

**FIRST AMENDMENT TO THE BY-LAWS OF FIELD LAKE ESTATES
HOMEOWNERS' ASSOCIATION**

This Amendment is made this 15th day of December, 2009.

W I T N E S S E T H

WHEREAS, on May 25, 2002, the Field Lake Estates Homeowners' Association, a Pennsylvania non-profit corporation with a registered office address of 12300 Perry Highway, Suite 211, Wexford, Pennsylvania, 15090 (hereinafter "Association") adopted certain By-Laws;

WHEREAS, pursuant to Article XI, Section 11.01, said By-Laws shall be amended at a regular or special meeting by a vote of a majority of a quorum of Members present in person or by proxy;

WHEREAS, the Association desires to amend Article IV of the By-Laws.

NOW THEREFORE, Article IV of the By-Laws is amended, as follows:

1. By deleting the first sentence of Section 4.02 – in its entirety and substituting in its place the following:

Directors shall be elected and serve for a period of three (3) years and may not be represented on the Board by a designee, representative or assistant. The terms of directors will be staggered on a three (3) year basis.

The remainder of Section 4.02 of Article IV shall remain unchanged.

2. By supplementing Article IV of the By-Laws and adding Section 4.06 to read in its entirety, the following:


4.06 Duration of Term of Office. Directors may serve no more than two (2) consecutive terms and must remain off of the Board for at least one (1) year before again participating as a Director, however, unless there are no other homeowners interested or otherwise running for the position of Director in which case the such Director whose term has expired may again serve.

AFFIDAVIT

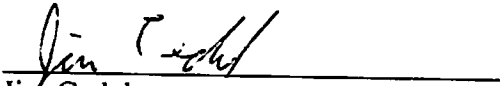
We, Elena McKinney, Jim Cedel and Chris Thompson being duly sworn according to law, depose and say, the following,

1. We are Board Members of the Field Lake Estates Homeowners' Association.
2. At a regular meeting of the Members that took place on September 3, 2009, Members representing at least 50% of a quorum of Members present voted in favor of amending Article IV of the By-Laws for Field Lake Estates Homeowners' Association as set forth herein.


BOARD OF DIRECTORS:



Elena McKinney



Jim Cedel



Chris Thompson