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CERTIFICATE OF AMENDMENT

TO

BYLAWS

FOR

MILL CREEK ESTATES HOME OWNERS' ASSOCIATION, INCORPORATED

THIS AMENDMENT to the Bylaws for Mill Creek Estates Home Owners' Association, Incorporated (the "Association") is made this 5th day of April, 2001, with reference to the following facts:

A. The Association is a non-profit corporation, subject to Nevada Revised Statute 116 ("NRS 116"). NRS 116 was amended effective October 1, 1999, by Senate Bill 451.

B. The amendments added to NRS 116 by Senate Bill 451 require certain amendments to the Association's governing documents, including, but not limited to, its Bylaws (the "Bylaws"). Pursuant to the terms of NRS 116, the Board of Directors, without a required vote of the homeowners, has the right to amend the Bylaws to comply with NRS 116, as amended.

C. The Board of Directors, by a resolution, adopted at a duly called, properly notice Board Meeting approved the following amendments to the Bylaws to comply with NRS 116, as amended.

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING:

1. The following is hereby added at the end of Article III, Section 3 of the

Bylaws:

"Notwithstanding anything to the contrary contained herein, any notice which is sent by first class mail pursuant to this section shall be sent not less than 10 days and not more than 60 days before the meeting of which it is notifying the Members, as long as required by NRS 116, as it may be amended from time to time. Any notice of meeting disseminated to the Members,

pursuant to this section, shall, in addition to including anything set forth herein, also include the agenda for the meeting, and/or any such other items that may be required by NRS 116, as amended in the future or a statement as to the place and time an agenda will be available as required by NRS 116."

2. Article III, Section 5 of the Bylaws is hereby deleted in its entirety and replaced with the following:

"Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the Association prior to or at the commencement of the meeting at which the proxy is to be exercised. Notwithstanding anything to the contrary contained in these Bylaws, as long as limited by law, proxies may be given only to a member of the Member's immediate family, a tenant of the Member who resides at the Association or another Member who resides at the Association. A proxy terminates after the conclusion of the meeting (or any adjournments thereof) for which it is executed. A vote may not be cast pursuant to a proxy for the election of a member of the Board. A proxy shall be void if:

- (i) if it is not dated or purports to be revocable without notice;
- (ii) it does not designate the votes that must be cast on behalf of the Member who executed the proxy; or
- (iii) the holder of the proxy does not disclose at the beginning of the meeting for which the proxy is executed the number of proxies pursuant to which he will be casting votes and the voting instructions received for each proxy.

Each proxy shall terminate after the conclusion of the meeting (or any adjournment thereof) for which it was executed."

3. Article V, Sections 1 and 2 of the Bylaws are hereby deleted in their entirety and replaced with the following language:

"Section 1. As long as required by Nevada Revised Statutes, the election of the directors by the Members shall be by secret written ballot disseminated by the Board of Directors by mail to each of the Members. At least thirty days prior to the preparation and dissemination of such ballot, the Board shall mail to each Member a form pursuant to which each Member shall have thirty days to nominate themselves or any other person who meets the qualifications within the governing documents to serve on the Board. The Board of Directors shall include on the ballot any nominations which are timely returned to the Association so long as those persons on the nomination form meet the qualifications in the governing documents. The Board may adopt and revise the mechanism for nominating directors and allowing the candidates to speak to or communicate with the Members as the Board determines as long as such mechanism complies with NRS 116, as amended from time to time. In connection therewith, the Board shall set the time and place by which the ballots must be returned and advise the Members when the ballots will be counted in public, in accordance with NRS 116, as long as required thereby.

Bylaws: 4. The following is hereby added at the end of Article VI, Section 1 of the

"Regular Meetings. Notice of such Board meetings shall be given to the Members at least ten days in advance of the meetings, provided however, notice of such meetings may be provided to the Members in the Association's newsletter, provided such newsletter is sent out at least ten days in advance of the meeting. The foregoing notice provisions may be forgone in emergency situations as set forth in NRS 116, as amended, from time to time. In addition to notices sent to the Members of the Association as set forth above, notice of the Board meetings must be given to each member of the Board in accordance with these Bylaws and/or the Nevada Revised Statutes, provided however, if Nevada Revised Statutes or any interpretation thereof by a competent court in the State provides that no notice of a Board meeting is required to be given to Board members in emergency situations, then no such notice will be required to be

given, provided there is an emergency as defined with NRS 116,
as may be amended."

5. Except as the same is hereinabove amended, the Bylaws, and each and every provision thereof, shall continue in full force and effect.


IN WITNESS WHEREOF, the undersigned members of the Board of Directors of Mill Creek Estates Home Owners' Association, Incorporated have executed this Certificate of Amendment to the Bylaws, as of the date first written above, evidencing the amendments to the Bylaws contained herein.



Director Cathy Hopkins




Director Susette Hunt



Director Renee Winans



Director Marc Withrow



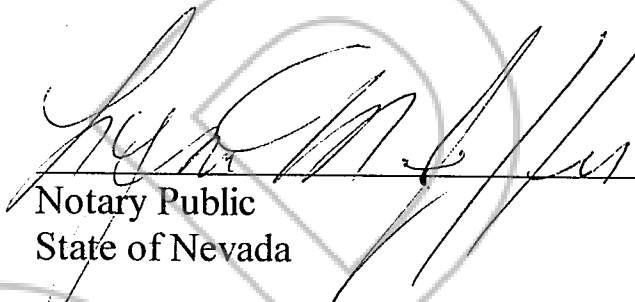
Director Lois Storke

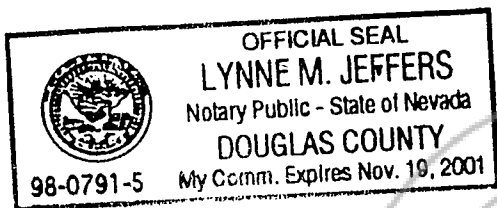
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STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 5 day of April, 2001, before me, Lynne M. Jeffers, a Notary Public, State of Nevada, duly commissioned and sworn, personally appeared Cathy Hopkins, personally known to be (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as President (or other member of the Board of Directors) or on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county of Douglas, the day and year in this certificate above written.


Notary Public
State of Nevada



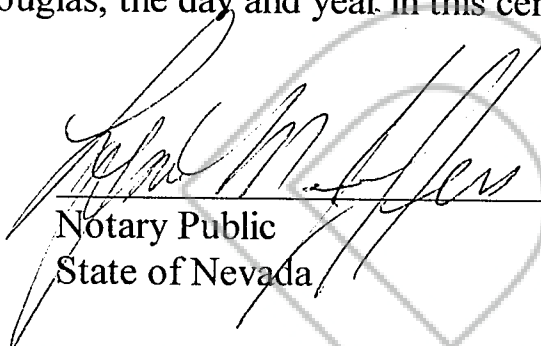
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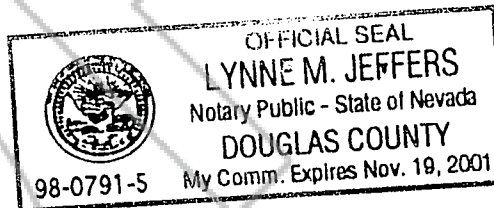
STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 5 day of April, 2001, before me,
Lynne M. Jeffers, a Notary Public, State of Nevada, duly commissioned and
sworn, personally appeared Susette Hunt, personally known to
be (or proved to me on the basis of satisfactory evidence) to be the person who executed
the within instrument as President (or other member of the Board of Directors) or on
behalf of the corporation therein named, and acknowledged to me that the corporation
executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the county of Douglas, the day and year in this certificate above
written.



Notary Public
State of Nevada



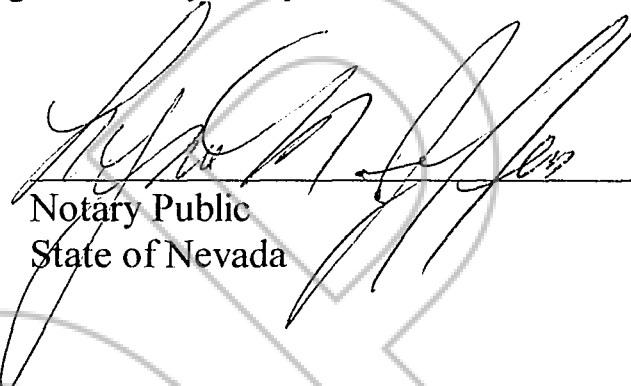
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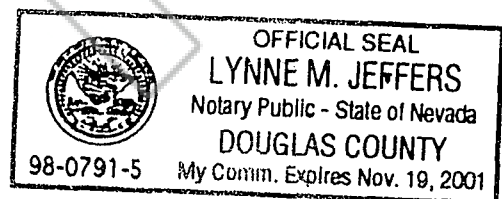
STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 5 day of April, 2001, before me,
Lynne M. Jeffers a Notary Public, State of Nevada, duly commissioned and
sworn, personally appeared Renee Winans, personally known to
be (or proved to me on the basis of satisfactory evidence) to be the person who executed
the within instrument as President (or other member of the Board of Directors) or on
behalf of the corporation therein named, and acknowledged to me that the corporation
executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the county of Douglas, the day and year in this certificate above
written.



Notary Public
State of Nevada



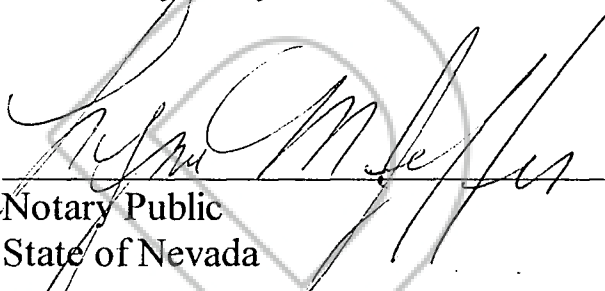
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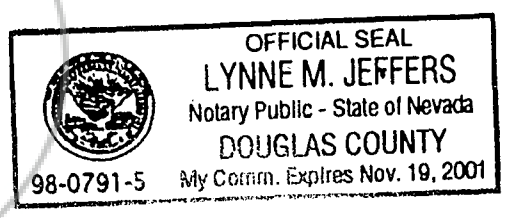
STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 5 day of April, 2001, before me, Lynne M. Jeffers, a Notary Public, State of Nevada, duly commissioned and sworn, personally appeared Mr. Withrow, personally known to be (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as President (or other member of the Board of Directors) or on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county of Douglas, the day and year in this certificate above written.



Notary Public
State of Nevada



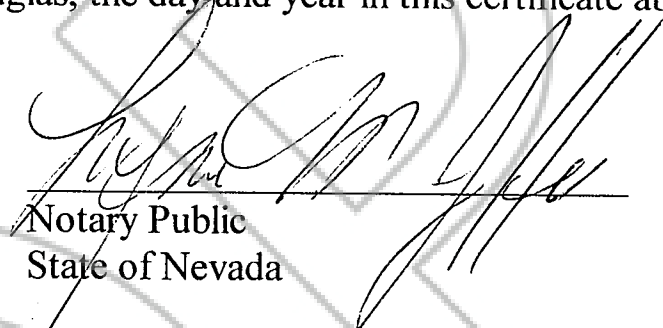
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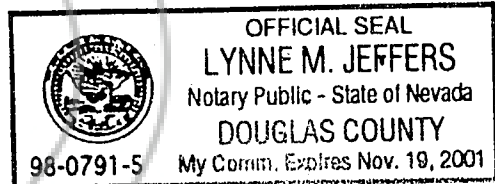
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STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 5 day of April, 2001, before me,
Lynne M. Jeffers, a Notary Public, State of Nevada, duly commissioned and
sworn, personally appeared Lois Storke, personally known to
be (or proved to me on the basis of satisfactory evidence) to be the person who executed
the within instrument as President (or other member of the Board of Directors) or on
behalf of the corporation therein named, and acknowledged to me that the corporation
executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the county of Douglas, the day and year in this certificate above
written.



Notary Public
State of Nevada



REQUESTED BY
New Valley Real Estate
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2001 APR -6 PM 2:38

LINDA SLATER
RECORDER
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