

**AMENDMENT TO BY-LAWS OF
VILLAGE "A"
HOMEOWNERS ASSOCIATION, INC.**

THIS AMENDMENT to its BY-LAWS is made this 23rd day of January, 2008, by VILLAGE "A" HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association");

WITNESSETH

WHEREAS, the BY-LAWS for the VILLAGE "A" HOMEOWNERS ASSOCIATION, INC. were recorded on April 8, 2002 in Official Records Book 1479, at Page 2457, on the Public Records of Indian River County, Florida; and

WHEREAS, the Association wishes to amend the By-Laws of the Association to change the number and term of office of the Board of Directors; and

Now, THEREFORE, the Association hereby amends the By-Laws as follows:

A. ARTICLE V – BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

1. Number. The affairs of this Association shall be managed by a Board of Directors of ~~three (3)~~ five (5) Directors, ~~who need not be Members of the Association who must be Members of the Association.~~ The number of directors shall always consist of an odd number.

2. Term of Office. ~~At the first annual meeting, the Members shall elect three (3) Directors for a term of (1) one year, and at each annual meeting thereafter the members shall elect three Directors for a term of one (1) year. Directors shall serve staggered terms of two (2) years. At the first election subsequent to the effective date of this amendment, the three (3) Directors receiving the highest number of votes shall serve for a term of two (2) years and the two Directors receiving the next highest number of votes shall serve for a term of one (1) year. Thereafter, all Directors shall serve for a term of (2) years. The term of each director's service shall extend thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.~~

B. The foregoing amendment to the By-laws of Village "A" Homeowners Association, Inc., was adopted at a Special Meeting of the Association held on January 23, 2008.

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

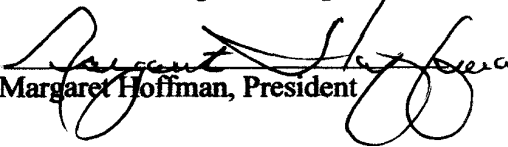
D. All provisions of the By-laws of Village "A" Homeowners Association, Inc., are herein confirmed and shall remain in full force and effect, except as previously amended or specifically amended herein.

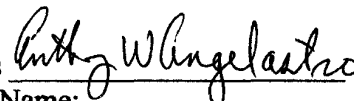
Additions to the text are identified by underlining; deletions by ~~strikeouts~~.

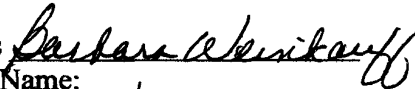
IN WITNESS WHEREOF, the undersigned has executed this amendment to the By-laws of Village "A" Homeowners Association, Inc., the day and year first above written.


Signed, sealed and delivered in the Presence of:

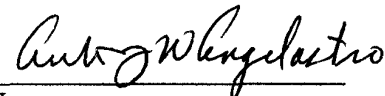
**VILLAGE "A" HOMEOWNERS ASSOCIATION, INC.
A Florida not-for-profit corporation**

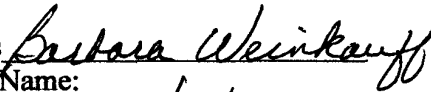
By 
Margaret Hoffman, President

Witness 
Printed Name:
ANTHONY W. ANGELASTRO

Witness 
Printed Name:
BARBARA WEINKAUFF

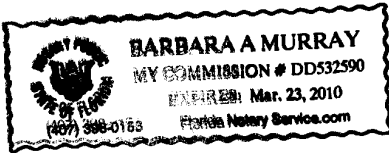
By 
Lou Aprile, Secretary

Witness 
Printed Name:
ANTHONY W. ANGELASTRO

Witness 
Printed Name:
BARBARA WEINKAUFF

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

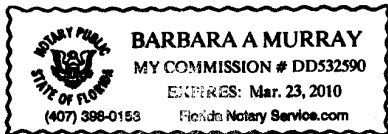
The foregoing instrument was acknowledged before me this 23rd day of January, 2008, by Margaret Hoffman, as President of VILLAGE "A" HOMEOWNERS ASSOCIATION, INC, a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Barbara A. Murray
Barbara A. Murray
Print Name
Notary Public – State of Florida

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 23rd day of January, 2008, by Louis Aprile, as Secretary of VILLAGE "A" HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Barbara A. Murray
Barbara A. Murray
Print Name
Notary Public – State of Florida

**MINUTES OF THE
SPECIAL MEETING OF THE
VILLAGE "A" HOMEOWNERS ASSOCIATION, INC.**

A Special Meeting of members of the Village "A" Homeowners Association, Inc., (the Corporation") was held at 7PM on the 23rd day of January, 2008 at 361 S. Tangerine Sq. Sw., Vero Beach, Florida 32968.

The meeting was called to order by Peggy Hoffman, President of the Corporation, who welcomed those members in attendance and thanked them for coming to this special meeting.

Peggy then introduced the members of the Board, Lou Aprile, Secretary and Tony Angelastro, Vice President.

Peggy then announced to the members that this was a special meeting called for the sole purpose of approving and adopting an amendment to the Corporation's By-Laws changing the number and term of the Board of Directors.

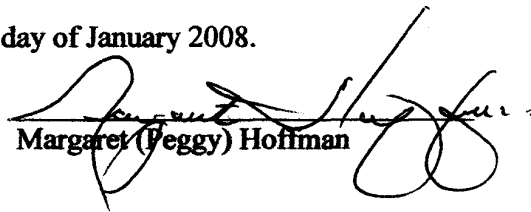
Peggy then requested that Lou Aprile, Secretary of the Corporation, confirm whether he had received the required number of proxies so that it would be a duly constituted meeting. Lou Aprile announced that with the number of proxies received and the members in attendance that there was a quorum, as required by the By-Laws.

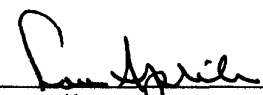
A Motion was made by Peggy Hoffman to amend the By-Laws of the Corporation to increase the number of Directors from three to five and to have the Directors serve staggered terms of two years

Upon a majority of those present voting in favor, the Motion was passed to adopt the Amendment to the Corporation's By-Laws increasing the number of Directors to five, with each serving a staggered term of two years. A copy of the approved Amendment is attached to these minutes.

Finally, Peggy stated that all of the business for which the meeting was called had been concluded and the meeting was adjourned. The secretary was directed to record all actions taken at the meeting.

DATED AND EFFECTIVE as of the 23rd day of January 2008.

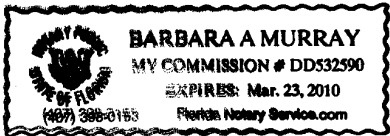

Margaret (Peggy) Hoffman



Lou Aprile, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

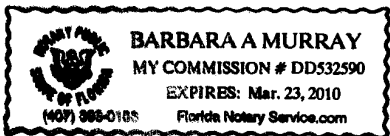
The foregoing instrument was acknowledged before me this 23rd day of January, 2008, by Margaret Hoffman, as President of VILLAGE "A" HOMEOWNERS ASSOCIATION, INC, a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Barbara A. Murray
Barbara A. Murray
Print Name
Notary Public – State of Florida

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 23rd day of January, 2008, by Louis Aprile, as Secretary of VILLAGE "A" HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



Barbara A. Murray
Barbara A. Murray
Print Name
Notary Public – State of Florida