

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JUDY WATER ASSOCIATION, INC.
A Non-Profit Corporation**

Greg Williamson, President, and Larry Lee, Secretary-Treasurer, for Judy Water Association, Inc., a Kentucky non-profit corporation, Mt. Sterling, Montgomery County, Kentucky 40353, do hereby certify that, pursuant to Article XIV of the Amended and Restated Bylaws of Judy Water Association, Inc., and a unanimous vote of the Board of Directors present at special called meeting on July 31, 2014, did adopt the following resolution to amend the Articles of Incorporation of the Corporation, to-wit:

RESOLVED THAT: "Article VIII Board of Directors" be amended to read as follows:

1. The affairs of the corporation shall be managed by a Board of three (3) directors to be elected according to the procedures outlined in the corporation's By-Laws, and said Directors shall serve for five (5) year terms. The size of the Board shall not be changed except by amendment to these Articles. **The Manager shall serve as a non-voting ex-officio member of the Board of Directors.**
2. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, the majority of the remaining directors, though not less than a quorum, shall by a majority vote chose a successor to hold office until the next annual meeting at which time the Directors shall elect a director to fill the unexpired term, or terms.
3. A majority of the directors must be present at a meeting to conduct the business of the corporation.
4. The Board of Directors shall have their annual meeting after the annual meeting of the members hereinafter provided for, at a time and place to be designate by the President and will elect from their own number a President, Vice-President, and a Secretary-Treasurer.
5. The Board of Directors shall have other meetings as provided by the by-Laws.

IN WITNESS THEREOF said Greg Williamson, President, and Larry Lee, Secretary-Treasurer, acting on behalf of this corporation have hereunto subscribed their names this 31st day of JULY, 2014.