

STATE OF GEORGIA

COUNTY OF GWINNETT

FIRST AMENDMENT TO THE BY-LAWS

OF

CHATTAHOOCHEE COVE HOMEOWNERS ASSOCIATION, INC.

WHEREAS, Article VI, Section 8 of the By-Laws of Chattahoochee Cove Homeowners Association, Inc. ("Association"), provides for the amendment of the By-Laws by the majority vote of the membership of the Association in attendance at a duly called meeting; and

WHEREAS, a majority of the membership of the Association in attendance at a duly called meeting voted to approve this amendment;

NOW THEREFORE, the By-Laws of Chattahoochee Cove Homeowners Association, Inc., are hereby amended as follows:

1.

Article V of the By-Laws is hereby amended by adding the following Section 5 to the end thereto:

Section 5. Conflict with Declaration. In the event that any term, condition, requirement or otherwise of this Article is in conflict with the Declaration, the Declaration shall control.

2.

All other terms and conditions of the By-Laws shall remain in full force and effect and shall remain unchanged.

IN WITNESS WHEREOF, the undersigned officers of Chattahoochee Cove Homeowners Association, Inc., hereby certify that the above Amendment to the By-Laws was duly adopted by the required majority of the Association's membership.

This 21 day of February, 2004.

CHATTAHOOCHEE COVE HOMEOWNERS
ASSOCIATION, INC.

By: Steve Pembata [SEAL]
President

Attest: Kimberly Ayed [SEAL]
Secretary

Signed, sealed, and delivered
this 21 day of February,
2004 in the presence of:

[Signature]
WITNESS

Shachi Bhardwaj
NOTARY PUBLIC

