

Articles 1st Amendment

AMENDMENT TO THE ARTICLES OF INCORPORATION OF CEDAR CANYON CONDOMINIUM ASSOCIATION, INC.

On this 24th day of October, 1990, the undersigned Association, the Cedar Canyon Condominium Association, Inc., a Georgia non-profit corporation, (hereinafter sometimes referred to as the Association), hereby amends its Articles of Incorporation as follows:

WITNESSETH:

WHEREAS, it has been determined by the Board of Directors of the Cedar Canyon Condominium Association, Inc., to be desirable and in the best interest of the Association and its members that the Articles of Incorporation be amended to limit the personal liability of Directors to attract highly qualified persons to serve on the Board of Directors of the Association as hereinafter provided as presented to the membership;

WHEREAS, this Amendment was presented to the membership and was adopted by the affirmative vote of the members of the Association entitled to cast at least two-thirds (2/3) of the votes which members present and in person at such meeting or represented by proxy were entitled to cast at the annual meeting of the members of the Association held on the 8th day of October, 1990. There were 106 eligible votes entitled to be cast in attendance at the meeting representing persons or by proxy of which there were 99 votes in favor of the Amendment, 7 votes opposed to the Amendment and 0 votes abstaining from the vote thereon;

NOW THEREFORE, the Amendment adopted by the Association amends the Articles of Incorporation of the Cedar Canyon Condominium Association, Inc., as follows:

By adding the following provision as new Article 10:

Article 10. Liability of Directors. A director of the Association shall not be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director; provided, however, this limitation on liability shall not apply to the personal liability of a director of the Association:

(I) For any appropriation, in violation of his duties, of any business opportunity of the Association;

(ii) For any acts or omissions not in good faith or which involve intentional misconduct or knowing violations of the law; or

(iii) For any transaction from which the director received an improper personal benefit.

This provision shall not operate to affect the personal liability of a director for any act or omission occurring prior to the date on which the Georgia Secretary of State issues a certificate of amendment.

Any repeal or modification of this Article 10 by the Members of the Association shall not adversely affect any right or protection afforded a director of the Association existing at the time of such repeal or modification.

CEDAR CANYON CONDOMINIUM ASSOCIATION, INC.

By: /s/ Hugh Mahon
President

Attest: /s/ Judy Skeel
Secretary

/s/ Patricia E Warren
Notary Public, Cobb County, Georgia
My Commission Expires March 16, 1993