

**AMENDMENT TO BYLAWS OF
THE FAIRWAYS AT FIELDCREEK RANCH
HOMEOWNERS ASSOCIATION, INC.**

The Bylaws are hereby amended as follows:

ARTICLE FIVE

Section 5.01 is deleted in its entirety and replaced with the following:

Section 5.01. Number. The affairs of the Association shall be managed by a Board of Directors, consisting of five (5) persons. The authorized and fixed number may be changed by amendment to these Bylaws herein.

Section 5.03 is deleted in its entirety and replaced with the following:

Section 5.03. Term of Office. Directors will serve for terms of two (2) years. The Association will institute a rotation of Directorships so that office terms are staggered on a three (3) - two (2) Director basis, with three (3) Directors elected every other year and two (2) Directors elected every other year. Each Director, including a Director appointed to fill a vacancy or elected at a meeting of Members, will hold office until the expiration of the term for which elected and until a successor has been elected or appointed and qualified. There is no limit on the number of consecutive terms to which a Director may be reelected or appointed. In order to be able to institute the staggered terms, in the first year that the directors shall be elected to two (2) year terms, the two directors receiving the least amount of votes shall serve one year terms and the other three(3) directors receiving the highest number of votes shall serve two year terms. Thereafter, all directors shall serve two (2) year terms.

In case any of the Bylaws conflicts with any provisions of the laws of the State of Nevada, such conflicting Bylaws will be null and void upon a court determination to such effect. All other Bylaws will remain in full force and effect.

CERTIFICATE OF SECRETARY

The undersigned duly elected and acting Secretary of the mutual benefit nonprofit corporation, known as The Fairways at Fieldcreek Ranch Homeowners Association, does hereby certify that the above and foregoing amendment to the Bylaws, was duly adopted by vote of the Members and that the same does now constitute the new 5.01 and 5.03 of the Bylaws of The Fairways at Fieldcreek Ranch Homeowners Association.

The Fairways at Fieldcreek Ranch
Homeowners Association

Dated: 3/3/14

By: Kathy Braband
Kathleen M. Braband, Secretary