



**AMENDMENT TO THE BY-LAWS OF THE
MAINSTREET COMMUNITY SERVICES ASSOCIATION, INC.**

WHEREAS, an Amended and Restated set of By-Laws of the Mainstreet Community Services Association, Inc. went into effect as of January 1, 1985; and

WHEREAS, Article XI, Section 1 permits the By-Laws to be amended, in whole or in part, by the affirmative vote of two-thirds (2/3) of a quorum; and

WHEREAS, Article XI, Section 1 establishes the quorum at which an amendment to the By-Laws will be presented as fifteen percent (15%) of the total number of votes of the Association; and

WHEREAS, Article XI, Section 1 further provides that in the event business cannot be transacted at a meeting called for the purpose of amending the By-Laws because a quorum is not present, a majority of members present in person or by proxy may adjourn the meeting for a period not to exceed thirty (30) days. The quorum required at the reconvened meeting is reduced to one-half (1/2) of the quorum required at the previous meeting, but shall not be less than one hundred (100) members present in person or by proxy entitled to cast votes; and

WHEREAS, a meeting was held on December 19, 2002 for the purpose of amending Article IV, Section 4 of the By-Laws to change the quorum requirement for a meeting from fifteen percent (15%) to ten percent (10%); and

WHEREAS, due to the lack of a quorum, the meeting was adjourned until January 16, 2003; and

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WHEREAS, one-hundred-one (101) members eligible to vote were represented at the reconvened meeting in person or by proxy; and

WHEREAS, seventy-nine (79) members, more than two-thirds (2/3) of a quorum, voted in favor of the amendment and sixteen (16) voted against the amendment;

NOW, THEREFORE, the By-Laws of the Mainstreet Community Services Association, Inc. are hereby amended as follows:

1.

Article IV, Section 4 is amended by deleting the terms "fifteen percent (15%)" and substituting therefore the terms "ten percent (10%)" so, as amended, Article IV, Section 4 of the By-Laws shall read as follows:

Section 4 Quorum. At all meetings of the Members of the Association regular or special, the present, in person or by proxy, of Members entitled to cast at least ten percent (10%) of the total number of votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. The acts of the majority of the Members present, in person or by proxy, entitled to cast votes, at a meeting at which a quorum is present shall be the acts of the Members of the Association.

IN WITNESS WHEREOF, the undersigned officers of the Mainstreet Community Services Association, Inc. hereby certify that this amendment became effective on January 16, 2004.

By: Wendy L. Pinner
President

Attest: John A. Brown
Secretary

**AMENDMENT TO THE BYLAWS OF
MAINSTREET COMMUNITY SERVICES ASSOCIATION, INC.**

WHEREAS, an amended and restated set of Bylaws of the Mainstreet Community Services Association, Inc. ("Association") went into effect as of January 1, 1985; and

WHEREAS, Article XI, Section 1 of the Bylaws provides that the Bylaws may be amended at a special meeting of the Members called for the purpose of amending the Bylaws. The quorum required at such special meeting shall be the presence, in person or by proxy, of Members entitled to cast at least ten percent (10%) of the total number of votes of the Association; and

WHEREAS, an affirmative vote of two-thirds (2/3) of the quorum is required to amend the Bylaws; and

WHEREAS, Article XI, Section 3 of the Bylaws provides the notice of the meeting shall specify the place, date and hour of the meeting, and shall state the substance of the proposed amendment which will be the subject of the meeting; and

WHEREAS, a meeting was held on DECEMBER 19, 2006 for the purpose of amending the Bylaws to submit to and comply with the Property Owners Association Act ("POA");

WHEREAS, more than two-thirds (2/3) of a quorum of the Members present in person or by proxy at this duly called and properly noticed special meeting of the Members have voted to amend the Bylaws; and

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1.

Article II, Section 2 is hereby deleted in its entirety and the following is substituted therefor:

Section 2. Suspension of Membership Rights. No Member shall be eligible to vote, either in person or by proxy, or to be elected to the Board, if that Member is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association or if the Member has had its voting rights suspended for the infraction of any provision of the Declaration, these Bylaws, or any rule of the Association. If the voting rights of a Member have been suspended, that Member shall not be counted as an eligible vote for any purpose.

2.

Article IV, Section 8 of the Bylaws is hereby deleted in its entirety and the following is substituted therefor:

Section 8. Voting Rights. Voting rights shall be as set forth in Article III, Section 2 of the Declaration, as amended.

3.

Article V, Sections 7 and 8 of the Bylaws are hereby deleted in their entirety, and the following are substituted therefor:

Section 7. Power and Duties of the Board of Directors. The Board of Directors shall manage the affairs of the Association and have every right, power and privilege authorized or implied herein and under Georgia law to effectuate such responsibilities. Unless otherwise required by the Declaration, the Act or the Georgia Nonprofit Corporation Code, the Board of Directors may perform all of its responsibilities without a vote of the Association membership. The Board of Directors may delegate any and all of its functions, in whole or in part, to any entity. In addition to the duties imposed by these Bylaws, the Board of Directors shall have the power to do the following (by way of explanation and not limitation):

- (a) control, manage, operate, maintain, repair, replace, and improve all portions of the Association Properties as defined in the Declaration;
- (b) grant and accept permits, licenses, utility easements, leases, and other easements;
- (c) acquire, hold, mortgage or otherwise burden or encumber, grant easements and rights-of-way across, dedicate, transfer, and dispose of tangible and intangible personal property;
- (d) make, delete and amend reasonable rules and regulations governing the use of the Association Properties;
- (e) enforce by legal means the provisions of the Declaration; these Bylaws and the rules and regulations as provided in the Declaration and the Act;
- (f) bring or defend any actions or proceedings which may be instituted on behalf of or against the Owners concerning the Association or the Association Properties;
- (g) prepare and adopt an annual budget and establish the contribution from each Owner to the Common Expenses;
- (h) establish the means and methods of collecting assessments as provided in the Declaration;
- (i) deposit Association funds in a financial depository or institution that the Board of Directors shall approve, or otherwise invest the proceeds in accordance with any limitations set forth in O.C.G.A. Section 14-3-302, and use such funds to administer the Association;
- (j) designate the signatories of all Association bank and other financial accounts;
- (k) obtain and carry insurance against casualties and liabilities as provided in the Declaration and pay the premium cost thereof;

(l) make or contract for the making of repairs, additions and improvements to, or alterations of, the Association Properties after damage or destruction by fire or other casualty, in accordance with the other provisions of the Declaration and these Bylaws;

(m) designate, hire, dismiss and contract with the personnel necessary to operate the Association and the personnel necessary to maintain, repair, replace and improve the Association Properties and, where appropriate, compensate such personnel; and

(n) purchase equipment, supplies and material to be used by Association personnel in the performance of their duties;

(o) borrow money for the purpose of improving Association Properties;

(p) take such steps as are reasonably necessary to protect the Association Properties which it then owns against foreclosure;

(q) suspend the enjoyment rights of any Member for any period which any Member's assessment remains unpaid and for such period as it considers appropriate for any infraction by such Member of its published rules and regulations, or terms of the Declaration of Bylaws;

(r) to charge reasonable admission and other fees for the use of the Association properties;

(s) fix annual assessments and parcel assessments at amounts sufficient to meet the obligations imposed by the Declaration;

(t) employ managers, independent contractors, and such other employees as it deems necessary, and to prescribe their duties. No management contract entered into by the Board may run in excess of one year, unless it contains a provision granting the Association the right to cancel the contract with or without cause on 30 days notice;

Section 8. [Redacted].

4.

Article X, Section 2 of the Bylaws is hereby deleted in its entirety and the following is substituted therefor:

Section 2. Notice of Meetings. The Secretary shall mail or deliver to each Owner of Lots of record or to the Lots a notice of each annual or special meeting of the Association at least twenty-one (21) days prior to each annual meeting and at least seven (7) days prior to each special meeting. The notice shall state the purpose of any special meeting, as well as the time and place where it is to be held. The notice of an annual meeting shall state the time and place of the meeting. If any Owner wishes notice to be given at an address other than his or her Lot, Living Unit or non-residential Lot, the Owner shall designate such other address by written notice to the Secretary. The mailing or delivering of a meeting notice as provided in this Section shall constitute proper service of notice.

5.

Article XI, Section 1 of the Bylaws is hereby deleted in its entirety and the following is substituted therefor:

Section 1. Procedure. Except where higher vote is required for action under a particular provision of the Declaration or these Bylaws, or where an amendment is authorized by the Board of Directors as set forth herein, these Bylaws may be amended by the affirmative vote, written consent, or any combination of affirmative vote and written consent of the owners holding sixty-six and two thirds percent (66 2/3%) of the eligible vote of the total Association membership, or any lower percentage authorized by the Act.

Notice of a meeting, if any, at which an amendment will be considered shall identify the subject matter of the proposed amendment.

IN WITNESS WHEREOF, the undersigned officers of the Mainstreet Community Services Association, Inc. hereby certify that the foregoing amendment was approved by the requisite number of Association Members with all required notices duly given.

This 19 day of DECEMBER, 2006.

Sworn to and subscribed before me
this 19 day of December,
2006.

Witness

ASSOCIATION: MAINSTREET COMMUNITY
SERVICES ASSOCIATION, INC.

By: Winfrey F. Prem

Attest: _____

[CORPORATE SEAL]

Notary Public

[Notary Seal]

Notary Public, DeKalb County, Georgia
Jacquelyn G. Bowers
My Commission Expires
August 21st 2009