

**SECOND AMENDMENT TO BY-LAWS
OF
STEEPLECHASE ASSOCIATION, INC.,
an Oklahoma Non-Profit Corporation**

WHEREAS, the undersigned are all of the Board of Directors of the Steeplechase Association, Inc. (hereinafter the "Association" or "Steeplechase"), a single family residential development to the City of Edmond, Oklahoma County, Oklahoma, which Association is the mandatory homeowners association for Steeplechase Additions; and

WHEREAS, the annual meeting of the Association was held on October 28, 2003. Notice of the annual meeting was duly given which notice contained a proposal for amending the Bylaws of the Association to authorize the Board of Directors to amend the Bylaws, without a vote of the membership, for the sole purpose of conforming said Bylaws to match any amendments made to the Covenants for the Steeplechase Additions; and

WHEREAS, a vote was taken of the members present and a majority of those persons present, in person and by proxy, voted in favor of said amendment.

NOW THEREFORE, pursuant to the written vote recorded at the October 28, 2003 annual meeting the following amendment of the Bylaws of the Association and Original Declarations are hereby adopted, to-wit:

The following sentences shall be added to the first paragraph of Article X, to-wit: The Board of Directors is authorized to amend these By-laws, without a vote of the Members, as necessary to conform the By-laws with any amendment(s) made to the Declarations by the Association Members. Any such amendment must be made in writing signed by a majority of the members of the Board.

Thus, Article X in its amended form reads as follows:

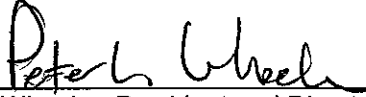
ARTICLE X

Amendments to By-laws. These By-laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy. The Board of Directors is authorized to amend these By-laws, without a vote of the Members, as necessary to conform the By-laws with any amendment(s) made to the Declarations by the Association Members. Any such amendment must be made in writing signed by a majority of the members of the Board.

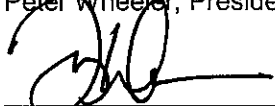
In the case of any conflict between the Corporation's Articles of Incorporation and these By-laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

Dated this 2nd day of November, 2007.

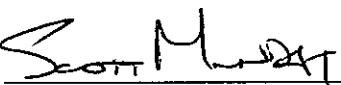
STEEPLECHASE ASSOCIATION, INC.




Peter Wheeler, President and Director



Trey Wells, Treasurer and Director




Scott Munday, Vice-President and Director



Tom Counihan, Director



Dan Tero, Director



James Boggs, Director



Melissa Rice, Secretary and Director

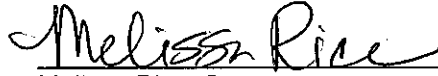


Russ Crawford, Director



Sean Berndt, Director

Made a part of the corporate records of Steeplechase Association, Inc. this 30th day of November, 2007.



Melissa Rice, Secretary