

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

This is the Third 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 February 14, 2013, the Board acted to amend the Bylaws in the following particulars, to be effective immediately:

Delete (a) of Section 2.2 of Article Two of the Bylaws and add the following (a) of Section 2.2 of Article Two of the Bylaws:

Annual Meeting. The annual meeting of the members for a calendar year will be held at 6:30 pm EST on the first Monday in November of that year, unless another date and/or time is designated by the Board of Directors.

Delete (a) of Section 4.2 of Article Four of the Bylaws and add the following (a) of Section 4.2 of Article Four of the Bylaws:

Regular Meetings. Regular meetings for the following year will be held on such dates and at such times as shall be designated by the Board upon completion of the annual meeting and board elections in November.

Delete Section 6.1 of Article Six of the Bylaws and add the following Section 6.1 of Article Six of the Bylaws:

APPOINTMENT AND TERM. At its first regular meeting following the annual member meeting, the Board of Directors shall appoint a President, a Vice President, a Secretary, and a Treasurer, and may appoint such other officers as it may deem proper. Each officer

shall be a Director, and any Director may simultaneously hold two or more offices, except that the same Director may not be both President and Treasurer. Unless otherwise provided in the resolution of election, each officer so appointed shall hold office for a term running from such meeting of the Board until the first regular meeting after the annual member meeting during the next succeeding calendar year and until his or her successor has been duly appointed, except that the officer's term shall end upon his or her earlier resignation, removal from office, incapacity to serve, or death (if any).

#### CERTIFICATION

I, the undersigned Secretary of the Corporation, hereby certify that this Third Amendment to the Restated Bylaws of Central Atlanta Neighbors, Inc. was duly adopted by the Board of Directors of C.A.N./Fourth Ward West at a meeting thereof duly held on February 14, 2013.

Signed copy on file

By Andrew Randall, Secretary

Dated: February 14, 2013