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**FIRST AMENDMENT  
TO  
BYLAWS  
OF  
GOLD MOUNTAIN HOMEOWNERS ASSOCIATION**

This First Amendment to the First Restated Bylaws of Gold Mountain Homeowners Association (the "First Amendment") is made by Gold Mountain Homeowners Association (the "Association") Board of Directors, with reference to the following facts:

**RECITALS**

The Association is a California nonprofit mutual benefit corporation formed to manage and maintain the Gold Mountain development as required by the Association's Governing Documents. In accordance with the amendment provisions of the First Restated Bylaws of Gold Mountain Homeowners Association (the "Bylaws"), the Members of the Association approved the following First Amendment:

**NOW, THEREFORE, upon the execution of this First Amendment by the Association's duly elected Secretary, the Bylaws shall be amended, as follows:**

**1. Time and Place of Annual Meeting of Members.** Section 4.1 of the Bylaws shall be amended and restated to read as follows:

4.1 Annual Meeting. The annual meeting of the Members shall be held at least once per year, on a date and at a time and place to be designated by the Board of Directors, upon proper written notice to all of the Members.

**2. Miscellaneous.** To the extent that any provision of this Amendment conflicts with any provision of the Bylaws, the provision of the Amendment shall prevail. Except as herein amended, the Bylaws are confirmed and remain in full force and effect.

**3. Definitions.** Except as otherwise expressly provided herein, the capitalized terms in this First Amendment shall have the same meanings as defined in Association's governing documents, including the Bylaws.

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**CERTIFICATE OF SECRETARY**

The undersigned, Secretary of the nonprofit mutual benefit corporation known as the Gold Mountain Homeowners Association hereby certifies that the above and foregoing First Amendment was duly adopted by the affirmative vote of at least a majority of quorum of Members of the Association. Executed on \_\_\_\_\_, 2013.

**GOLD MOUNTAIN HOMEOWNERS ASSOCIATION,**  
a California nonprofit mutual benefit corporation

By: \_\_\_\_\_

\_\_\_\_\_, Secretary  
(Print Name)