

**SECOND AMENDMENT
TO
RESTATED BYLAWS
OF
CENTRAL ATLANTA NEIGHBORS, INC.**

This is the Second Amendment to the Restated Bylaws of Central Atlanta Neighbors, Inc. Pursuant to Article Ten of the Restated Bylaws of Central Atlanta Neighbors, Inc. (the “Bylaws”), the Board of Directors (the “Board”) of Central Atlanta Neighbors, Inc. (“C.A.N.”) has the right to amend the Bylaws by action taken at a meeting duly held.

At a meeting duly held on April 23, 2012, the Board acted to amend the Bylaws in the following particulars, to be effective immediately for membership after April 23, 2012:

Add the following to Article One Section 1.1 as amended on 11/3/2005 of the Bylaws:

Any individual, corporation, organization, institution or agency who otherwise meets membership requirements shall be entitled to only one membership and shall designate one representative. I.e. an owner of a business may not have both an individual membership and an organization membership; or a resident may not have both an individual membership and a family membership.

For purposes hereof, “Central Atlanta” shall mean that area of Atlanta, Georgia described by the following geographical boundaries: Freedom Parkway/Baker Street to the south, Boulevard to the east, North Ave to the north, and Peachtree Street to the west, although not including these streets themselves, but including all property on the interior side of these boundaries. Except as described in (b) above, membership shall only be granted directly to an eligible individual or organization and not through an affiliation with an eligible individual or organization.

Delete (b) of Section 1.3 of Article One of the Bylaws and add the following (b) of Section 1.3 of Article One of the Bylaws:

Only members meeting all three of the following criteria will be eligible to vote:

- 1) must meet the membership requirements outlined in Section 1.1;
- 2) must pay annual dues as of the record date for a meeting at which a vote of the members will occur shall be entitled to vote at such meeting;
- 3) must have attended any TWO (2) previous meetings during the previous TWELVE (12) calendar months shall be eligible to vote during their THIRD (3) meeting (membership requirements and dues payment do not apply to the previous meetings attended).

CERTIFICATION

I, the undersigned Secretary of the Corporation, hereby certify that this Second Amendment to the Restated Bylaws of Central Atlanta Neighbors, Inc. was duly adopted by the Board of Directors of C.A.N. at a meeting thereof duly held on April 23, 2012.

Signed copy on file

By Andrew Randall, Secretary

Dated: April 29, 2012