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FIRST AMENDMENT TO
BY-LAWS OF
PLANTATION POINTE MASTER ASSOCIATION, INC.

W. ROUSE
BOONE COUNTY CLERK

9.000

THIS FIRST AMENDMENT TO BY-LAWS OF PLANTATION POINTE MASTER ASSOCIATION, INC., is made and entered into as of the 5th day of December, 1996, by and among RAYMOND ERPENBECK, RONALD A. ERPENBECK, AND LAWRENCE ERPENBECK (hereinafter collectively "Directors").

W I T N E S S E T H :

WHEREAS, on or about October 20, 1995, the Directors adopted those certain By-Laws of Plantation Pointe Master Association, Inc. (the "By-Laws"); and

WHEREAS, the Directors desire to amend said By-Laws to modify the amendment provisions thereof; and

WHEREAS, the By-Laws provide that the Directors have such authority,

NOW, THEREFORE, the Directors for and in consideration of the covenants and agreements made herein and other good and valuable consideration, do hereby amend the By-Laws as follows:

1. Section 8.3, Amendments, shall be amended to read in its entirety as follows:

8.3. Amendments. The By-Laws of the Corporation may be amended from time to time by a majority vote of the voting members.

2. Except as modified hereby, the By-Laws shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, all of the Directors have hereunto set their hands as of the day and year first above written.

WITNESSES AS TO ALL:

DIRECTORS:

PLANTATION POINTE MASTER ASSOCIATION,
INC., a Kentucky corporation

[Handwritten signatures]

By: *[Signature]*
Raymond Erpenbeck

By: *[Signature]*
Ronald A. Erpenbeck

By: *[Signature]*
Lawrence Erpenbeck

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FIRST AMENDMENT TO BY-LAWS OF PLANTATION POINTE MASTER ASSOCIATION, INC. 1976 L 13 P 252

THIS FIRST AMENDMENT TO BY-LAWS OF PLANTATION POINTE MASTER ASSOCIATION, INC., is made and entered into as of the 5th day of December, 1996, by and among RAYMOND ERPENBECK, RONALD A. ERPENBECK, AND LAWRENCE ERPENBECK (hereinafter collectively "Directors").

WITNESSETH:

WHEREAS, on or about October 20, 1995, the Directors adopted those certain By-Laws of Plantation Pointe Master Association, Inc. (the "By-Laws"); and

WHEREAS, the Directors desire to amend said By-Laws to modify the amendment provisions thereof; and

WHEREAS, the By-Laws provide that the Directors have such authority,

NOW, THEREFORE, the Directors for and in consideration of the covenants and agreements made herein and other good and valuable consideration, do hereby amend the By-Laws as follows:

1. Section 8.3, Amendments, shall be amended to read in its entirety as follows:

8.3. Amendments. The By-Laws of the Corporation may be amended from time to time by a majority vote of the voting members.

2. Except as modified hereby, the By-Laws shall remain in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, all of the Directors have hereunto set their hands as of the day and year first above written.

WITNESSES AS TO ALL:

DIRECTORS:

[Handwritten signatures of witnesses]

PLANTATION POINTE MASTER ASSOCIATION, INC., a Kentucky corporation

By: [Signature] Raymond Erpenbeck

By: [Signature] Ronald A. Erpenbeck

By: [Signature] Lawrence Erpenbeck

**PLANTATION POINTE MASTER ASSOCIATION, INC.
NOTICE OF AMENDMENT TO BYLAWS**

The undersigned, A & K Enterprise, Inc., a Kentucky corporation ("Declarant") hereby states the following:

1. On or about October 20, 1995, Declarant formed, pursuant to KRS §273.161 *et seq.*, a non-profit corporation known as Plantation Pointe Master Association, Inc. (the "Association"), by filing Articles of Incorporation with the Kentucky Secretary of State.

2. On or about October 20, 1995, Declarant recorded a certain Declaration of Covenants, Conditions and Restrictions and Reservation of Easements and Declaration for Homeowners Association (the "Declaration") in Miscellaneous Book 521, Page 57, of the Boone County, Kentucky Recorder's office records at Burlington, Kentucky.

3. Bylaws governing the internal affairs of the Association ("Bylaws") were attached as Exhibit D to the Declaration as recorded, and incorporated therein by reference.

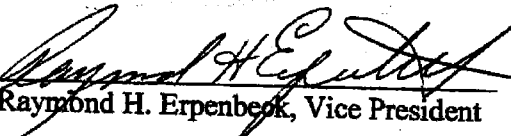
4. The Directors of the Association subsequently amended Section 8.3 of the Bylaws (as set forth in that certain First Amendment to By-Laws of Plantation Pointe Master Association, Inc., dated December 5, 1996 and recorded on December 13, 1996, in ^{MC} Book ~~584~~ 584 Page ~~87~~ of the Boone County Kentucky Recorder's Office) to provide that the Bylaws may be amended from time to time by a majority vote of the voting members of the Association.

5. On February 21, 2005, the voting members of the Association, by a majority vote, adopted the Second Amendment to Bylaws attached hereto as Exhibit A, submitted herewith for recording.

IN WITNESS WHEREOF, Declarant has caused its name to be subscribed hereto by its duly authorized officer this 3rd day of March, 2005.

DECLARANT:

A & K ENTERPRISE, INC.

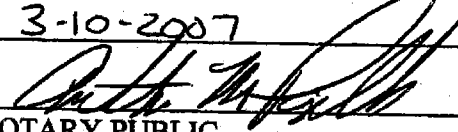
By: 
Raymond H. Erpenbeck, Vice President

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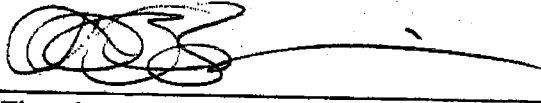
COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF KENTON)

The foregoing instrument was acknowledged before me this 3rd day of March, 2005, by Raymond H. Erpenbeck, as Vice President of A & K Enterprise, Inc., a Kentucky corporation, on behalf of said corporation.

My commission expires:

3-10-2007

NOTARY PUBLIC

This instrument prepared by:



Timothy B. Theissen
Attorney-at-Law
STRAUSS & TROY, L.P.A.
50 E. RiverCenter Blvd.
Suite 1400
Covington, Kentucky 41011
(513) 621-8900

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EXHIBIT A

(Second Amendment to Bylaws)