

**FIRST AMENDMENT OF THE AMENDED AND RESTATED BYLAWS  
OF  
BROOKWOOD SUBDIVISION, FILING NO.1 HOMEOWNERS ASSOCIATION, INC.**

This Amendment of the Amended and Restated Bylaws of Brookwood Subdivision, Filing No.1 Homeowners Association, Inc. ("Bylaws") shall amend Article 4, Section 4.1 and subsection 4.4.1 of the Bylaws regarding the number of Directors to serve on the Board and the term each Director shall serve on the Board as set forth in more detail below.

Pursuant to Article 13 of the Bylaws, this Amendment shall become effective upon the affirmative vote of a majority of the Directors at a meeting of the Board where a quorum is present.

Recitals:

1. The first sentence of Article 4, Section 4.1 of the Bylaws provides:

The affairs of this Association shall be managed by a Board of three directors.

2. The second sentence of subsection 4.4.1 of the Bylaws states:

After the initially-elected directors are elected for staggered terms, so the terms of approximately one-third of the directors expires each year, the subsequently-elected directors shall be elected to serve a term of three years.

3. The Board of Directors acknowledges the benefits of employing staggered terms for directors serving on the Board, and desires to continue to employ staggered terms for future Members of the Board. However, based on the amendment regarding the number of Directors serving on the Board an alternative method of staggering the terms of future Board Members must be implemented.

THEREFORE, after an opportunity for member's comment and the affirmative vote of a majority of the Directors Section 4.1 and subsection 4.4.1 of Article 4 of the Bylaws are hereby amended as follows:

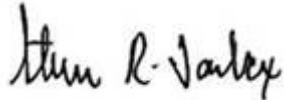
The first sentence of Section 4.1 of the Bylaws is hereby amended to establish that the affairs of this Association shall be managed by a Board of five directors.

The remainder of Section 4.1 shall be unaffected by this amendment.

The second sentence of subsection 4.4.1 is hereby amended to amend the term of office as follows. After the initially-elected directors are elected following this amendment, directors will have staggered terms. Future elections will be conducted whereby two directors are elected in even numbered years and three directors are elected in odd numbered years, to serve two year terms.

The remainder of subsection 4.4.1 shall be unaffected by this amendment.

This amendment is duly executed and certified this 26th day of June 2017 by Steven R. Tarbox, acting as the Association President of Brookwood Subdivision, Filing No.1 Homeowners Association, Inc. acknowledging that members were given an opportunity to speak regarding this amendment before a majority of the Directors voted to adopt this amendment to the Bylaws at a meeting of the Board on June 26, 2017.

A handwritten signature in black ink that reads "Steven R. Tarbox". The signature is written in a cursive style with a large initial 'S'.

Steven R. Tarbox, as President Brookwood Subdivision, Filing No.1 Homeowners Association, Inc.