

**FIRST AMENDMENT TO 2009 AMENDED AND RESTATED BYLAWS
OF
THE LAKEWOOD/SEWARD PARK COMMUNITY CLUB**

This First Amendment to the 2009 Amended and Restated Bylaws, adopted April 9, 2009 ("2009 Bylaws") were adopted at the December 14, 2010, Annual Meeting of the Corporation in accordance with the procedures of the 2009 Bylaws. This First Amendment to 2009 Bylaws ("First Amendments") were effective on December 14, 2010, and are as follows:

1. Delete Section 1 of Article VI, Board of Directors, in its entirety and replace with the following:

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the officers, as elected per Article VII, and two (2) or more Voting Members, who shall be elected as directors at large. In addition, the Board of Directors may also consist of not more than two (2) non-resident paid members (as defined in Article III, Section 3) who have demonstrated significant connection and commitment to the Lakewood Seward Park Community as defined by the Geographic Boundaries in Article IV. Such non-resident board members shall be elected as directors at large.

2. Delete Article XI, Amendments, in its entirety and replace with the following:

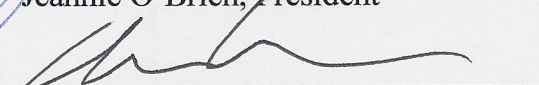
**ARTICLE XI
AMENDMENTS**

The power to alter, amend or repeal these Bylaws shall be vested in the Board of Directors.

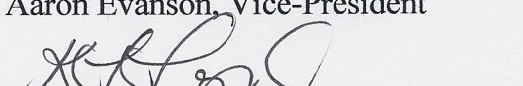
APPROVED this 17th day of May, 2011.



Jeannie O'Brien, President



Aaron Evanson, Vice-President



Kathryn Lynch, Secretary



Heidi Baxter, Treasurer