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THIS INSTRUMENT PREPARED BY:

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Brentwood, Tennessee 37027

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| RESTRICTIONS |          |
| 02/28/2006   | GR:08 PM |
| SEARCH       | 66991    |
| REG FEE      | 0.00     |
| TEN FEE      | 0.00     |
| REC FEE      | 10.00    |
| MAP FEE      | 0.00     |
| REC FEE      | 0.00     |
| TOTAL        | 10.00    |

STATE OF TENNESSEE, WILLIAMSON COUNTY

SADIE WADE  
REGISTER OF DEEDS

AMENDMENT TO THE BY-LAWS OF MCKAY'S MILL  
SINGLE FAMILY SUBASSOCIATION, INC.

This Amendment to the By-Laws of McKay's Mill Single Family Subassociation, Inc. made this 20th day of February, 2006, by Jones Land Company, LLC, a Tennessee limited liability company (hereinafter referred to as "Declarant").

RECITALS:

WHEREAS, the By-Laws of McKay's Mill Single Family Subassociation, Inc. are of record in Book 2426, page 940, Register's Office for Williamson County, Tennessee (the "By-laws").

WHEREAS, Article 9, Section 9.07 of the By-laws permits the Declarant has the right to amend the By-laws, without joinder of the Members, by filing in the Register's Office for Williamson County, Tennessee, an amendment to the By-laws.

NOW, THEREFORE, Declarant hereby amends the By-laws as follows:

1. Declarant hereby declares that Article 4, Section 4.02 is hereby deleted and the following language shall be substituted: "Unless otherwise specified in a written notice from the Board of Directors, an annual meeting of the Members of the corporation shall be held each year on the second Thursday of the third month following the close of the fiscal year if not a legal holiday, and if a legal holiday, then on the next secular day following, at 7:00 p.m. at which time the Member shall elect a Board of Directors, and shall transact business as may properly be brought before the meeting. Provided, however, the annual meeting must be held no later than forty-five (45) days from the original scheduled date. The first regular meeting of the Members may be held, subject to the terms hereof, on any date, at the option of the Board of Directors; provided, however, that the first meeting may (if necessary to comply with Federal Regulations) be held no later than the earlier of the following events: (a) four months after all of the Lots have been sold by the Declarant; or (b) March 31, 2012.

IN WITNESS WHEREOF, this Amendment to the By-laws of McKay's Mill Single Family Subassociation, Inc. has been executed by Declarant as of the day and year first above written.

JONES LAND COMPANY, LLC

By:

  
Daniel E. Crunk, Director of Land Development

STATE OF TENNESSEE  
COUNTY OF WILLIAMSON

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Daniel E. Crunk, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Director of Land Development of Jones Land Company, LLC, the within named bargainer, a limited liability company, and he as such Director of Land Development, executed the foregoing instrument for the purpose therein contained, by signing the name of Jones Land Company, LLC, by himself as Director of Land Development of Jones Land Company, LLC.

Witness my hand and official seal at Franklin, Tennessee, this the 20th day of February, 2006.

  
Notary Public

My Commission Expires: 9/19/09

