STATE OF SOUTH CAROLINA)	AMENDMENTS TO BY-LAWS OF
)	LAUREL HILL HOMEOWNER'S
COUNTY OF ORANGEBURG)	ASSOCIATION, INC.

WHEREAS, the original By-Laws of Laurel Hill Homeowner's Association, Inc. (hereinafter "By-Laws") are dated June 20, 1990, and recorded in the Office of the Register of Deeds for Orangeburg County in Deed Book 559, page 1021;

WHEREAS, in Article XIII of the By-Laws, amendments are allowed "... at any annual, regular or special meeting of the members of the Association, by a majority vote of all the members entitled to vote, provided that notice of intention to amend shall have been contained in the notice of meeting";

WHEREAS, the aforesaid requirements were satisfied; and

WHEREAS, the undersigned desires to amend the By-Laws.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, the By-Laws are amended to read as follows:

Article II: Principal Office.

The principal office of the Association shall be located at 396 St. Paul St., Orangeburg, SC 29115

Article V: Meeting of Members

1. Annual Meetings.

Delete: "The first meeting of the Association, whether a regular or special meeting, shall be held within twelve (12) months from the date of the incorporation of the Association. The next annual meeting of the Association shall be set by the Board of Directors, but must be held prior to the expiration of twelve (12) months from the first meeting. Thereafter, regular annual meetings shall be held within fifteen (15) days of the same day of the same month of each year thereafter at an hour set by the Board of Directors. Subject to the foregoing,"

Amend to read: "The date, time and place of all such meetings shall be set by the Board of Directors. The purpose of the annual meetings shall be for the purpose of electing directors, approving annual dues, and for the transaction of such other business as may come before the meeting.

6. Quorum

Amend to read: "The presence at any meeting, in person or by proxy, of the members holding twenty-five (25%) percent of the votes that may be cast at such meeting shall be necessary and sufficient to constitute a quorum for the transaction of business. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. At the second meeting, any number of members present either in person or by proxy, regardless of the aforementioned quorum, shall be deemed sufficient to establish a quorum for the transaction of business given that notice of the original meeting was provided in accordance with these by-laws."

7. Adjourned Meetings. This section is to be deleted.

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11. Voting by Mail.

Amend to read: "Where business of the Association is required to be conducted, such business may be conducted by mail in such manner, as the Board of Directors shall determine."

12. Order of Business.

Amend to read: "The Order of business for any regular or special meeting shall be determined by the Board of Directors."

Article VII: Officers.

 Election of Officers. Delete the last sentence, "Officers shall be either (i) members of the Association or (ii) officers, partners, agents, representatives or employees of the Developer."

Article IX: Dues and Assessments.

Delete First Sentence Only: 1. Annual Dues. The dues shall be One Hundred Fifty and no/100 (\$150.00) dollars per year, per lot.

Amend to Read: 1. Annual Dues. The dues shall be Two Hundred and no/100 (\$200.00) dollars per year, per lot.

Said By-Laws and the remaining provisions therein, as amended herein, shall remain in full force and effect.

In witness whereof, each party to this agreement has caused it to be executed on this 17th day of May, 2004.	
SIGNED, SEALED AND DELIVERED IN THE PRESENCE OF Clause Byjant Carolyn, Hinsing	THE GENOA GROUP, A SC GENERAL PARTNERSHIP By: (SEAL) Marion F. Moore, Managing Partner
STATE OF SOUTH CAROLINA))	•
On the 24 day of May Notary Public in and for said County and State, per personally known to me (or proved to me on the bawhose name is subscribed to in this instrument and	asis of satisfactory evidence) to be the person

WITNESS under my hand and official seal.

Notary Public for South Carolina My commission expires: 3///5