

**SUBSEQUENT AMENDMENT to the
BYLAWS of
ROCK CREEK PROPERTY OWNERS ASSOCIATION, INC.**

This amendment made this 8 day of DECEMBER, 1998, by the Rock Creek Property Owners Association, Inc., for itself, its successors, its grantees, and assigns to revise Section 10.2 of the Bylaws of Rock Creek Property Owners Association, Inc. recorded in miscellaneous book 74, page 497 in its entirety to read as follows:

10.2 Enforcement Procedure. The BOARD shall not impose a fine, suspend voting, or infringe upon any of the rights of a MEMBER or other occupant for violations of the rules of the ASSOCIATION, or the DECLARATION, BYLAWS, or ARTICLES, unless and until the following occurs:

A. Demand. Written demand to cease and desist from a violation shall be served upon the violator specifying: (i) the violation; (ii) the action required to abate the violation; and (iii) a time period not less than ten (10) days during which the violation may be abated without further sanction or a statement that any further violation of the same rule may result in the imposition of a sanction.

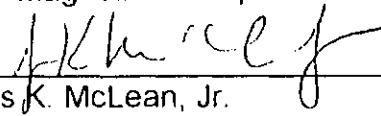
B. Notice. If the violation continues past the period allowed in the demand or if the same is subsequently violated, the BOARD or its delegate shall serve the violator with a written notice of pending sanction(s) to be imposed upon the MEMBER. The notice shall contain the following: (i) the violation; (ii) the proposed sanction to be imposed; and (iii) the date the sanction will come into effect, which date shall not be less than ten (10) days from the giving of the notice.

The sanction will not be released until the BOARD has issued a letter of conformance to the MEMBER for the violation.

C. Hearing. The MEMBER may request in writing a hearing before the BOARD at any time prior to the date that the sanction will be imposed. At this hearing, the MEMBER may produce any statement, evidence, and witness on the MEMBER's behalf regarding the violation and pending sanction. The decision of the BOARD at this hearing will be final.

The DECLARANT adopts the foregoing amendment on the 8 day of DECEMBER, 1998.

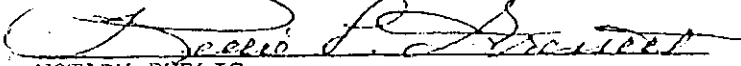
DECLARANT:

H/M Partners, LLC, an Alabama
Limited Liability Company
By: Magnolia Trace, Inc. Its Member

James K. McLean, Jr.
Its: President



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Subscribed and sworn to before me on this
the 8th day of DECEMBER 1998.


NOTARY PUBLIC
My commission expires: 2-1-99

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