

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED BYLAWS OF
SPINNAKER POINT ASSOCIATION, INC.**

A Corporation Not-For-Profit Under
the Laws of the State of Florida

The Amended and Restated Bylaws for Spinnaker Point Association, Inc. has been recorded in the public records of Indian River County, Florida at Official Records Book 1280, Page 262, et. seq. Spinnaker Point Association, Inc., by its duly authorized officers, hereby certifies that the Amendments to these Amended and Restated Bylaws was approved by the Board of Directors and by the membership at the duly convened joint meeting held on April 21, 2009.

1. Article III, Sections 3.1 and 3.3 are amended to read as follows:

**III
DIRECTORS**

3.1 Number and Eligibility. The affairs of the Association shall be managed by a Board consisting of seven Directors. Any member of the Association in good standing is eligible to be elected as Director.

3.3 Term of Office. The term of office for each Director elected by the members shall be two (2) years, provided, however, that (i) the term of a Director elected by the members to fill an unexpired term shall be for the remainder of the term in which the vacancy occurred, and (ii) the term of a Director appointed by the Board to fill a vacancy shall extend to the next annual meeting of members.

If, for any reason, the election of Directors is delayed, the term of Directors then in office shall be extended until their successors are elected.

(The balance of Article III remains unchanged)

2. Article VIII is amended to read as follows:

**VIII
AMENDMENTS**

These By-Laws may be amended by the vote of not less than sixty-seven percent (67%) of the entire membership at a duly noticed meeting of the members. A proposal to amend the By-Laws may be made by a majority of the Board of Directors or, in writing addressed to the Board of Directors by five or more members. The notice of

the membership meeting at which the proposal is to be considered must include the specific language of the proposed amendment.

Provided, however, that no amendment will discriminate against any member, unless the member so affected shall consent; and no amendment will affect or impair the validity or priority of any mortgage covering any apartment, or affect or impair the rights of any lessor under any leases made by the Association.

The Board of Directors of the Association, acting alone, may adopt an amendment to these Bylaws for the purpose of conforming them to the Florida Statutes without regard to any requirements for approval of amendments by Association members.

(The balance of Article VIII remains unchanged)

3. The foregoing amendments to the Amended and Restated Bylaws of Spinnaker Point Association, Inc. were adopted by the board by a vote sufficient for approval by the Board of Directors and by the membership at the duly convened joint meeting held on April 21, 2009..

4. The adoption of this amendment appears upon the minutes of said meeting and is unrevoked.

5. All provisions of the Amended and Restated Bylaws of Spinnaker Point Association, Inc. are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 28th day of May, 2009.

WITNESSES AS TO PRESIDENT:

SPINNAKER POINT ASSOCIATION, INC.

Shawn Nehler
Printed Name: Shawn Nehler

By: Steven G. Smith
Steven G. Smith, President

Donna Murphy
Printed Name: Donna Murphy

STATE OF FLORIDA
COUNTY OF Indian River

The foregoing instrument was acknowledge before me on May 28, 2009, by Steven G. Smith as President of Spinnaker Point who is

personally known to me, or [] who has produced identification [Type of Identification: _____].

NOTARY PUBLIC-STATE OF FLORIDA
Notarial Seal: Caryn H. Eichelberger
Commission # DD791201
Expires: JULY 06, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Caryn H. Eichelberger
Notary Public

WITNESSES AS TO SECRETARY:

SPINNAKER POINT ASSOCIATION, INC.

Lisa A. Struckler
Printed Name: LISA A. STRUCKLER

By: James D. Flinchbaugh
JAMES D. FLINCHBAUGH Secretary

Ryan J. Sweitzer
Printed Name: Ryan J. Sweitzer

CORPORATE SEAL

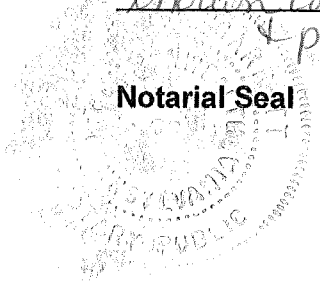
STATE OF FLORIDA PA
COUNTY OF York

The foregoing instrument was acknowledge before me on 5/12, 2009, by James D. Flinchbaugh, as Secretary of Spinnaker Point Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

known to me personally & photo ID

Christine A. Garrett
Notary Public

Notarial Seal



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Christine A. Garrett, Notary Public
City of York, York County
My Commission Expires June 29, 2009
Member, Pennsylvania Association of Notaries