

Trey Grayson  
Secretary of State  
Received and Filed

10/08/2004 11:37:49 AM

Fee Receipt: \$8.00

**ARTICLES OF AMENDMENT OF PERRY PARK  
RESORT OWNERS' ASSOCIATION, INC.**

Whereas, Perry Park Resort Owners' Association, Inc. convened a meeting of its members on September 11, 2004, and on said date and at said meeting presented and adopted amendments to Articles X and VII of its Articles of Incorporation;

WHEREAS, a quorum of the members of Perry Park Resort Owners' Association, Inc. entitled to cast votes respecting amendments to Articles of Incorporation was present at said meeting;

WHEREAS, at least two-thirds (2/3) of the votes cast in person or by proxy of members entitled to vote respecting amendments to Articles of Incorporation were cast in favor of the following amendments to the Articles of Incorporation of Perry Park Resort Owners' Association, Inc.;

**ARTICLE X**

The members of the PPROA shall be every person, firm or corporation who is the record owner, or has contracted for the purchase of any platted lot which is bound by covenants of record applicable to all other lots, which includes the obligation to pay assessments to the PPROA as prescribed in the Articles of Incorporation. Each member who has paid their assessments may vote either in person or by proxy. All ballots shall be in writing and all proxy voting must be received by the PPROA Board prior to the established time published by the Board of Directors for each election. Eligible members shall be entitled to: (1) one vote per property owner, regardless of the number of lots owned for each vacant position being voted upon for any election, or (1) one vote per property owner for special issues requiring the approval of eligible members. When more than one person or corporation holds interest in any property all such persons shall be members, and the one vote permitted shall be as they among themselves determine. Annual meetings of the members and election of Directors shall be held in accordance with the date set forth in the By-Laws.

The number of Directors elected each year will be no more than one-third (1/3) of the total of all Directors, which shall never be less than three (3) nor more than nine (9) and until otherwise determined by the eligible members shall be nine(9).

**Article VII**

1. At each annual meeting, the eligible members, by a majority vote of those present in person or by proxy, shall elect as provided for in Article X the number of directors to fill the expired terms. The term of the new director(s) shall be three (3) years or until their successors have been elected and have accepted office. It shall be necessary for a director to be a eligible member of the Association as provided for in Article X.

2. The directors shall elect a President, a Secretary and a Treasurer and may elect, or the Board of Directors may appoint, such other officers or assistant officers as may be provided for in the By-Laws of the Association or by appropriate resolution of the Board of Directors.

Officer's needs to be a director, and any two (2) of the offices of Secretary and Treasurer, and of any assistant to such officer may be combined in one person. All elected officers shall serve for a term of one (1) year and until their respective successors shall have been elected and shall have accepted office, unless sooner removed in the manner provided by the By-Laws. All officers shall hold office at the pleasure of the Board members electing them, except as the By-Laws may otherwise provide. The duties of the officers and of the assistant officers shall be prescribed by the By-Laws, or shall be those usually incident to such offices where the By-Laws fail to provide otherwise, and, where not inconsistent with the By-Laws those which may be assigned to them from time to time by the Board of Directors.

3. All annual and other meetings of the members and directors shall be called in such manner, and held at such time and places as shall be fixed by the By-Laws.

4. Election to the Board of Directors shall be by written ballot as provided by the By-Laws. At such election, the eligible members or their proxies may cast as many votes in the aggregate as the eligible member shall be entitled to vote under Article VII hereof, multiplied by the number of directors to be elected at such election; and each eligible member may cast one (1) vote for each open director position. Cumulative voting is not permitted. The names receiving the largest number of votes shall be elected directors.

5. A director may be removed with cause by a majority vote of the Board of Directors or a director or the entire Board of Directors may be removed, with cause, by the eligible members cumulatively voting a majority of the voting power then held by all eligible members

6. Any vacancy occurring in the Board of Directors shall be filled for the unexpired term by the majority vote of the remaining directors even if less than a quorum; and if there shall be no directors remaining, then by a plurality cumulative vote of the members present at a meeting called for that purpose by any member, upon like notice and in like manner as provided for an annual election.

Paul Minch 10-5-04  
Paul Minch  
PRESIDENT

Nancy Bowman 10-5-04  
ATTEST Nancy Bowman  
SECRETARY

FILED  
BOOK 5 PAGE  
AT 10:55 AM  
OCT 11 2004  
REC. FEE 9.00 TAX  
MARY K. DUNCAN, OWEN CO. CLERK  
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