

AMENDMENT OF THE BYLAWS

OF THE

EDELBROCK CHANDLER BUSINESS PARK OWNERS' ASSOCIATION, INC.

The undersigned President and Secretary of the Association hereby certify that the following amendments to the Bylaws have been adopted effective August 31, 2005 by the written consent of 100% of the Owners/Members.

1. Article 4 (Directors), Section 4.1 Election, now reads as follows:

4.1 Election. The business and affairs of the Association shall be managed, conducted and controlled by the Board. The terms of the directors shall be staggered, and directors shall serve for three (3) year terms with the exception of those elected at the first annual meeting following this amendment. At the first such meeting, one (1) person shall be elected for a 3-year term, one (1) for a 2-year term, and (1) for a 1-year term. If the Board is increased in size to five (5), terms shall be set initially to maintain staggered terms.
[Remainder of Section remains the same.]

2. Article 3 (Members), Section 3.3, Annual Members Meetings, has been amended and replaced with the following:

3.3 Annual Members Meetings. The Board may set the date of the annual membership meeting, within no later than 15 months of the previous meeting, at a time and place to be determined by the Board. At each annual meeting the Members shall elect Board members and transact such other business as may properly be brought before the meeting.

3. Article 4 (Directors), Section 4.6, Notice of Board Meetings, has been amended and replaced with the following:

4.6 Notice of Board Meetings. Regular meetings and special meetings of the Board may be held at the time and place determined by the Board on 48 hours notice to the directors and to the membership, except in emergency circumstances the Board may meet on shorter notice and without notice to the membership. Any business of the Board may be transacted at any meeting of the Board. Attendance of a person at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

4. Section 13.1 Amendment, has been amended and replaced with the following:

Section 13.1 Amendment. These Bylaws may be amended by vote or written consent of a majority of the Members.

AMENDMENTS ATTESTED TO this _____ day of September, 2005 as having been approved by written consent of 100% of the Owners/Members.

President

Secretary