

**FIRST AMENDMENT TO BY-LAWS OF
THE RIVERS RUN HOMEOWNERS ASSOCIATION, INC.**

This is the First Amendment to the By-Laws of the Rivers Run Homeowners Association, Inc. dated as of September , 2011.

The By-Laws of the Rivers Run Homeowners Association, Inc. is hereby amended as follows:

1-The first sentence of Article III, Section A is hereby amended to read as follows:

“The Association shall be governed by a Board of Directors consisting of five (5) persons. “

2- Article III, Section B is hereby amended to read as follows:

B. TERM AND ELECTION. “At such time as the members become empowered to elect the Board of Directors , they shall elect five (5) directors, the 2 people receiving the greatest number of votes serving a three year term, the two receiving the next highest number of votes serving a two year term and the person receiving the next highest number of votes serving for a one year term. Thereafter, at each annual meeting, the members shall elect at least one Director, each to serve for a three year term. “

3-The first sentence of Article III, Section J is hereby amended to read as follows:

“The officers of the association shall be a President, Vice President, Secretary and Treasurer.

4- There shall be added a new sentence at the end of Article III, Section J, subparagraph 1 as follows:

“The Vice President shall have the powers of the President in his absence and whatever other powers the President shall delegate to him “.

5-Article VII, section A shall be amended to read as follows:

“The By-Laws may be amended at a regular or special meeting of the members by a vote of two thirds (2/3) of a quorum, voting in person or by proxy. “

Except as otherwise amended, the By-laws of the Rivers Run Homeowners Association, Inc. are hereby affirmed and in full force and effect.

RIVERS RUN HOMEOWNERS ASSOCIATION, INC.

By _____
Patrick Tobin, President

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

On this day of September 2011, before me the undersigned, a notary public in and for said state, personally appeared Patrick Tobin, personally known to me or approved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual or the person on behalf of which the individual acted, executed the instrument.

Notary Public

I hereby certify that on September , 2011 at a meeting of members at which a quorum was present, the above amendment was approved by at least two thirds of a quorum of the homeowners, present in person or by proxy.

RIVERS RUN HOMEOWNERS ASSOCIATION, INC.

By: _____, Secretary