

WHEREAS, the undersigned president of the Association does hereby execute this Bylaw Amendment which is effective as of May 1, 2012, and does hereby adopt the following amendment to the Bylaws pursuant to Article X therein.

NOW, THEREFORE, the Bylaws of BRIARWOOD OWNERS' COUNCIL OF HILTON HEAD, INC. is hereby amended as follows:

1. Article III, section 3 of the Bylaws is hereby amended and restated as follows:

ARTICLE III

Section 3. Annual Meetings. The annual meeting of the Council shall be held at the call of the President once a year during the first or second weeks in January or at such other time as a majority of the Board of Directors may agree upon. At such meetings there shall be elected by ballot of the Co-owners a Board of Directors in accordance with the requirements of Section 5 of Article IV of these bylaws. The Co-owners may also transact such other business of the Council as may properly come before them.

2. Article III, section 7 of the Bylaws is hereby amended and restated as follows:

Section 7. Nomination and Election Procedures.

(a) **Nominating Committee:** The Board of Directors shall prescribe the opening date and the closing date of a reasonable filing period in which each and every eligible person who has an interest in serving as a director may file as a candidate and establish the number of persons that shall comprise the Board for the following year. The Board may establish such other rules and regulations as it deems appropriate to conduct the nomination of directors in a fair, efficient and cost-effective manner.

Nominations for election to the Board may be delegated to a Nominating Committee ("Nominating Committee"). The Nominating Committee, if any, shall consist of a chairman, who shall be a member of the Board, and up to five (5) Members or representatives of Members. Members of the Nominating Committee shall be appointed by the Board not less than thirty (30) days prior to each annual meeting to serve a term of one (1) year until their successors are appointed, and such appointment shall be announced in the notice of each election. The Nominating Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine. All nominations shall be made by written ballot and during the filing period referenced above in this Article III, Section 7. Each candidate shall be given a reasonable opportunity to communicate his or her qualifications to the Members prior to the election or close of balloting. In the absence of a Nominating Committee, the Board shall serve as the Nominating Committee. This provision is intended to permit the Board to appoint a Nominating Committee but shall not be interpreted as requiring a Nominating Committee.

No member of the Board shall serve more than two (2) consecutive terms of three (3) years except in the circumstance in which the Board determines that there are no alternative candidates willing or able to serve on the Board. If the Board determines that there are no alternative candidates willing or able to serve on the Board, it shall document the same in the minutes of its meeting and an existing Board member may be elected to serve an additional term. A ballot shall be prepared by the Chairman of the Nominating Committee listing the names of the nominees. Each nominee must be contacted by a member of the Nominating Committee and the nominee must express his or her willingness to run and to serve if elected. In addition, the ballot must have a space provided for write-in candidates.

The members of the Board shall hold office until January 31st of their third and last year of service. Newly elected members shall start their service and all new officers shall start their serve in February 1.

3. Article IV, Section 1 of the Bylaws is hereby added in the following form:

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Number and Qualifications. The affairs of the Council shall be governed by a Board of Directors (hereinafter referred to as the "Board") comprised of not fewer than five (5) or more than seven (7) persons.

Prior to each election of directors, the Board shall prescribe the opening date and the closing date of a reasonable filing period in which each and every eligible person who has an interest in serving as a director may file as a candidate and establish the number of persons that shall comprise the Board for the following year. The Board may establish such other rules and regulations as it deems appropriate to conduct the nomination of directors in a fair, efficient and cost-effective manner.

Nominations for election to the Board may be delegated to a Nominating Committee ("Nominating Committee"). The Nominating Committee, if any, shall consist of a chairman, who shall be a member of the Board, and up to five (5) Members or representatives of Members. Members of the Nominating Committee shall be appointed by the Board not less than thirty (30) days prior to each annual meeting to serve a term of one (1) year until their successors are appointed, and such appointment shall be announced in the notice of each election. The Nominating Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine. All nominations shall be made by written ballot and during the filing period referenced above in this Section 5.1. Each candidate shall be given a reasonable opportunity to communicate his or her qualifications to the Members prior to the election or close of balloting. In the absence of a Nominating Committee, the Board shall serve as the Nominating Committee.

All Board members shall be Villa owners or, in the event that a Villa is owned by a limited liability company or corporation, shall be members or shareholders of a member. If for estate or other reasons a wife is listed as the sole owner of the Briarwood property, but is living with her lawful husband in any location, the husband may serve on the Briarwood Board of Directors the same as a regular Co-owner. If, on the other hand, a husband is listed as the sole owner of the Briarwood property, but is living with his lawful wife in any location, the wife may serve on the Briarwood Board of Directors the same as a regular Co-owner. Such husbands and wives who are elected to the Briarwood Board shall be subject to all rules and regulations, as well as entitled to all privileges covered in our Bylaws. However, only one position on the Board may be filled by a representative of each Villa.

4. Article IV, Section 6 of the Bylaws is hereby amended and restated in the following form:

Section 6. Board of Directors' Terms. The Board of Directors shall consist of not less than five (5) nor more than seven (7) Co-owners. The term of office of each director shall be staggered such that no more than three (3) directors will be elected for full terms at any annual meeting. Directors may be elected for successive terms. Upon the expiration of a Director's term, the Director will continue to serve until a successor has been elected pursuant to these Bylaws.

5. Article VIII, Section 6 of the Bylaws is hereby amended and restated in the following form

ARTICLE VIII.

RECONSTRUCTION AND REPAIR

This provision is deleted in its entirety and replaced with the following: "This provision is deleted and reference is made to Section XI of the Master Deed as amended."

4. Article IX of the Bylaws is hereby amended and restated in the following form

ARTICLE IX.

INSURANCE TRUST

This provision is deleted in its entirety and replaced with the following: "This provision is deleted and reference is made to Section XII of the Master Deed as amended."

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Association has caused this Amendment to be executed the day and year above first written.

WITNESSES:

Brandi Norris
[Signature]
Sharon E. Potts
Bret P

BRIARWOOD OWNERS' COUNCIL OF HILTON HEAD, INC.

By: [Signature]
Mitchell A. Jablow, MD, President

ATTESTED TO:

By: [Signature]
Teresa Bedo, Secretary

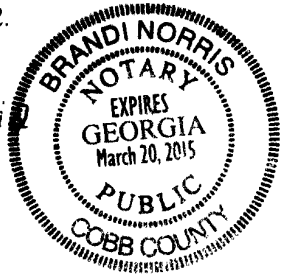
STATE OF ~~SOUTH CAROLINA~~)
Georgia)
COUNTY OF ~~BEAUFORT~~ Cobb)

ACKNOWLEDGEMENT

I, Brandi Norris, a Notary Public for said County and State, do hereby certify that Mitchell A. Jablow, MD, as President of BRIARWOOD OWNERS' COUNCIL OF HILTON HEAD, INC., personally appeared before me this day and acknowledged the due execution of the foregoing Amendment.

WITNESS my hand and notarial seal, this the 30 day of August, 2012.

Brandi Norris
Notary Public For South Carolina Georgia
My commission expires: 3/20/15



STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGEMENT

I, Bret Pruehs, a Notary Public for said County and State, do hereby certify that Teresa Bedo, as Secretary of BRIARWOOD OWNERS' COUNCIL OF HILTON HEAD, INC. personally appeared before me this day and acknowledged the due execution of the foregoing Amendment.

WITNESS my hand and notarial seal, this the 29 day of August, 2012.

Bret P
Notary Public For _____
My commission expires: _____

Bret Pruehs
My Commission Expires
March 16, 2016