks Recreation Center, Inc. Therefore, it is further resolved that Section 3.7 of the Bylaws of Whispering Oaks Phase II Homeowners Association, Inc. is hereby amended to add a new Section 3.7 (g) and the Whispering Oaks Recreation Center, Inc. are each hereby amended to add a new Section 3.7 (h) as follows:

“Section 3.7(g)/Section 3.7(h) to manage without concern of conflicts of interest both the Whispering Oaks Recreation Center, Inc. and Whispering Oaks Phase II Homeowners Association, Inc.; and, if and when deemed proper in the sole discretion of the Board of Directors and without further approval from the Members, take any and all actions necessary to merge the Whispering Oaks Recreation Center, Inc. and Whispering Oaks Phase II Homeowners Association, Inc.”

3. The Restrictions and Bylaws of Whispering Oaks Phase II Homeowners Association, Inc. and the Whispering Oaks Recreation Center, Inc. contained therein, as amended herein, shall inure to the benefit of the Association and all of the owners of lots within every Section of Whispering Oakes Phase II, their successors and assigns, upon the terms and conditions as set forth herein.

4. All other provisions of the Bylaws of Whispering Oaks Phase II Homeowners Association, Inc. and the Whispering Oaks Recreation Center, Inc. as adopted shall remain in effect and the foregoing Amendment shall be incorporated into the standing Bylaws of Whispering Oaks Recreation Center, Inc. and Whispering Oaks Phase II Homeowners Association, Inc.

5. All other terms and conditions of the Restrictions shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused this Amendment to be duly executed and sealed as of the dates set forth below.

WHISPERING OAKS PHASE II HOMEOWNERS
ASSOCIATION, INC. and the WHISPERING OAKS
RECREATION CENTER, INC.

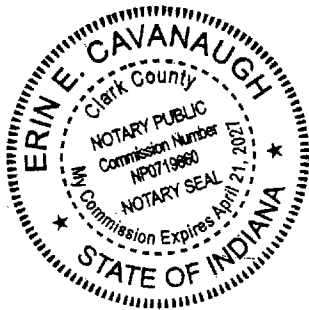
By: Jason R. Greenwell
Name: JASON R GREENWELL
Title: President
Date: 8/24/2020

By: Kymberl Mada
Name: Kymberl Mada
Title: Secretary
Date: 8/24/2020

STATE OF INDIANA

COUNTY OF Clark

The foregoing instrument as acknowledged before me this 24 day of August, 2020, by Kymerli Madaj as Secretary of the Whispering Oaks Phase II Homeowners Association, Inc., and the Whispering Oaks Recreation Center, Inc., on behalf of the same.



Erin Cavanaugh
Notary Public

My commission expires: April 21, 2027
Notary Registration Number: NP0719860

EXECUTED AND DELIVERED in my presence:

Stacy N. Scovanner
Witness's Signature

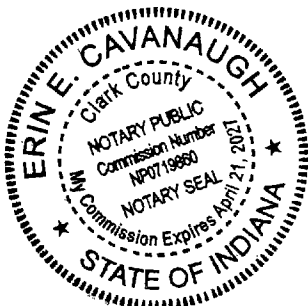
Witness: Stacy N. Scovanner
Printed Name

STATE OF INDIANA)

COUNTY OF Clark) SS:

Before me, a Notary Public in and for said County and State, personally appeared Stacy N. Scovanner ~~Kymerli Madaj~~, being known to me to be the person whose name is subscribed as a witness to the foregoing instrument, who, being duly sworn by me, deposes and says that the foregoing instrument was executed and delivered by Kymerli Madaj in the above-named subscribing witness's presence, and that the above-named subscribing witness is not a party to the transaction described in the foregoing instrument and will not receive any interest in or proceeds from the property that is the subject of the transaction.

Witness my hand and Notarial Seal this 24 day of August, 2020.



Erin E. Cavanaugh
Notary Public
Erin E. Cavanaugh
Printed Name
County of Residence: Clark
Commission Number: NP0719860

I, the undersigned, affirm, under penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document unless required by law.

By: Jason A. Lopp

THIS INSTRUMENT PREPARED BY:

Jason A. Lopp
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