

**AMENDMENT TO BYLAWS
OF
THE WOODLANDS OWNERS ASSOCIATION NO. 1**

Pursuant to the Bylaws of The Woodlands Owners Association No. 1, (the "Corporation"), which permit the Members to amend the Bylaws if adopted by a two-thirds affirmative vote present at any regular meeting if no less than ten (10) and no more than thirty (30) days written notice is given of intention to amend, the Members hereby adopts the following resolution:

RESOLVED, that the Members of the Corporation hereby amend the Corporation's Bylaws as follows:

- A. The title of the Bylaws is amended in its entirety to read as follows:

**AMENDED AND RESTATED BYLAWS OF
THE WOODLANDS OWNERS ASSOCIATION NO.1**

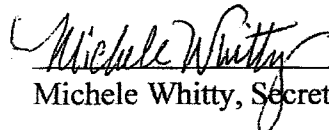
- B. The first sentence of Article II, Section 5, is hereby deleted and replaced with the following:

"A quorum at a Members' meeting shall consist of Members in person or by proxy, holding ten percent (10%) of the votes outstanding. For the avoidance of doubt, Members who are also on the Board of Directors shall be included for the purpose of determining quorum."

- C. In all other respects the Bylaws shall remain unchanged.

Dated: November 25, 2014

THE WOODLANDS OWNERS
ASSOCIATION NO. 1



Michele Whitty, Secretary