

ARTICLE XII

AMENDMENTS

Section 1. Amendments to ByLaws. So long as the two-class voting structure provided for herein shall remain in effect, an amendment to these ByLaws shall be adopted if, at a meeting of the Master Association at which a quorum was established (or by action of the Delegates without a meeting) the amendment is approved by Delegates casting affirmative votes on behalf of fifty-one percent (51%) of the voting power of each class of Members. At such time as the Class B membership shall cease and be converted to Class A membership, an amendment to these ByLaws shall be adopted if, at a meeting of the Master Association at which a quorum was established (or by action of the Delegates without meeting), the amendment is approved by:

(a) Delegates casting affirmative votes on behalf of at least fifty-one percent (51%) of the total voting power of the Master Association; and

(b) Delegates casting affirmative votes on behalf of at least fifty-one percent (51%) of the Members, other than the Declarant (and Merchant Builders).

Notwithstanding the foregoing, the percentage of the voting power necessary to amend a specific provision of these ByLaws shall not be less than the prescribed percentage of Delegates casting affirmative votes on behalf of Members which is required for action to be taken under said provision.