

Related References: Book 5266,
Page 234; Book 5378, Page 522;
Book 6296, Page 527; Book 6966,
Page 540; Book 8222, Page 462;
Book 8356, Page 809; Book 8522,
Page 303; Book 8522, Page 311;
Book 8522, Page 319; Book 8522,
Page 327; Book 8522, Page 335

This Instrument Prepared By and
After Recording Return To:

Chambliss, Bahner & Stophel, P.C.
1000 Tallan Building
Two Union Square
Chattanooga, TN 37402
Attention: Michael J. Stewart

Instrument: 2008120100380
Book and Page: 61 8808 681
MISC RECORDING FEE \$25.00
DATA PROCESSING FEE \$2.00
Total Fees: \$27.00
User: HCDC\KHoward
Date: 12/1/2008
Time: 3:44:41 PM
Contact: Pam Hurst, Register
Hamilton County, Tennessee

AMENDMENT TO BYLAWS
OF
EMERALD BAY HOMEOWNERS ASSOCIATION, INC.

THIS AMENDMENT TO BYLAWS OF EMERALD BAY HOMEOWNERS
ASSOCIATION, INC. (this "Amendment") is adopted by the Emerald Bay Homeowners
Association, Inc. (the "Association") this 11th day of November, 2008.

RECITALS:

A. Emerald Bay is a residential development (the "Project") located in Hamilton
County, Tennessee and consists of five distinct neighborhoods/subdivisions: Brooke Stone;
Emerald Bay; Emerald Lake; Emerald Point; and Patten Place (individually, a "Subdivision";
collectively, the "Subdivisions").

B. The Brooke Stone neighborhood/subdivision ("Brooke Stone") is subject to the
provisions of the Declaration of Covenants and Restrictions recorded at Book 5266, Page 234;
Book 5378, Page 522; and Book 6296, Page 527, pursuant to the provisions of the instrument
recorded at Book 6966, Page 540, as amended and supplemented at Book 8222, Page 462; Book
8356, Page 809; and Book 8522, Page 335, in the Hamilton County, Register of Deeds Office
(the "Register's Office").

C. The Emerald Bay neighborhood/subdivision ("Emerald Bay") is subject to the
provisions of the Declaration of Covenants and Restrictions recorded at Book 5266, Page 234, as
amended and supplemented at Book 6966, Page 540; Book 8222, Page 462; Book 8356, Page
809; and Book 8522, Page 327, in the Register's Office.

D. The Emerald Lake neighborhood/subdivision ("Emerald Lake") is subject to the
provisions of the Declaration of Covenants and Restrictions recorded at Book 5378, Page 522, as

amended and supplemented at Book 6966, Page 540; Book 8222, Page 462; Book 8356, Page 809; and Book 8522, Page 303, in the Register's Office.

E. The Emerald Point neighborhood/subdivision ("Emerald Point") is subject to the provisions of the Declaration of Covenants and Restrictions recorded at Book 5266, Page 234, as amended and supplemented at Book 6966, Page 540; Book 8222, Page 462; Book 8356, Page 809; and Book 8522, Page 319, in the Register's Office.

F. The Patten Place neighborhood/subdivision ("Patten Place") is subject to the provisions of the Declaration of Covenants and Restrictions recorded at Book 6296, Page 527, as amended and supplemented at Book 6966, Page 540; Book 8222, Page 462; Book 8356, Page 809; and Book 8522, Page 311, in the Register's Office.

G. Pursuant to the terms of the Transfer of Common Properties Agreement recorded at Book 8222, Page 462 in the Register's Office, the developers of the Project transferred ownership of the common properties to the Association.

H. Pursuant to the terms of the Bylaws for the Emerald Bay Homeowners Association, Inc. recorded at Book 8356, Page 809 in the Register's Office, the developers transferred their governing authority for the Project to the Association and the Association adopted therein the bylaws that are attached thereto as Exhibit A (the "Bylaws").

I. In order to ensure that groups with possible dissimilar interests are represented on the Association's board of directors (the "Board") and to avoid homeowners from one Subdivision being able to elect the entire Board because of the number of homes within such Subdivision, the Association desires to amend the Bylaws to provide that each of the five (5) board members of the Association are to be selected by and are to represent each of the Subdivisions.

J. Pursuant to Section 8.02 of the Bylaws, the Bylaws may be amended by the Association upon the approval of an affirmative vote of sixty-seven percent (67%) of the homeowners who are in attendance or represented at an annual or special meeting of the Association.

For good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Association hereby adopts and declares the following amendments to the Bylaws.

1. **Amendment.** The Bylaws are hereby amended as follows:

(a) Section 5.01 of the Bylaws is deleted in its entirety and replaced with the following:

5.01 **Board of Directors.** Subject to Section 5.02 of this Article herein below, the administration of the Development and Common Properties on behalf of the Association shall be conducted by a Board of Directors ("Board") which shall

consist of five (5) natural persons of legal age, each of whom, at all times during membership on the Board, shall be a Member, a member of the household of a Member, or the nominee of an entity, other than a natural person, which is a Member. Notwithstanding anything herein to the contrary, each neighborhood/subdivision: Brooke Stone; Emerald Bay; Emerald Lake; Emerald Point; and Patten Place (individually, a "Subdivision"; collectively, the "Subdivisions") which comprises the Emerald Bay residential development shall vote on a separate slate of candidates for election to the Board so that the Board will be composed of one member from each of the Subdivisions.

(b) All references to the Emerald Point at Emerald Bay Homeowners' Association, Inc. and related terms shall be changed to reference the Emerald Bay Homeowners Association, Inc., it being the intent of the Association to clarify the fact that the Association is the only association of homeowners with respect to the Project and that the Bylaws are the Associations' governing documents.

2. **Full Force and Effect.** Except as specifically provided in this Amendment, the Bylaws shall remain unchanged and in full force and effect.

3. **Definitions.** The capitalized terms used but not defined in this Amendment shall have the meanings given to them in the Bylaws.

[execution page follows]

IN WITNESS WHEREOF, the Emerald Bay Homeowner's Association, Inc. has executed this Amendment effective as of the date set forth above.

EMERALD BAY HOMEOWNERS
ASSOCIATION, INC.

By: Arlene Devita
Arlene Devita, President

STATE OF TENNESSEE)
)
COUNTY OF HAMILTON)

Before me, a Notary Public, of the state and county aforesaid, personally appeared Arlene Devita, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be president of the Emerald Bay Homeowners Association, Inc., the within named bargainer, a Tennessee non-profit corporation, and that she as such president, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as president.

WITNESS my hand and seal at office in Chattanooga, Tennessee, this 11th day of November, 2008.

Elba Bravo
Notary Public
My commission expires 8/18/2010

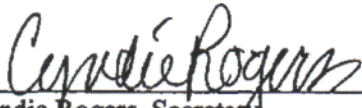
[Affix Notarial Seal]



Book and Page: GI 8808 685

SECRETARY'S CERTIFICATION

In accordance with Section 8.02 of the Bylaws, the undersigned, Secretary of the Association, certifies that the foregoing amendment was approved by an affirmative vote of sixty-seven percent (67%) of the homeowners in attendance at a special meeting of the Association called for the purpose of amending the Bylaws and held on December 4, 2007.



Cyndie Rogers, Secretary

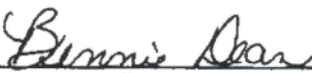
STATE OF TENNESSEE :
:
COUNTY OF HAMILTON :

Before me, a Notary Public of the state and county aforesaid, personally appeared Cyndie Rogers, to me known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, and acknowledged that such person executed the same as her free act and deed.

WITNESS my hand and seal, at office in Hamilton County, Tennessee, this 5th day of November, 2008.



[Affix Notarial Seal]



Notary Public
My commission expires: 2-2-10