

FIRST AMENDMENT TO BY-LAWS
OF
NELLIE GAIL RANCH OWNERS ASSOCIATION

Pursuant to the vote of majority of a quorum of the members of the Nellie Gail Ranch Owners Association, the following amendments to the Bylaws of Nellie Gail Ranch Owners Association is hereby adopted:

Article V, Section 2 is amended to read in full as follows:

Section 2. At the 2008 annual meeting of the Association, the three (3) candidates receiving the highest number of votes shall be elected to serve a two (2) year term and the two (2) candidates receiving the next highest votes shall be elected to serve a one (1) year term. At each annual meeting thereafter, the successor shall be elected to serve a two (2) year term. The Directors shall hold office until their successors have been elected and hold their first meeting. The term of office for a Director who is appointed or elected to fill a vacancy created by resignation, death, removal or judicial adjudication of mental incompetence shall be the balance of the unserved term of his or her predecessor.

Article IV, Section 5 is amended to read in full as follows:

Section 5. Notwithstanding other references in the Bylaws permitting the use of proxies, the use of proxies for voting purposes is not permitted.

Article VI, Section 2 is amended to read in full as follows:

Section 2. Election of the Board of Directors shall be by secret written ballot. For each Lot owned the Members or their proxies may cast one vote for each director seat up for election. No more than one vote may be cast for a candidate and the total number of votes may not exceed the number of votes a Member is entitled to cast for that election. Cumulative voting is not permitted.

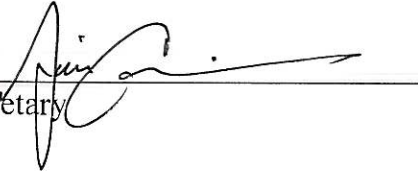
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of NELLIE GAIL RANCH OWNERS ASSOCIATION, a California nonprofit mutual benefit corporation ("Association"); and
2. The foregoing First Amendment to By-Laws was duly adopted by the approval of majority of a quorum of the members of the Association.

Dated: 7/29/08

Secretary

A handwritten signature in black ink, written over a horizontal line. The signature is stylized and appears to be "Nina".