

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

This is the First 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 November 3, 2005, the Board acted to amend the Bylaws in the following particulars, to be effective immediately for membership after December 31, 2005:

1.

Delete Section 1.1 of Article One of the Bylaws and add the following Section 1.1 to Article One of the Bylaws:

SECTION 1.1. MEMBERSHIP. There shall be three (3) classes of membership in the Corporation, as described below:

- (a) **Individual Membership.** An individual membership is available to any individual who resides in or owns a business in Central Atlanta. For purposes of the preceding sentence, an individual who stays or lives in a facility providing temporary, short-term or specialized housing, including, but not limited to, a hotel, motel, hospital, rehabilitation facility, shelter, dormitory, or student housing, located in Central Atlanta shall not be deemed to reside in Central Atlanta; provided, however, that this sentence shall not be interpreted to preclude membership in the Corporation by the owner, operator, or representative of such facility under and in accordance with Subsection (c) below.
- (b) **Family Membership.** A family membership is available to a household consisting of any individual who resides in Central Atlanta; his or her spouse (if any) or domestic partner (if any); and/or each of his or her children who is at least age 18 (if any).
- (c) **Organization Membership.** An organization membership is available to any licensed business or nonprofit organization or agency located in Central Atlanta.

The Corporation may have additional classes of members, as may be determined by the Board of Directors from time to time.

2.

All other parts of the Bylaws not inconsistent herewith are hereby ratified and confirmed, and any person who is or becomes a members of C.A.N. shall, by virtue of such person's payment of the dues required therefore, be deemed to have approved, and to have agreed to become bound by, this First Amendment to the Restated Bylaws of Central Atlanta Neighbors, Inc.

CERTIFICATION

I, the undersigned Secretary of the Corporation, hereby certify that this First 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 November 3, 2005.

Signed copy on file
By Lydia Meredith, Secretary
Dated: 11/3/2005