

ST. JAMES PLANTATION PROPERTY OWNERS' ASSOCIATION, INC.
AMENDMENTS TO BYLAWS

ST. JAMES PLANTATION PROPERTY OWNERS' ASSOCIATION, INC. does hereby certify the following amendments to its Bylaws effective the 23rd day of October, 2013.

RECITALS:

1. St. James Plantation Property Owners' Association, Inc. ("Association") is the nonprofit corporation comprised of members who are the owners of lots located in the St. James Plantation development.

2. North Carolina General Statute §55A-10-21 permits amendment of the Bylaws at a meeting of the members of the Association (at which quorum is met) by a vote of two-thirds of the members present at said meeting in person or by proxy.

3. On October 12, 2013, a meeting of the members of the Association was held at which a quorum of the members was present. At the meeting, the amendments set forth hereinafter were presented to those members present in person or by proxy for consideration, and all of said amendments were approved by a vote of two-thirds of those members present in person and by proxy and certified by the North Carolina audit firm of Tinsley and Terry CPAs.

4. On October 23, 2013 a meeting of the Association Board of Directors was held in which a quorum was present. At the meeting the amendments set forth hereinafter were presented to those members, and all said amendments were approved unanimously.

NOW, THEREFORE, the undersigned officers of the Association do hereby certify the following amendments to have been properly adopted by the members as aforesaid at the annual meeting of the Association and its members on October 12, 2013:

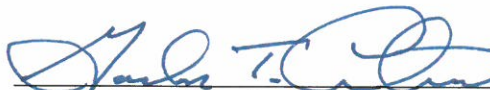
The first sentence of 4.1 of Article IV is deleted in its entirety and new first sentence of Section 4.1 is adopted as follows:

Section 4.1 Number and Qualifications. The number of directors of the Association shall be not less than five (5) and not more than thirteen (13), as from time to time may be fixed or changed within said minimum and maximum by the members or the Board of Directors.

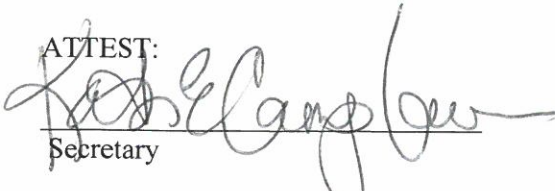
IN TESTIMONY WHEREOF, for the purpose of certifying the adoption of the amendments aforesaid, this document has been executed on behalf of the Association by its President, attested by its Secretary, and its seal affixed hereto, all by order of the Board of Directors first duly given.

ST. JAMES PLANTATION PROPERTY OWNERS' ASSOCIATION, INC.
(SEAL)

By:


Gordon T. Corlew, President

ATTEST:


Secretary