

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

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

1. Article III, Section (d) of the By-Laws is deleted in its entirety and the following is substituted in its place:

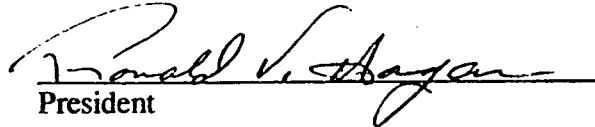
- (d) The presence in person or by proxy of at least twenty-five percent (25%) of the total voting power of the Association shall constitute a quorum. If any meeting cannot be held because a quorum is not present, the owners present, either in person or by proxy, may adjourn the meeting to a time not less than 48 hours nor more than 30 days from the time of the original meeting and at the reconvened meeting, the presence in person or by proxy of at least ten percent (10%) of the total voting power of the Association shall constitute a quorum.

2. Article IV, Section (c) of the By-Laws is hereby deleted in its entirety, and the following is substituted in its place:

- (c) The Board of Directors shall meet at least eight (8) times a year to attend to the affairs of the subdivision. One such meeting shall be held immediately following the annual membership meeting. If the dates of Board meetings are set by resolution and if the board members are notified of the dates set in any such resolution then no further notice is required. Special meetings of the Board may be called at the request of the President of the corporation or by any two members of the Board of Directors.

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


President


Secretary