

FIRST AMENDMENT TO THE
BYLAWS
OF
SEVILLE R.O. ASSOCIATION, INC.

Sections 5.1 and 5.2 of Article V and Sections 6.1 and 6.2 of Article VI of the Bylaws of SEVILLE R.O. ASSOCIATION, INC. (the "Corporation") are hereby amended in their entirety to read as follows:

ARTICLE V
BOARD OF DIRECTOR; SELECTION; TERM OF OFFICE

Section 5.1 Number and Qualification. The affairs of the Corporation shall be managed by a Board of nine (9) Directors selected by the Members. The Board of Directors shall be comprised of one (1) Board member nominated from each of the nine (9) buildings located within the Community. All Directors shall be owners of a Membership Certificate or shall be the designated voter of such a Membership Certificate. No Director shall continue to serve as such after he ceases to be an owner of a Membership Certificate or the designated voter of a Membership Certificate. Only the Members of each building may select and vote for their Director.

Section 5.2 Term of Office. Each Director's term of service shall extend until the next annual meeting of the Members and thereafter until his successor is duly elected and qualified or until he is removed in the manner provided in Section 5.3. Starting in 1995, the Members, in Buildings 1, 3, 7, & 11 shall elect a Director to serve a term of two years and Members of Buildings 2, 4, 8, 12, & 14 shall elect a Director to serve a term of one year. Thereafter, Buildings 1, 3, 7, & 11 will elect Directors for a two year term in the odd numbered years and Buildings 2, 4, 8, 12 & 14 will elect Directors for a two year term in the even numbered years.

ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

Section 6.1 Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee comprised of a Chairman, who is a member of the existing Board of Directors and Members from each building. The Nominating Committee shall solicit nominations from the Members of each building for the position to be filled from that building. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, based on the recommendations of the Members in each building, but not less than

the number of vacancies that are to be filled. Such nominations for the Director from each building shall be made from Members of that building.

Section 6.2 Election. Election to the Board of Directors shall be by secret ballot. At such election, Members of each building or their proxies may cast in respect to such vacancy as many votes as they are entitled to exercise under the provisions hereof for the Director for only their building. The person from each building receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Adopted by majority vote of the Members and by all of the Directors of the Corporation on June 9, 1994.

SEVILLE R.O. ASSOCIATION, INC.

By: Dean H. Davis

Dean Davis, President