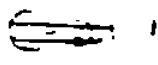


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GARHESMER COUNTY
REGISTER DISTRICT
STEPHEN WEEKES
REGISTER

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HORSE POND CORPORATION
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CLERK'S CERTIFICATE

NOT AN OFFICIAL COPY
I, David B. Goldberg, hereby certify that I am the Clerk of Horse
Pond Corporation and that the following is a true copy of three votes of the
Board of Directors and the Stockholders of Horse Pond Corporation duly
taken at the annual meeting of the Corporation on March 10, 1974. I further
certify that said votes have the effect of amending the by-laws of the
Corporation and that said votes are still in full force and effect.

VOTED: To amend the by-laws of the Corporation so that the
submission of the proposed common expense budget and
the presentation of the last year end accounting by the
accountant for the January 1-December 31 fiscal year
shall be made on or before March 1 of each year.

VOTED: to amend the by-laws of the Corporation so that
beginning with the year 1975, the annual meeting shall
be held on the second Sunday in June of each year.

VOTED: To amend the by-laws of the Corporation so that
beginning with the year 1974 three (3) equal payments
of the proposed common expense charges shall be
made on January 1, April 1, and June 1 of each year
and that this resolution shall be retroactive to January 1,
1974.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal
of the corporation this 9th day of May, 1975.


David B. Goldberg, Clerk

