

**CERTIFICATE OF SECOND AMENDMENT TO THE DECLARATION AND GENERAL
PROTECTIVE COVENANTS,
FOR BERMUDA BAY**

The undersigned, being the President and Secretary of BERMUDA BAY FOUNDATION, INC., a Florida not-for-profit corporation, hereby certify that at a Membership meeting duly held on the 21st day of March, 2002, in accordance with the requirements of Florida law and of the Declaration and General and Protective Covenants for BERMUDA BAY as recorded in Official Record Book 910, beginning at Page 658, of the Public Records in and for Indian River County, Florida, and after an affirmative vote of no less than a majority of the members of the Board of Directors of BERMUDA BAY FOUNDATION, INC. not less than two-thirds (2/3rds) of the membership voted to amend the Declaration of Covenants, Conditions and Restrictions as hereinafter set forth.

3.9 Antennas and Flagpoles.

(a) The following antenna's may be installed by Plot owners within their Plot:

(1) Satellite dish antenna's that are one meter (39 in.) or less in diameter and which are designed to receive direct broadcast satellite service, including direct to home satellite service.

(2) Satellite dish antennas that are one meter or less in diameter or diagonal measurement and are designed to receive video programming services via wireless cable.

(3) Standard television antennas that are designed to receive television broadcast signals.

(4) Any other antenna or satellite dish which Federal Law, as may be amended from time to time, requires the Foundation to permit.

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All other antennas are prohibited and may not be placed upon Bermuda Bay property. All antennas must be installed in accordance with manufacturer's specifications and State and Local Building codes. Antennas must be painted so that they blend into the background against which they are mounted. Antennas may not be placed upon common property or Foundation property. The Foundation's antenna and satellite dish restrictions shall not be interpreted so as to unreasonably delay installation, maintenance or use; preclude reception of an acceptable quality signal; or cause an unreasonable increase in the cost of installation, maintenance or use.


(b) No more than one (1) flagpole per Plot for display of the American flag only will be permitted and the flagpole design and location must be first approved in writing by the Foundation. No flagpole on a Plot shall exceed a height of twenty feet (20') above ground level or the height of the dwelling unit, whichever is less. The Foundation will have the right to install two flagpoles which will not exceed the height of thirty-five feet (35') above ground level.

IN WITNESS WHEREOF, the undersigned President and Secretary of BERMUDA BAY FOUNDATION, INC., have executed this Certificate of Amendment to the Declaration and General Protective Covenants on this 30 day of May, 2002.

BERMUDA BAY FOUNDATION, INC.

BY: 
President

ATTEST:

BY: 
Secretary V.P.

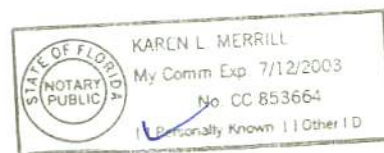
[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Gerard Weick and Pamela Scala, the President and Secretary of BERMUDA BAY FOUNDATION, INC., and that they acknowledged executing the same for said corporation, freely and voluntarily, under authority duly vested in them by said corporation, personally known to me or presented the following identification _____.

WITNESS my hand and official seal in the State and County last aforesaid, this 30 day of May, 2002.

Karen L Merrill
Notary Public



Bermuda Bay Foundation
Voted on and Passed at January 20, 2000 Special Owners Meeting

Ref: Board of Governors

RESOLVED:

The Bermuda Bay Foundation hereby amends and modifies the Articles of Incorporation as follows:

Page 5 of 12, Article 6, Board of Governors, "Paragraph B"

~~B. Until the Turnover Date, Governors need not be Members of the Foundation and need not be residents of the Committee Property; thereafter Governors shall be Members of the Foundation except for those who are appointed by the Declarant.~~

Is deleted and the following paragraph is to be inserted in its place:

B. Governors need to be members of the Foundation or residents of the committed property.

I, the undersigned Secretary for Bermuda Bay, hereby certify that this is a true and correct copy of the Amendment passed by the Bermuda Bay Foundation Members on January 20, 2000.

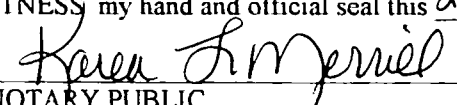


Willard C. Case
Secretary Bermuda Bay Foundation

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared Willard Case, Director and Officer, acknowledged executing the foregoing Certificate of Approval freely and voluntarily under authority vested in him/her by the corporation and that the seal affixed thereto is the true seal of said corporation.

WITNESS my hand and official seal this 20 day of January, 2000.


NOTARY PUBLIC

My commission expires:

