

**FIRST AMENDMENT TO THE
BY-LAWS OF
TREE TOPS NEIGHBORHOOD ASSOCIATION, INC.**

The By-Laws of Tree Tops Neighborhood Association, Inc., are hereby amended to include the following article:

ARTICLE XXI: INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) who is or was a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether or not brought by or in the right of the corporation, and:

- (1) who is or was a director or officer of the corporation;
- (2) who is or was an agent or employee of the corporation other than an officer and as to whom the corporation has agreed to grant such indemnity; or
- (3) who is or was serving at the request of the corporation as its representative in the position of a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the corporation has agreed to grant such indemnity;

shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against any fine, judgement, liability, amounts paid in settlement, cost or expense, including attorneys' fees, asserted against him or her or reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, and in his or her capacity as such director, officer, agent, employee or representative, or arising out of his or her status as such director, officer, agent, employee or representative.

The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. Expenses (including attorney's fees) incurred in defending any threatened, pending or ongoing action, suit or proceeding whether civil, criminal, administrative or investigative may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be

determined that he or she is entitled to be indemnified by the Corporation as authorized in this Bylaw.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf on any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint oint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Bylaw.

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