

**SECOND AMENDMENT TO BY-LAWS OF
WALKER FARMS HOMEOWNERS ASSOCIATION, INC.**

This Amendment to the By-Laws of Walker Farms Homeowners Association, Inc. was made as of the date set forth below.

WITNESSETH

WHEREAS, Walker Farms Homeowners Association, Inc. (the "Association") is a non-profit organization tasked with managing the day to day responsibilities of Walker Farms, a community located in Boone County, Indiana; and

WHEREAS, The Association is subject to a certain set of By-Laws; and

WHEREAS, the By-Laws were first amended on September 14, 2018 to amend Article III, Section 2 to lower the quorum requirement for a meeting to ten percent (10%) of such Members entitled to cast a vote; and

WHEREAS, pursuant to Article X, Section 1, the Board of Directors has the right and power, without the consent of the Members, to make, alter, amend or repeal these By-Laws; and

WHEREAS, the Board of Directors now desires to amend such By-Laws to establish new terms for members of the Board of Directors so that only a portion of the Board of Directors is up for election each year;

NOW, THEREFORE, the Original By-Laws are hereby amended as follows:

Article V, Section 4 is deleted and shall be replaced with the following:

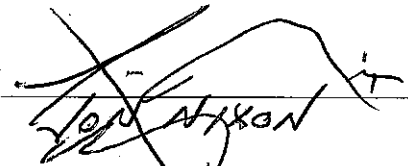
Section 4. Term of Office Generally


Every Board position shall be up for election at the 2020 annual meeting. One position shall be for a term of one year, two positions shall be for a term of two years, and two positions shall be for a term of three years. Starting with the 2021 annual meeting and thereafter, each elected Board position shall be for three years. Thus, the terms shall be staggered. There shall be at least one Board position up for election each annual meeting, but not more than two Board positions up for election at any annual meeting. If a Board member steps down or is removed, the replacement appointed by the Board shall serve for the remainder of the term for that Board position, or until they are removed or resign.

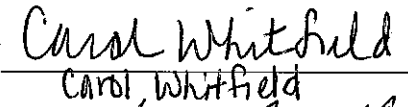
Certification. The undersigned officers of Walker Farms Homeowners Association, Inc. hereby represent and certify that all requirements for and conditions precedent to the foregoing Amendment to Bylaws of the Walker Farms Homeowners Association, Inc. have been fulfilled and satisfied.

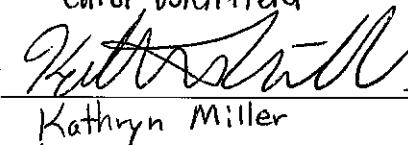
In witness whereof, the Board of Directors of WALKER FARMS HOMEOWNERS ASSOCIATION, INC. has caused this document to be executed by all five of its members on this 30 day of January, 2020.

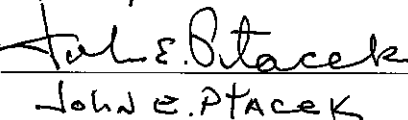
WALKER FARMS HOMEOWNERS ASSOCIATION, INC.

BY  _____
Tom Dixon

BY  _____
Russ Pavlata

BY  _____
Carol Whitfield

BY  _____
Kathryn Miller

BY  _____
John E. Ptacek

This instrument prepared by Andrew Huber EADS MURRAY & PUGH, P.C., 9515 E. 59th Street, Suite B, Indianapolis, IN 46216. (317) 536-2565.