COULD NOT BE

FIRST AMENDMENT TO THE BYLAWS OF THE FALLS OWNERS ASSOCIATION, INC.

WHEREAS, a certain Bylaw for THE FALLS OWNERS ASSOCIATION has been recorded in the Official Records Book _____, Pages _____ through ____, in the Public Records of Colorado County, Texas; and

WHEREAS, over two-thirds (2/3) vote of a quorum of each class of members represented at the annual meeting of the members voted to amend Article III of the Bylaws.

NOW, THEREFORE, Article III, Meeting of Members, Section 1. Annual Meeting, is hereby amended to read as follows:

"The annual meeting of the members shall be held during the month of February in each year."

IN ALL OTHER RESPECTS, the original Bylaws, as amended, is hereby ratified and confirmed.

IN WITNESS WHEREOF, the President of the Association has executed this First Amendment to the Bylaws of The Falls Owners' Association this day of February 1992.

Signed, Sealed and Delivered in the presence of:

The Falls Owners' Association, Inc.

Kenn R. Keim, President

STATE OF TEXAS Florida COUNTY OF COLORADO LEE

BEFORE ME, the undersigned authority, personally appeared Kenn R. Keim to me well known to be the person described in and who executed the foregoing instrument as President of The Falls Owners' Association, Inc., a Texas corporation not for profit and he acknowledged before me that he executed such instrument as such Officer for said corporation, and that it was affixed to said instrument by due and regular Corporate authority, and that the said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal at said County and State aforesaid, this day of fermany, 1992.

My commission expires:

BORDED THAT CENERAL INS. UND.

NOTAR NOTAR NOTAR PUBLIC

Recorded the

18th day of May

A.D. 1992 at 12:15 o'clock

By Dinah Janah

DARLENE HAYEK, County Clerk