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THE GUARD HILL HOMEOWNERS ASSOCIATION, INC. *
RESOLUTION
AMENDING DECLARATION AND BY-LAWS

* **Property Address: (no number) Bedford Road (Route 117) at Victoria Drive
Mount Kisco, New York 10549**

✓ **WHEREAS**, the Declaration and By-Laws for The Guard Hill Homeowners Association, Inc. (hereinafter, the "Association") dated December 17, 1985, were recorded on June 24, 1986 in the Office of the Westchester County Clerk, Division of Land Records, at Liber 08472 of Conveyances, page 89, et. seq.; and

WHEREAS, the Board of Directors of the Association believes it to be in the best interests of the owners of homes (hereinafter, the "Owner" or the "Member") that the Declaration and By-Laws be amended; and

WHEREAS, the Board of Directors of the Association has, by appropriate notice as required by such By-Laws, duly convened the annual meeting of the Owners on July 5, 2005 to consider amendments to several Articles and Sections of the Declaration and By-Laws as hereinafter set forth; and

WHEREAS, a quorum of the Owners was present in person or by proxy at said meeting; and

WHEREAS, upon motion duly made and seconded, and upon the affirmative vote of the requisite number of Owners, the following Resolution was adopted.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of The Guard Hill Homeowners Association, Inc. that the Declaration and By-laws of The Guard Hill Homeowners Association, Inc. shall be and the same are hereby amended as follows:

1. Article V of the Declaration, entitled "COVENANT FOR MAINTENANCE ASSESSMENTS", Section 8, entitled "Effect of Non-Payment of Assessments; Remedies of the Association" shall be and hereby is amended by lettering the existing language as subparagraph "A", and adding a new subparagraph designated "B", to read as follows:

"B. In the event that a Member shall at any time be
(i) in default of any financial obligations to the Association, (ii)
in default in performing acts which the Member is required to
perform, (iii) in violation of any terms of the Declaration or By-
Laws, (iv) in violation of any statute, law, ordinance, or
regulation of any governmental entity having jurisdiction of the
Properties or the Common Area, or (v) in violation of any rules
and regulations promulgated by the Association (collectively,

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a "Default"), and the Association shall incur any expense in consulting counsel, instituting any action or proceeding based on such Default, or defending or asserting a counterclaim in any action or proceeding brought by the Member, the expense thereof to the Association (whether paid or not), including without limitation, reasonable attorney's fees and disbursements, shall be paid by the Member to the Association, on demand, as an additional assessment pursuant to this Article V, the collection of which shall be governed by section 9, below."

2. Article VII of the By-Laws, entitled "POWERS AND DUTIES OF THE BOARD OF DIRECTORS", Section 1, entitled "Powers" shall be and hereby is amended by adding a new paragraph "N", to read as follows:

"N. In the event that a Member shall at any time be (i) in default of any financial obligations to the Association, (ii) in default in performing acts which the Member is required to perform, (iii) in violation of any terms of the Declaration or By-Laws, (iv) in violation of any statute, law, ordinance, or regulation of any governmental entity having jurisdiction of the Properties or the Common Area, or (v) in violation of any rules and regulations promulgated by the Association (collectively, a "Default"), and the Association shall incur any expense in consulting counsel, instituting any action or proceeding based on such Default, or defending or asserting a counterclaim in any action or proceeding brought by the Member, the expense thereof to the Association (whether paid or not), including without limitation, reasonable attorney's fees and disbursements, shall be paid by the Member to the Association, on demand, as an additional assessment pursuant to the provisions of Article V of the Declaration, the collection of which shall be governed by section 9 thereof."


3. The recording of this Resolution in the Office of the Westchester County Clerk by the Board of Directors of The Guard Hill Homeowners Association, Inc. shall be deemed satisfactory evidence of full compliance with the provisions of the Declaration and By-Laws governing amendment thereof. By means of the signature appearing below, the Board of Directors of The Guard Hill Homeowners Association, Inc. certifies that at the meeting set forth above on July 5, 2005, there was a quorum of Home Owners present in person or by proxy, and that by an affirmative vote of 170 of the 212 Owners, representing eighty-two (82 %) percent in number and common interest the above Resolution was adopted.

4. The amendment to the Declaration and By-laws set forth herein shall be

effective immediately upon: (i) a copy of this Resolution being furnished to each Owner, or (ii) the recording of this Resolution in the Office of the Westchester County Clerk, whichever occurs later.

Dated: Mt. Kisco, New York
July 22, 2005

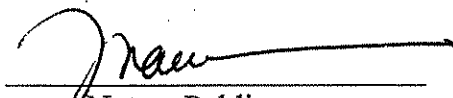
THE BOARD OF DIRECTORS OF THE GUARD
HILL HOMEOWNERS ASSOCIATION, INC.

By 
PATRICIA STURNIOLO, President

ACKNOWLEDGMENT

STATE OF NEW YORK)
 : ss.:
COUNTY OF WESTCHESTER)

On this 25 day of July, 2005, before me, the undersigned, a notary public in and for said state, personally appeared **PATRICIA STURNIOLO**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of whom the individual acted, executed the instrument.


Notary Public

MARIE A. BIANCO
Notary Public, State of New York
No. 01B16073861
Qualified in Westchester County
Commission Expires 4/29/20 06

Record and Return to:

Eric D. Koster, Esq.
Hoffman, Wachtell, Koster & Maier, LLP
399 Knollwood Road
White Plains, New York 10603

The Premises effected by this
Resolution is known as:
Section 69.82-5 on the Tax Map
of the Town/Village of Mount Kisco,
County of Westchester, State of New York

SCHEDULE A
TO
DECLARATION
OF
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR
GUARD HILL HOMEOWNERS ASSOCIATION, INC.

ALL those certain lots, pieces or parcels of land, situate lying and being in the Village/Town of Mount Kisco, County of Westchester and State of New York, being known and designated as Parcels A and C on a certain map entitled "Subdivision Plat of Wayside, etc." (Sheet 1 of 5) dated February 2, 1984, revised December 14, 1984, made by Donald J. Donnelly, L.S., and filed in the Westchester County Clerk's Office, Division of Land Records, on January 29, 1985 as Map No. 21827.



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Control Number 452370591	WIID Number 2005237-000248	Instrument Type DLR
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WESTCHESTER COUNTY RECORDING AND ENDORSEMENT PAGE
(THIS PAGE FORMS PART OF THE INSTRUMENT)
*** DO NOT REMOVE ***

THE FOLLOWING INSTRUMENT WAS ENDORSED FOR THE RECORD AS FOLLOWS:

TYPE OF INSTRUMENT DLR - DECLARATION
FEE PAGES 7 TOTAL PAGES 7

RECORDING FEES

STATUTORY CHARGE	\$6.00
RECORDING CHARGE	\$21.00
RECORD MGT. FUND	\$19.00
RP 5217	\$0.00
TP-584	\$0.00
CROSS REFERENCE	\$0.50
MISCELLANEOUS	\$0.00
TOTAL FEES PAID	\$46.50

TRANSFER TAXES

CONSIDERATION	\$0.00
TAX PAID	\$0.00
TRANSFER TAX #	

RECORDING DATE 09/01/2005
TIME 13:48:00

MORTGAGE TAXES

MORTGAGE DATE	
MORTGAGE AMOUNT	\$0.00
EXEMPT	
COUNTY TAX	\$0.00
YONKERS	\$0.00
BASIC	\$0.00
ADDITIONAL	\$0.00
SUBTOTAL	\$0.00
MTA	\$0.00
SPECIAL	\$0.00
TOTAL PAID	\$0.00

SERIAL NUMBER
DWELLING

THE PROPERTY IS SITUATED IN
WESTCHESTER COUNTY, NEW YORK IN THE:
TOWN OF MT. KISCO

WITNESS MY HAND AND OFFICIAL SEAL

LEONARD N. SPANO
WESTCHESTER COUNTY CLERK

Record & Return to:
ERIC D KOSTER ESQ
HOFFMAN WACHTELL KOSTER & MAIER
399 KNOLLWOOD RD
WHITE PLAINS, NY 10603