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Return to: Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

STATE OF GEORGIA
COUNTY OF GILMER

CROSS-REFERENCE: Deed Book 733
Pages 145

**AMENDMENT TO THE BYLAWS OF
WALNUT MOUNTAIN PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, the Bylaws of the Walnut Mountain Property Owners Association, Inc. ("Bylaws") are attached as Exhibit "B" to the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Walnut Mountain, recorded on September 29, 2000, in Deed Book 733, Page 145, et seq., Gilmer County, Georgia Records, as amended ("Declaration"); and

WHEREAS, Article VI, Section 8 of the Bylaws provides that the Bylaws may be amended by the affirmative vote, written consent, or any combination of affirmative vote and written consent of the members of the Walnut Mountain Property Owners Association, Inc. ("Association") holding sixty-six and two-thirds (66 2/3%) percent of the total eligible vote of the Association; and

WHEREAS, members of the Association holding sixty-six and two-thirds (66 2/3%) percent of the total eligible vote of the Association desire to amend the Bylaws and have approved this Amendment;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1.

Article III(A), Section 1 of the Bylaws regarding *Composition* is hereby amended by deleting that Section in its entirety and replacing it with the following new Section 1:

Section 1. Composition. Except as otherwise provided below for the years 2014 through 2016, the affairs of the Association shall be governed by a Board of Directors composed of nine (9) persons. The directors shall be Owners of Lots or spouses of such Owners; provided, however, no Owner and his or her spouse or co-Owner or member of the same family Unit may serve on the Board at the same time.

In order to accomplish the purpose of gradually reducing the number of directors from twelve (12) director positions in 2014 to nine (9) in 2016, the number of available director positions to be filled will be reduced by one (1) position per annual election, beginning with the election held in 2014 and continuing through the election in 2016, until the total number of positions on the Board reaches nine (9) at the 2016 annual election.

2.

Except as stated herein, the Bylaws shall remain unchanged.

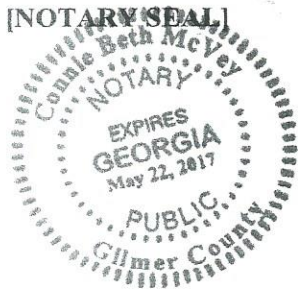
IN WITNESS WHEREOF, the undersigned officers of the Walnut Mountain Property Owners Association, Inc. hereby certify that the above Amendment to the Bylaws of the Walnut Mountain Homeowners Association, Inc. was duly adopted by the required majority of the Association and its membership, with proper notices given.

This 24th day of March, 2014.

SWORN TO AND SUBSCRIBED
BEFORE ME this 24th day
of March, 2014.

Evelyn Johnson
Witness

Cornie Beth McVey
Notary Public



ASSOCIATION:

WALNUT MOUNTAIN HOMEOWNERS
ASSOCIATION, INC.

By: MR. Bifurath
President

Attest: Susan Harder
Secretary

[CORPORATE SEAL]