

**THIRD AMENDMENT TO BY-LAWS OF
BARRY HARBOR HOMES ASSOCIATION, INC.**

(A Missouri Not-For-Profit Corporation)

WHEREAS on or about July 17, 1979, the Board of Directors of Barry Harbor Homes Association, Inc., a Missouri Not-For-Profit Corporation ("the Corporation"), by virtue of the authority granted to the Corporation in the Seventh paragraph of the Articles of Incorporation of the Corporation, adopted By-Laws to govern management and control of the Corporation, and

WHEREAS the Board of Directors, in light of its experience and upon careful consideration and deliberation, finds it to be in the best interests of the Corporation to amend the corporate By-Laws, as amended, as set forth herein, and

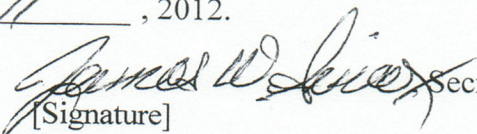
WHEREAS the Board of Directors believes the Corporation would benefit if the provision in the Second Amendment, effective May 4, 2003, Article IV, Section 11, subsection 4, regarding the scheduling of a "Candidate Forum" were amended to provide greater flexibility in scheduling,

NOW THEREFORE, the By-Laws, as amended, shall be, and are hereby, amended further, to wit: The Second Amendment, effective May 4, 2003, Article IV, Section 11, subsection 4, regarding commencement of a regular September Board meeting one hour early to all Board Member candidates to discuss their candidacy, is deleted and, in lieu thereof, the following provision shall take effect effective JANUARY 11, 2012:

4 The Board will commence either (1) the Annual Meeting or (2) the regular Board meeting prior to the Annual Meeting early to allow candidates for election to the Board of Directors, or Members speaking on behalf of such candidates, to campaign and to answer questions regarding their candidacies, if the number of candidates exceeds the number of positions to be filled. This "Candidate Forum" portion of the meeting will be open to all Homes Association Members.

Secretary Certification

I hereby certify that the foregoing Third Amendment was adopted by vote of the required number of Directors on JANUARY 11, 2012.


[Signature] Secretary

Jim Sincor
[Print name]

**RESOLUTION OF BOARD OF DIRECTORS
ADOPTING
THIRD AMENDMENT TO BY-LAWS OF
BARRY HARBOR HOMES ASSOCIATION, INC.
(A Missouri Not-For-Profit Corporation)**

WHEREAS on or about July 17, 1979, the Board of Directors of Barry Harbor Homes Association, Inc., a Missouri Not-For-Profit Corporation ("the Corporation"), by virtue of the authority granted to the Corporation in the Seventh paragraph of the Articles of Incorporation of the Corporation, adopted By-Laws to govern management and control of the Corporation, and

WHEREAS the Board of Directors, in light of its experience and upon careful consideration and deliberation, finds it to be in the best interests of the Corporation to amend the corporate By-Laws, as amended, as set forth herein, and

WHEREAS the Board of Directors believes the Corporation would benefit if the provision in the Second Amendment, effective May 4, 2003, Article IV, Section 11, subsection 4, regarding the scheduling of a "Candidate Forum" were amended to provide greater flexibility in scheduling,

NOW THEREFORE,

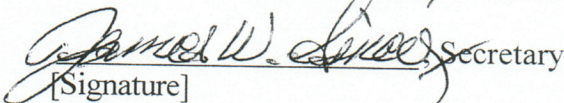
BE IT RESOLVED that the By-Laws, as amended, shall be, and are hereby, amended further, to wit: The Second Amendment, effective May 4, 2003, Article IV, Section 11, subsection 4, regarding commencement of a regular September Board meeting one hour early to all Board Member candidates to discuss their candidacy, is deleted and, in lieu thereof, the following provision shall take effect effective JANUARY 11, 2012:

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BE IT FURTHER RESOLVED that the Secretary shall certify that such Third Amendment was approved and adopted by a sufficient number of members of the Board of Directors at a meeting wherein such business was permitted.

Secretary Certification

I hereby certify that the foregoing Resolution Adopting a Third Amendment was approved by vote of the required number of Directors on JANUARY 11, 2012.


[Signature]

James W. SINCOX
[Print name]