

**CERTIFICATE OF AMENDMENT
TO THE
BYLAWS OF
WESTWOOD COUNTRY ESTATES
PROPERTY OWNERS ASSOCIATION, INC.**

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

The Bylaws for Westwood Country Estates Property Owners Association, Inc. have been recorded in the public records of Martin County, Florida at Official Records Book 873, Page 155, et. seq. and amended at OR Book 1848, Page 2765, et. seq. The same Bylaws are hereby amended as approved by the membership at a duly convened Members Meeting on May 3, 2005.

1. Section 2.4 is amended to read as follows:

2.4 A quorum at members' meeting will consist of persons entitled to cast thirty percent (30%) of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present will constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Covenants and Restrictions, the Articles of Incorporation or these By-Laws.

(The balance of Section 2 remains unchanged)

2. Section 3.1 is amended to read as follows:

3.1 Membership. The affairs of the Association will be managed by a Board of five (5) directors,

3. Section 3.2 is amended to read as follows:

3.2 Election of Directors will be conducted in the following manner:

(a) Election of Directors will be held at the annual members' meetings.

(b) A nominating committee of five (5) members will be appointed by the Board of Directors not less than fifteen (15) days prior to the annual members' meeting. The committee will nominate at least one person for each director to be elected at the annual meeting. Additional nominations may be made from the floor.

(c) The election will be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There will be no cumulative voting.

(d) Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members will be filled by the remaining directors.

(e) Any director may be recalled and removed from office with or without cause by the vote or agreement in writing by a majority of all lot owners. The vacancy so created shall be filled by a majority vote of all lot owners.

Section (f) is deleted in its entirety.

4. Section 3.3 is amended to read as follows:

3.3 The terms of the directors' service shall be staggered. At the first election following the approval of this amendment to the By-Laws, three (3) directors shall serve for two (2) years, and the remaining directors shall serve for one (1) year. The length of the terms of all directors elected thereafter will be two (2) years. The decision as to which directors will be entitled to which initial term upon the implementation of staggered terms will be decided by the number of votes received by each director. The three (3) directors receiving the highest number of votes shall serve for an initial term of two (2) years, with the remaining two (2) directors serving an initial term of one (1) year. In the event there is no election because the number of candidates does not exceed the number of vacancies, then the decision as to which directors will be entitled to which initial term will be decided by a lottery.

5. Section 3.5 is amended to read as follows:

3.5 Regular Meetings of the Board of Directors may be held at such time and place as will be determined, from time to time, by a majority of the Directors. Notice of regular meetings will be given to each Director personally or by mail, telephone or electronic mail, at least three (3) days prior to the day named for such meeting.

6. Section 3.6 is amended to read as follows:

3.6 Special Meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than three (3) days' notice of the meeting will be given personally or by mail, telephone or electronic mail, which notice will state the time, place and purpose of the meeting.

7. Section 3.14 is added to read as follows:

3.14 Open Meetings. All meetings of the Board of Directors shall be open to all members, except for meetings between the Board and its attorney. Any member attending a meeting of the Board of Directors may speak on any matter placed on the agenda for a maximum of three (3) minutes, unless a longer time is authorized by the Board, as provided by Florida Statute §720.303(2004), as amended from time to time. The Association may adopt additional written rules governing the frequency, duration and other manner of member statements at Board Meetings.

8. Section 3.15 is added to read as follows:

3.15 **Posted Notice.** Notices of all Board Meetings must be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency as provided by Florida Statute §720.303(2)(2004), as amended from time to time. Notwithstanding the foregoing, written notice of any Board Meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered, must be mailed or delivered to the members and posted conspicuously on the property at least fourteen (14) days before the meeting.

9. Section 6.2 is amended to read as follows:

6.2 **Budget.** The Board of Directors will adopt a budget for each calendar year that will include the estimated funds required to defray the common expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices as follows:

- (a) Current expense.
- (b) Deferred maintenance.
- (c) Replacements.
- (d) Betterments, which shall include the funds to be used for capital expenditures for additional improvements to additional personal property that will be part of the common elements.

The Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member as required by Florida Statute §720.303(6)(2004) as amended from time to time.

10. Section 6.3 is amended to read as follows:

6.3 **Assessments.** Assessments against the lot owners, other than the Developer, for their shares of the items of the budget will be made for the calendar year annually in advance on or before December 20, preceding the year for which the assessments are made. Such assessments will be due in advance on January 30 of the year for which the assessments are made. If an annual assessment is not made as required, an assessment will be presumed to have been made in the amount of the last prior assessment and such assessment will be due upon the payment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors. The unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made will be due upon determination of the Board of Directors.

11. Section 6.4 is amended to read as follows:

6.4 LIEN FOR UNPAID ASSESSMENTS. The Association shall have a lien on each lot for any unpaid assessments with interest at the maximum legal rate allowed by law, late fees plus reasonable attorney's fees and court costs incurred by the Association incident to the collection of the assessment or the enforcement of the lien. Liability for assessments, liens and priority thereof, interest, late fees, collection and enforcement shall be governed by and conducted in accordance with §718.116, Florida Statutes (2004), as amended from time to time, being the section of the Florida Condominium Act regarding assessments and collection thereof.

12. Section 6.7 is added to read as follows:

6.7 Financial Reporting. The Association shall prepare an annual financial report as required by Florida Statute §720.303(7)(2004) as amended from time to time. The annual financial report will be prepared within sixty (60) days after the close of the fiscal year. The Association shall provide each member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the member.

13. Section 8.2 is amended to read as follows:

8.2 A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by members of the Association. Except as elsewhere provided, such approval must be by both a majority vote of the Board of Directors of the Association and a majority vote of all members of the Association.

14. The foregoing amendments to the Bylaws of Westwood Country Estates Property Owners Association, Inc. were adopted by the membership by a vote sufficient for approval at a Membership Meeting held on May 3, 2005.

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

16. All provisions of the Bylaws of Westwood Country Estates Property Owners 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 21 day of MAY, 2005.

WITNESSES:

WESTWOOD COUNTRY ESTATES
PROPERTY OWNERS ASSOCIATION, INC.

Kelly Alvarez
Printed Name: Kelly Alvarez

By: William Haynes
William Haynes, President

Natalie A. Armes
Printed Name: Natalie A. Armes

Kelly Alvarez
Printed Name: Kelly Alvarez

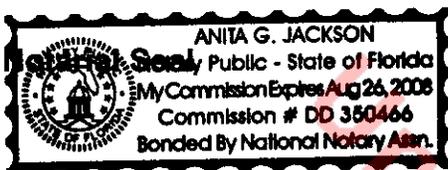
By: Denise Mendocha
Denise Mendocha Secretary

Natalie A. Armas
Printed Name: Natalie A. Armas

CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF Martin

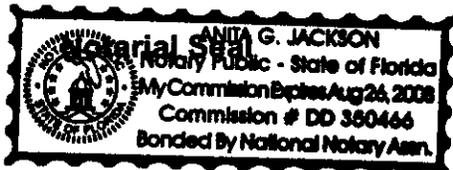
The foregoing instrument was acknowledged before me on 5/21, 2005,
by William L. Haynes, as President of Westwood Country Estates Property
Owners Association, Inc. [] who is personally known to me, or who has produced
identification [Type of Identification: Florida Driver's License].



Anita G. Jackson
Notary Public
Printed Name: Anita G. Jackson
Commission Expires: 8/26/2008

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me on 5/21, 2005,
by Denise Mendocha, as Secretary of Westwood Country Estates Property
Owners Association, Inc. [] who is personally known to me, or who has produced
identification [Type of Identification: Florida Driver's License].



Anita G. Jackson
Notary Public
Printed Name: Anita G. Jackson
Commission Expires: 8/26/2008

Record and Return to:
ELIZABETH P. BONAN, ESQ.
Ross Earle & Bonan, P.A.
Post Office Box 2401
Stuart, Florida 34995