

**SECOND AMENDMENT TO THE AMENDED  
AND RESTATED BY-LAWS OF SPEARFISH  
CANYON OWNERS ASSOCIATION  
AS APPROVED JULY 8, 2006**

By approval of both the membership and the Board of Directors, at the annual meeting of members held July 10, 2010, and subsequent meeting of the Board of Directors, the following amendment to the Amended and Restated By-Laws of Spearfish Canyon Owners Association, Inc., as previously approved July 8, 2006, and as first amended July 14, 2007, is adopted:

Article 3 §2(B) is hereby amended to provide as follows:

B. Board members may serve three (3) consecutive terms of three (3) years, and may be eligible for election again after one (1) year out of office. If, however, the nominating committee is unable to recruit qualified candidates sufficient to fill vacancies, a Board member otherwise completing his or her third consecutive term may be eligible for re-election.

Except as specifically modified herein, the Amended and Re-stated By-Laws of Spearfish Canyon Owners Association, and the First Amendment to the Amended and Restated By-Laws of Spearfish Canyon Owners Association are ratified and approved, all as evidenced by the signature of the duly constituted Officers set forth below.



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RICHARD PLUIMER, Secretary

(Seal)



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JAMES NELSON, President

