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Damon William
Sun City

BEAUFORT COUNTY SC - ROD
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REC'D BY R WEBB RCPT# 687666
RECORDING FEES 10.00

Cross Reference to Exhibit "E" to the Second Amended and Restated Declaration Recorded in Book 03133 Beginning at Page 0551 in the Office of the Register of Deeds of Beaufort County, South Carolina.

STATE OF SOUTH CAROLINA	)	**FIRST AMENDMENT TO THE**
	)	**SECOND AMENDED AND RESTATED**
COUNTY OF BEAUFORT	)	**BYLAWS OF SUN CITY HILTON**
	)	**HEAD COMMUNITY ASSOCIATION,**
	)	**INC.**

This First Amendment to the Seconded Amended and Restated Bylaws of Sun City Hilton Head Community Association, Inc. (hereinafter referred to as "First Amendment") is made this 3 day of August, 2012, by Del Webb Communities, Inc., an Arizona corporation, (hereinafter, with its successors and assigns, referred to as "Declarant").

WITNESSETH

WHEREAS, Section 6.7 of the Second Amended and Restated Bylaws states, in part, that: "[u]ntil termination of the Class "B" membership, Declarant may unilaterally amend these Bylaws for any purpose"; and

WHEREAS, the Class "B" membership has neither ceased nor been converted to Class "A" membership, and Declarant desires to amend the Second Amended and Restated Bylaws for purposes of clarification of the unintended impact of an addition to the Bylaws recorded on April 9, 2012.

NOW, THEREFORE, Declarant amends the Second Amended and Restated Bylaws as follows:

Section 3.4(c) is amended to read as follows:

3.4(c) An Owner or spouse of an Owner who has previously been employed in an executive or supervisory capacity by the Association, Declarant or Declarant's current affiliates, shall not be on the slate of candidates nominated to serve as a director elected by the Class "A" Members for a period which shall end one (1) year after the Declarant is no longer the Class "B" Member. In the sole discretion of the Board, upon resolution and with the written consent of Declarant, a potential candidate who would be disqualified as a candidate by this section and

who otherwise meets all other stated qualifications, upon full disclosure to the Class "A members, may be approved as a member of the slate of candidates.

Ratification of ByLaws

Except as modified or changed herein, the Second Amended and Restated Bylaws are hereby ratified as if restated fully herein.

IN WITNESS WHEREOF, the undersigned Declarant has executed this First Amendment to the Second Amended and Restated Bylaws of Sun City Hilton Head Community Association, Inc. this 30 day of July, 2012.

WITNESS:

DEL WEBB COMMUNITIES ~~ASSOCIATION,~~ INC., an Arizona Corporation

By: _____
William Cutler
Its President

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

I, the undersigned Notary Public, hereby certify that William Cutler, President of Del Webb Community ~~Association, Inc.~~ ES, INC., personally appeared before me and acknowledged the due execution of the foregoing instrument.

Notary Public for South Carolina
My Commission Expires: 11-19-19

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