

**AMENDMENT TO THE
BY-LAWS OF BERKLEY GROVE PROPERTY OWNERS' ASSOCIATION, INC.**

This Amendment to the By-Laws of Berkley Grove Property Owners' Association, Inc. Regime was made as of the date set forth below.

WITNESSETH:

WHEREAS, Berkley Grove Property Owners' Association, Inc. ("Association") is an Indiana nonprofit corporation operating under certain "By-Laws of Berkley Grove Property Owners' Association, Inc." (hereafter "By-Laws");

WHEREAS, Article IX, of the By-Laws provides that a vote of not less two (2) directors of the Board of Directors is necessary to amend any provisions of the By-Laws.

WHEREAS, a meeting of the Board of Directors was held, in pertinent part, for the purpose of discussing and authorizing this Amendment to the By-Laws; and

WHEREAS, at said meeting, at least a two (2) of the Directors voted to approve this Amendment to the By-Laws.

NOW, THEREFORE, the By-Laws are hereby amended as follows:

1. Article IV, Section 4.07 is hereby deleted in its entirety and is amended to read as follows:

Section 4.07 Quorum and Manner of Acting. Except as provided in the Declaration of Covenants and Restrictions, those members present in person or by proxy at any annual or special meeting of the owners of the single-family lots in the Development shall constitute a quorum. In the case of a vote conducted entirely by mail, the requirement of a quorum shall be satisfied by the receipt of validly executed ballots from members entitled to vote thirty percent (30%) of the total number of votes entitled to be cast, according to the Corporation's records. Any meeting of the members, including adjournments thereof, may be adjourned to a later date although less than a quorum is present. Any question which comes before the members of the Corporation at a meeting shall be determined by a majority of the votes cast with respect to the question, except as otherwise herein provided or as may be otherwise provided by law.

2. Article V, Section 5.01 is hereby deleted in its entirety and is amended to read as follows:

Section 5.01. Qualification and election. The affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) Directors, each of whom shall be a member. The Board of Directors shall be elected by the members of the Corporation, voting in accordance with the Articles and By-Laws, at each annual meeting of the members. Each of the directors elected shall serve for a term of one (1) year, but shall hold his office until his successor shall have been duly elected and qualified. Nominations for Director positions shall be made from the floor at the annual meeting, and any nomination must be accepted at the meeting by the nominee. The candidate(s) receiving the highest number of votes shall be elected. In the event of a tie vote, a coin flip shall determine the outcome.

3. Article VI, Section 6.02 is hereby deleted in its entirety and is amended to read as follows:

Section 6.02. Qualification and election. The officers shall be elected annually by the Board of Directors at the annual meeting thereof. Each officer shall hold his office until his successor shall have been elected and qualified, or until his death, resignation or removal. To maintain continuity, the outgoing officers shall serve as an assistant officer to the newly elected officer for a period of at least two months. These assistant officers shall simply serve as a guide.

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Full Force and Effect. All other provisions of By-Laws of Berkley Grove Property Owners' Association, Inc. shall remain in full force and effect.

Certification. The undersigned persons hereby represent and certify that all requirements for and conditions precedent to this Amendment to the By-Laws of Berkley Grove Property Owners' Association, Inc. have been fulfilled and satisfied.

IN WITNESS WHEREOF, we, the undersigned, do hereby execute this Amendment to the By-Laws of Berkley Grove Property Owners' Association, Inc. and certify that at least two (2) of the Directors voted to approve this Amendment to the By-Laws of Berkley Grove Property Owners' Association, Inc. and certify the truth of the facts herein stated this 3rd day of November, 2017.

BERKLEY GROVE PROPERTY OWNERS' ASSOCIATION, INC.

By: M. Hannah Wise
HANNAH WISE, President

Attest: Pamela D. Wise
PAM WISE, Secretary

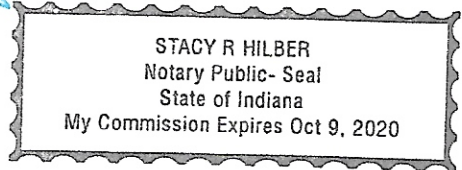
STATE OF INDIANA)
)
COUNTY OF HAMILTON)

Before me a Notary Public in and for said County and State, personally appeared Hannah Wise and Pam Wise, President and Secretary, respectively, of Berkley Grove Property Owners' Association, Inc. who acknowledged execution of the foregoing Amendment to the By-Laws of Berkley Grove Property Owners' Association, Inc., for and on behalf of said corporation, and who, having been duly sworn, states that the representations contained herein are true.

Witness my hand and Notarial Seal this 3rd day of November, 2017.

My Commission Expires: Oct. 9, 2020
Notary Public Stacy Hilber

Residence County: HAMILTON
Signature Stacy Hilber



This instrument prepared by, and should be returned to, Kimberly M. Sutter, Esq. Eads Murray & Pugh, P.C., Attorneys at Law, 9515 E. 59th St., Suite B, Indianapolis, IN 46216