

First Amendment to the BYLAWS (August 2015)

of the Rocky Bluffs Property Owners' Association

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**FIRST AMENDMENT
TO
FIRST RESTATED BYLAWS
OF
ROCKY BLUFFS PROPERTY OWNERS' ASSOCIATION**

This First Amendment to the First Restated Bylaws of Rocky Bluffs Property Owners' Association (the "First Amendment") is made by the Rocky Bluffs Property Owners' Association (the "Association") Board of Directors, with reference to the following facts:

RECITALS

A. The Association is a California nonprofit mutual benefit corporation formed to enforce the Second Restated Declaration of Covenants, Conditions and Restrictions for Rocky Bluffs (the "Declaration"), as it may be amended from time to time, and to manage and maintain the Rocky Bluffs residential common interest development in accordance with the Declaration.

B. On August 23, 2015, in accordance with Section 12.1 of the First Restated Bylaws of Rocky Bluffs Property Owners' Association (the "Bylaws"), an affirmative vote representing at least an Absolute Majority of the Members approved the following First Amendment to the Bylaws.

C. The vote of the Members was certified by the Board of Directors on the 23rd day of August, 2015.

AMENDMENT

NOW, THEREFORE, upon the certification of this First Amendment by the Association's Secretary, the Bylaws shall be amended, as follows:

1. **Number.** Section 5.1 of the Bylaws shall be amended and restated in its entirety to read as follows:

5.1 **Number of Directors.** The affairs of the Association shall be managed by or under the direction of a Board of Directors, consisting of five (5) Directors.

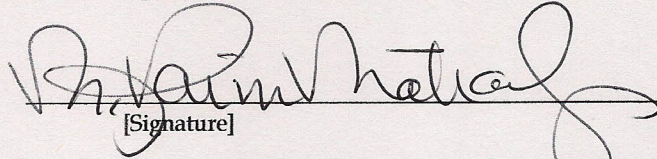
2. **Miscellaneous.** To the extent that any provision of this Amendment conflicts with any provision of the Bylaws, the provision of the Amendment shall prevail. The terms defined in the Declaration and Bylaws shall have the same meaning when used herein unless the context clearly indicates a contrary intention. Except as herein amended, the Bylaws are confirmed and remain in full force and effect.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the nonprofit mutual benefit corporation known as Rocky Bluffs Property Owners' Association hereby certifies that the above and foregoing Amendment was duly adopted by the Members of the Association.

ROCKY BLUFFS PROPERTY OWNERS' ASSOCIATION,
a California nonprofit mutual benefit corporation

By:


[Signature]

M. Karin Matray, Secretary
[Print Name]

8/23/15