

FIRST AMENDMENT TO BY-LAWS OF THE
ROSWELL UNITED METHODIST CHURCH FOUNDATION, INC.

Pursuant to Article 10 of the By-Laws of the **ROSWELL UNITED METHODIST CHURCH FOUNDATION, INC.**, as amended and restated February 15, 2006, the Board of Directors do hereby amend said By-Laws by deleting Paragraph 4.2.17 of Article 4 in its entirety and substituting in lieu thereof the following:

- 4.2.17 The Board of Directors shall render a written annual report to the Charge Conference of the Church at its annual meeting. Commencing 2011, and each year thereafter, such annual report shall be supplemented by an interim financial review conducted by an independent certified public accountant covering the Foundation's financial statements, statements of income and distributions, retained earning, cash flows, all properties which the Foundation owns or has an interest in, for the period covered by the review. Commencing 2014 and every four (4) years thereafter, the annual report shall be supplemented by a certified audit report of an independent certified public accountant covering all properties which the Foundation owns or has an interest in, including itemized statements of receipts and disbursement from and to all accounts of the Foundation for the period covered by the review.

This 9th day of DECEMBER, 2010.

Bill Newton

Bill Newton

Steve Eppinger

Steve Eppinger

John Lauer

John Lauer

Sandra Nauman

Sandra Nauman

BEING ALL OF THE DIRECTORS OF THE
**ROSWELL UNITED METHODIST CHURCH
FOUNDATION, INC.**