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<small>JURTH A. GIBSON, REGISTER OF DEEDS MECKLENBURG COUNTY, NC</small>	

Prepared by and return to: Sellers, Hinshaw, Ayers, Dortch & Lyons, P.A. (Box 91)

**CERTIFICATION OF AMENDMENT TO THE BY-LAWS
OF
HIGHLAND CREEK COMMUNITY ASSOCIATION, INC.**

This **CERTIFICATION OF AMENDMENT TO THE BY-LAWS OF HIGHLAND CREEK COMMUNITY ASSOCIATION, INC.** is made pursuant to Article VI, Section 6 of the By-Laws of Highland Creek Community Association, Inc. and is effective upon recordation in the Mecklenburg County Public Registry.

Statement of Purpose

The By-Laws of Highland Creek Community Association, Inc. provides in Article VI, Section 6 for by the affirmative vote or written consent, or any combination thereof, of Voting Members representing 75% of the total Class "A" votes in the Association, including 75% of the Class "A" votes held by Members other than Declarant; and the consent of the Class "B" Member, so long as such membership exists. In accordance with the requirements of the By-Laws, as well as N.C.G.S. § 55A-7-08, consent and approval was obtained from Voting Members representing 2,206 of the 2,786 Class "A" Members, which is 79%, and affirmative consent of the two Class "B" Members. Accordingly, the Amendment of the By-Laws as set forth herein is hereby certified by the Secretary of the Association for recordation in the Mecklenburg County Public Registry.

NOW, THEREFORE, with the affirmative vote of Voting Members representing 75% of the total Class "A" votes in the Association, including 75% of the Class "A" votes held by Members other than Declarant; and the consent of the Class "B" Members, the By-Laws of Highland Creek Community Association, Inc. are amended as follows:

1. The Article III, Section 7 of the By-Laws be amended and supplemented as follows:

The second paragraph is deleted and the following paragraphs substituted in lieu thereof:

Any director elected by the Voting Members who has three consecutive absences from board meetings or who is delinquent in the payment of any assessment or other charge due the Association for more than thirty days may be removed by a majority of the directors present at a regular or special meeting of the Board at which a quorum is present. Upon removal of a director and creation of a vacancy in this manner, a successor shall be elected by the Voting Members entitled to elect the director at a special meeting called as provided in Article II, Section 4, unless the period between the date on which the vacancy occurs and the expiration of the term of the director to be replaced is less than nine (9) months, in which case a successor shall be appointed by the Board without a special meeting and election as previously provided. Such successor shall serve the remainder of the term of the removed director.

In the event of a death, disability or resignation of a director, a vacancy shall exist. Upon such death, disability or resignation of a director, a successor shall then and there be elected by the Voting Members entitled to elect the director at a special meeting called as provided in Article II, Section 4, unless the period between the date on which the vacancy occurs and the expiration of the term of the director to be replaced is less than nine (9) months, in which case a successor shall be appointed by the Board without a special meeting and election as previously provided.. Such successor shall serve the remainder of the term of deceased, disabled or resigned director.

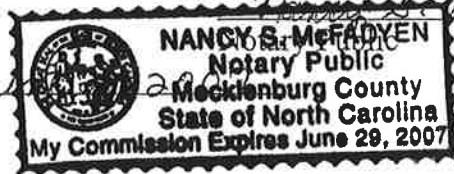
The undersigned, as Secretary of the Highland Creek Community Association, Inc., does hereby certify that approval of these Amendments was obtained as required by the By-Laws and in accordance with North Carolina law and that these Amendments to the By-Laws have been duly adopted to be effective upon the recordation of these Amendments.

Kelly Duschel
Secretary, Highland Creek Community Association

State of North Carolina
County of Mecklenburg

I, a notary public for the County and State aforesaid, do hereby certify that Kelly Duschel being first duly sworn, appeared before me this day and certified the due execution of the forgoing instrument for recordation in the Mecklenburg County Public Registry.

My Commission Expires: June 29, 2007
Seal or Stamp:



Nancy S. McFadyen