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**CERTIFICATE FIRST AMENDMENT TO
BY-LAWS OF BIG SPRINGS RANCHOS
PROPERTY OWNERS ASSOCIATION**

The Board of Directors and members of the Big Springs Ranchos Property Owners Association (the "Association") desire to and do hereby amend the Association's By-Laws as follows:

Article VI of the By-Laws is deleted in its entirety and the following is substituted in its place:

The By-Laws of the Association and its Declaration of Restrictions may be amended by the affirmative vote or written consent of at least a majority of the members voting on such amendment, provided that the number of members voting is sufficient to constitute a quorum, represented either in person or by proxy.

IN WITNESS WHEREOF, we, the undersigned have executed this certificate on this 29 day of DECEMBER, 1994.

**BIG SPRINGS RANCHOS PROPERTY
OWNERS ASSOCIATION**

Ronald V. Fagan
President

Don McFarland
Secretary