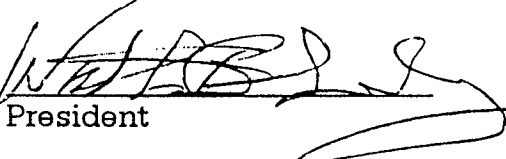



AMENDMENT 1
to
BY-LAWS
of the
ROCKY BAYOU OWNERS ASSOCIATION

Section 5 of Article V is amended, as approved by more than 51 percent of a duly constituted quorum at the March 3, 1998 annual membership meeting, to read:

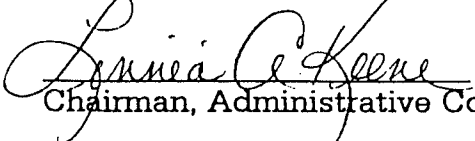
Section 5 - Quorum:: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 41% of the votes shall constitute a quorum for action being presented to the members. Any action voted on by the members shall receive at least 51% of the votes for the action to be considered approved. If a quorum is not present at any meeting, the president shall adjourn the meeting and announce the date, place, and hour for another meeting to replace the meeting adjourned for the lack of a quorum.. The new meeting shall be scheduled as soon as feasible.


President

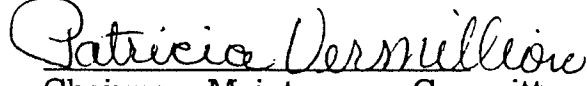

Vice President


Secretary/Treasurer


Chairman, Architectural Committee


Chairman, Administrative Committee


Chairman, Environmental Committee


Chairman, Maintenance Committee