

**SECOND AMENDMENT TO THE BYLAWS
FOR
THE RANCH AT PRESCOTT**

(The Ranch at Prescott Homeowners Association)

Pursuant to Section 12 of the Bylaws of The Ranch at Prescott, the Bylaws may be altered, amended or repealed, or new Bylaws may be made by an instrument executed and acknowledged by the Board by majority vote.

The Board hereby amends the Bylaws and the First Amendment to The Bylaws For The Ranch at Prescott to include the following provisions:

Section 5.3.2, Council Member Vacancies. A vacancy occurring due to the voluntary resignation of a Council Member or to the ineligibility of a Council Member to serve shall be filled through appointment by an affirmative majority of the Council Members for the remaining term until elections are held. A Council Member so appointed must be a Property owner in the Unit they represent.

Section 5.3.3. Alternate Council Members Vacancies. A vacancy in the position of alternate Council Member shall be filled through appointment by an affirmative majority of Council Members for the remaining term until elections are held. An alternate Council Member so appointed *must be a Property owner in the Unit they represent*.

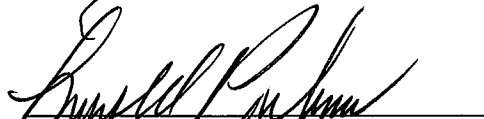
Section 5.3.4. Elections. The election of Council Members shall be held every year during September according to a process prescribed by an affirmative majority of the Homeowners Council Members. All Council Member elections shall be by secret ballot.

Section 5.3.2 and Section 5.3.3 were approved by the Council unanimously at the August, 2006 Council Meeting. Section 5.3.4 was approved by the Council unanimously at the June, 2007 Council Meeting.

I, Dion Mannen, as Chairman of The Ranch at Prescott Homeowners Association hereby certify that the Amendments stated above were approved and consented to at the Council Meeting held August 24, 2006 and at the Council Meeting held June 28, 2007.


Dion Mannen, Chairman

WITNESS


Russell Parker, Vice Chairman