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Prepared by and return to: Brian S. Edlin, P.O. Box 10669, Raleigh, NC 27605

STATE OF NORTH CAROLINA

AMENDMENT TO BYLAWS FOR
SUNSET OAKS ASSOCIATION, INC.

COUNTY OF WAKE

THIS AMENDMENT to the amended Bylaws for the Sunset Oaks Association, Inc. (hereinafter, "the Association"), is made this 4th day of April, 2023 by the Association after procuring the approval of the Board and by the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less, cast in person or in proxy, at a meeting of the Association.

WITNESSETH:

THAT WHEREAS, the Association was incorporated on or about 16 December 2003 to administer the affairs of the property identified in the Master Declaration of Covenants Conditions and Restrictions for Sunset Oaks recorded at book 10629, page 971 of the Wake County Registry ("Declaration");

WHEREAS, original Bylaws for the Association were adopted on or about 18 December 2003;

WHEREAS, Article XIII of the original Bylaws allowed the original Bylaws to be amended by a vote of the members as does N.C.G.S. §55A-10-21;

WHEREAS, Article IV of the original Bylaws called for a three (3) member staggered term Board;

WHEREAS, in 2021, the Association engaged counsel to draft an amendment to the original Bylaws, the purpose and intent of which was to create a staggered five (5) member Board;

WHEREAS, currently, the Association has a five (5) member Board;

WHEREAS, on or about 30 September 2021, new Bylaws drafted by previous counsel were adopted which attempted to create a five (5) member staggered Board;

WHEREAS, the Article V of the 30 September 2021 new Bylaws drafted by previous counsel was incorrectly drafted and failed to create the five (5) member staggered Board as originally intended;

WHEREAS, currently, the Association has five (5) duly elected Board members, two of which terms end at the annual meeting currently scheduled for February of 2023;

WHEREAS, on or about 13 December 2022, the budget for the Association was duly ratified by the membership at a meeting of the members pursuant to, inter alia, N.C.G.S. §47F-3-103;

WHEREAS, the Association's fiscal year is January 1 to December 31 and budgets for future years are normally determined in the fall of the precedeing year as Article V, Section 12 of the Declaration provides that annual assessments are due on or before the 15th of February of each year;

WHEREAS, logic and effieency dictates annual meetings for election of Directors and ratification of the annual budget should occur at the same meeting in the fall of each year, as opposed to two different meetings;

WHEREAS, currently, there are two Board members whose terms expire at the currently scheduled annual meeting in February of 2023, which is scheduled to occur in February 2023 separate and apart from the budget ratification meeting which already occurred on 13 December 2022;

WEHERES, the Members desire to amend the Bylaws to clarify that the Association has a five (5) member staggered Board and that future meetings of the Association for both election of Directors and ratification of the annual budget will occur in the fall of the year;

WHEREAS, this amendment has been approved by both the Board and the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less, cast in person or in proxy, at a meeting of the Association; and

NOW THEREFORE, the undersigned does hereby declare that the Bylaws for the Association shall be amended as follows:

1. To amend Article V, Section 2 of the Bylaws by deleting this section in its entirety and inserting in lieu thereof the following (new language appears in bold type):

“Section 2. Term of Office. The number of members of the Board of Directors shall be five (5). At the annual meeting in February 2023, the Members shall elect two (2) directors for a term of three (3) years *commencing* from the annual meeting to occur in the fall of 2023. At the annual meeting in the fall of 2024, the Members shall elect two (2) directors for a term of three (3) years. At the annual meeting in the fall of 2025, the Members shall elect one (1) director for a term of three (3) years. At annual meetings thereafter, the Members shall elect elect directors for the terms expiring that year for a term of three (3) years. At all times thereafter, the Board of Directors’ terms shall be staggered in duration at any given time in order to insure the continuity of experience and wisdom on the Board. The vacancies thereby created shall be filled by the members of the Association upon a meeting called for that purpose to serve until the next annual meeting of members.”

2. The annual budget for 2024 will be ratified at a meeting occurring in the fall of 2023, which will be the only business to be conducted in the fall of 2023, however, thereafter, starting at the annual meeting in the fall of 2024, future budget ratifications will occur in the fall of the year to coincide with the election of directors as set forth above.

3. Except as amended hereinabove, the remaining portions of the amended Bylaws dated 30 September 2021 as originally existed are hereby restated and re-acknowledged.

WHEREFORE, the President and Secretary of the Association have hereunto affixed the corporate certification for the purpose of enacting the foregoing amendment.

CERTIFICATION OF VALIDITY OF AMENDMENT TO AMENDED
BYLAWS FOR SUNSET OAKS ASSOCIATION, INC.

By authority of its Board of Directors, the undersigned hereby certify that the foregoing instrument has been duly approved by the Board and the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less, cast in person or in proxy, at a meeting of the Association and is, therefore, a valid amendment to the existing amended Bylaws for the Sunset Oaks Association, Inc., pursuant to N.C.G.S. §55A-10-21.

SUNSET OAKS ASSOCIATION, INC.

By: Amy L. Letts
President

ATTEST:

Annie Drees
Secretary

STATE OF NORTH CAROLINA

ACKNOWLEDGMENT

COUNTY OF WAKE

I, Jenna W. Smith, a Notary Public of the County and State aforesaid, certify that Annie Drees, personally came before me this day and acknowledged that he/she is Secretary/Assistant Secretary of Sunset Oaks Association, Inc., a North Carolina non-profit corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President and attested by Annie Drees as its Secretary/Assistant Secretary.

Witness my hand and official stamp or seal, this 4th day of April, 2023.

My commission expires: 1/4/2027

Notary Public:

Signature: Jenna W. Smith

