

**SECOND AMENDMENT TO THE BYLAWS
OF
LA PALOMA – BLOCK 21 HOMEOWNERS ASSOCIATION**

WHEREAS, Article XVI, Section 16.1 of the Bylaws of La Paloma – Block 21 Homeowners Association (the “Association”) provides that the Bylaws may be amended by the Association’s Board of Directors (the “Board”), subject to amendment or repeal by the vote of not less than three-fourths (3/4) of each Class of Members voting at a meeting at which a quorum of Members is present; and

WHEREAS, Article XVI, Section 16.2 of the Bylaws provides that any amendment to the Bylaws shall require the written approval of the La Paloma Property Owners Association (the “Master Association”); and

WHEREAS, the Board of Directors desires to amend the Bylaws to remove cumulative voting at elections for directors of the Association.

NOW THEREFORE, pursuant to the requirements in Article XVI, Sections 16.1 and 16.2, the Bylaws are amended this ____ day of _____, 2011, as follows:

DELETE: Article V, Section 5.2. Election is deleted in its entirety and replaced with:

ADD: Article V, Section 5.2. Election. Every Member entitled to vote shall have the same number of votes as there are directors to be elected. Each Member entitled to vote shall exercise no more than one vote per candidate. Cumulative voting is not permitted. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be deemed elected.

IN WITNESS WHEREOF, the President of LA PALOMA – BLOCK 21 HOMEOWNERS ASSOCIATION certifies that this Second Amendment to the Bylaws of La Paloma – Block 21 Homeowners Association was approved at a duly-held meeting of the Board of Directors of La Paloma – Block 21 Homeowners Association, and by the Board of Directors of the La Paloma Property Owners Association.

LA PALOMA – BLOCK 21 HOMEOWNERS ASSOCIATION

By: _____
Its: President

ATTEST:

Secretary