

UPON RECORDING RETURN TO:

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CROSS REFERENCE: Deed Book: 22947
Page: 215

FIRST AMENDMENT TO THE BYLAWS OF
APALACHEE HERITAGE HOMEOWNERS ASSOCIATION, INC.

THIS FIRST AMENDMENT TO THE BYLAWS OF APALACHEE HERITAGE HOMEOWNERS ASSOCIATION, INC. ("First Amendment") is made by the **APALACHEE HERITAGE HOMEOWNERS ASSOCIATION, INC.**, a Georgia nonprofit corporation (hereinafter called the "Association").

W I T N E S S E T H

WHEREAS, the Ryland Group, Inc., a Maryland corporation, as "Declarant", executed that certain Declaration of Protective Covenants, Conditions, Restrictions and Easements for Apalachee Heritage, recorded April 26, 2001, at Deed Book 22947, Page 215, *et seq.*, Gwinnett County, Georgia land records (hereinafter as amended and/or supplemented from time to time, referred to as the "Declaration"), together with the Bylaws of Apalachee Heritage Homeowners Association, Inc., which are attached to the Declaration as Exhibit "C" and recorded therewith (hereinafter the "Bylaws"); and

WHEREAS, the Association is a nonprofit corporation organized under the Georgia Nonprofit Corporation Code to be the Association named in the Declaration to have the power and authority set forth therein; and

WHEREAS, the Association and the members thereof desire to amend the Bylaws as set forth herein and intend for this First Amendment to be prospective only; and

WHEREAS, pursuant to Article 6, Section 6.4 of the Bylaws, the Bylaws may be amended upon the affirmative vote of at least two-thirds (2/3) of the Total Association Vote and the consent of the Declarant; and

WHEREAS, Article 2, Section 2.13 of the Bylaws provides that any action that may be taken at any annual, regular or special meeting of the members may be taken without a meeting if approved by written ballot as provided therein; and

WHEREAS, at least two-thirds (2/3) of the Total Association Vote agreed by written ballot to amend the Bylaws as provided herein, which ballots are incorporated by reference; and

WHEREAS, attached hereto as Exhibit "A" and incorporated herein by reference is the sworn statement of the incumbent Secretary of the Association, which sworn statement states unequivocally that the affirmative vote of at least two-thirds (2/3) of the Total Association Vote was lawfully obtained and that any notices required by the Declaration, Bylaws and Georgia law were given; and

WHEREAS, the Declarant no longer has the right to take, consent to or approve actions under the Bylaws pursuant to that certain Termination of Declarant's Rights Under the Declaration of Protective Covenants, Conditions, Restrictions and Easements for Apalachee Heritage, recorded December 17, 2007, at Deed Book 48501, Page 786, *et seq.*, aforesaid records;

NOW THEREFORE, the undersigned hereby adopt this First Amendment to Bylaws of Apalachee Heritage Homeowners Association, Inc., hereby declaring that all of the property now or hereafter subject to the Declaration and Bylaws shall be held, conveyed, encumbered, used, occupied and improved subject to the Declaration and Bylaws, amended as follows:

1.

The Bylaws are hereby amended by deleting Article 3, Section 3.3, entitled "Number of Directors," in its entirety and replacing it with a new Section 3.3 to read as follows:

3.3 Number of Directors. During the period that the Declarant has the right to appoint and remove the officers and directors of the Association as provided above, the Board of Directors shall consist of one to three members as determined by the Declarant in writing from time to time. Thereafter, the Board shall consist of five members, who shall be elected as provided below.

2.

Unless otherwise defined herein, the defined terms used in this First Amendment shall have the same meaning as set forth in the Declaration.

3.

This First Amendment shall be effective only upon being recorded in the records of the Clerk of Superior Court of Gwinnett County, Georgia.

4.

Except as herein modified, the Bylaws shall remain in full force and effect.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Association has executed this First Amendment under seal, this 27 day of MARCH, 2012.

ASSOCIATION: **APALACHEE HERITAGE HOMEOWNERS ASSOCIATION, INC.**
a Georgia nonprofit corporation

By: John Hembree
Name: JOHN HEMBREE
Title: President

By: Hugh R. Crossman
Name: HUGH R. CROSSMAN
Title: Secretary

Signed, sealed, and delivered in the presence of

[AFFIX CORPORATE SEAL]

[Signature]
WITNESS

Carol A. Hadaway
NOTARY PUBLIC

My Commission Expires: 3-31-13

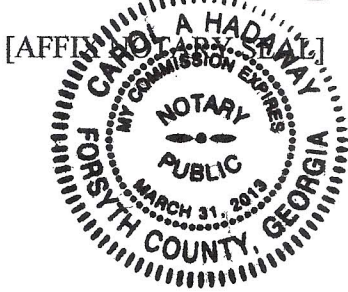


EXHIBIT "A"

Sworn Statement of Secretary of
Apalachee Heritage Homeowners Association, Inc.

STATE OF GEORGIA

COUNTY OF GWINNETT

Re: Apalachee Heritage Homeowners Association, Inc.

Personally appeared before me, the undersigned deponent who, being duly sworn, deposed and said on oath that:

1. Deponent is the Secretary of Apalachee Heritage Homeowners Association, Inc.
2. Deponent is duly qualified and authorized to make this Affidavit and knows the facts contained herein are of his/her own personal knowledge.
3. The foregoing First Amendment to the Bylaws of Apalachee Heritage Homeowners Association, Inc., was approved by at least two-thirds (2/3) of the Total Association Vote, as provided by Article 6, Section 6.4 of the Bylaws.
4. All notices required under the Declaration, Bylaws and Georgia law were given.
5. Deponent makes this Affidavit pursuant to Official Code of Georgia Annotated Section 44-3-226.

This the 27 day of MARCH, 2012.

By:
Name:

Hugh R. Crossman
HUGH R. CROSSMAN

Sworn to and subscribed
Before me this 27 day of March, 2012.

Carol A Hadaway
Notary Public

[AFFIX

