

CERTIFICATE OF AMENDMENT

4281252 OR: 4442 PG: 1403

RECORDED in OFFICIAL RECORDS of COLLIER COUNTY, FL
04/08/2009 at 11:51AM DWIGHT B. BROCK, CLERK
RBC FEE 18.50

Retn:
SAMOUCHE MURRELL ET AL
5405 PARK CENTRAL CT
NAPLES FL 34109

THE UNDERSIGNED, being the duly and acting President of Marina Bay Club of Naples Condominium Association, Inc., a Florida corporation not for profit, hereby certifies that at a meeting of the members held on March 9, 2009, where a quorum was present, after due notice, the resolution set forth below was duly approved by the votes indicated for the purpose of amending the Amended and Restated Bylaws of Marina Bay Club of Naples Condominium Association, Inc., attached as an exhibit to the Amended and Restated Declaration of Condominium for Marina Bay Club of Naples, a Condominium, as originally recorded in O.R. Book 1619 at Page 1422 et seq., Official Records of Collier County, Florida.

(for use by Clerk of Court)

The following resolution was approved by at least two-thirds (2/3rds) of the voting interests present in person or by proxy.

RESOLVED: That the Amended and Restated Bylaws of Marina Bay Club of Naples Condominium Association, Inc., be and are hereby amended, and the amendment is adopted in the form attached hereto, and made a part hereof.

Date: 4-2-09

MARINA BAY CLUB OF NAPLES
CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
James W. Hlavacek, President
13105 Vanderbilt Drive, #503-4
Naples, FL 34110

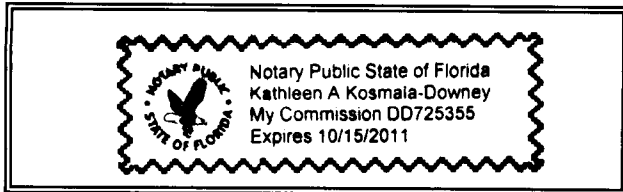
(1) [Signature]
Witness
Print Name: SALLY STELLMACHER

(2) [Signature]
Witness
Print Name: RAYMOND EGGERT

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2 day of APRIL, 2009, by James W. Hlavacek, as President of the aforementioned Corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification.



[Signature]
Signature of Notary Public
KATHLEEN A. KOSMALA-DOWNEY

Print, Type, or Stamp Commissioned Name of Notary Public (Affix Notarial Seal)

This instrument prepared by Robert C. Samouche, Esq., Samouche, Murrell & Gal, P.A., 5405 Park Central Court, Naples, FL 34109.

AMENDMENT TO THE AMENDED AND RESTATED BYLAWS
OF
MARINA BAY CLUB OF NAPLES CONDOMINIUM ASSOCIATION, INC.

The Amended and Restated Bylaws of Marina Bay Club of Naples Condominium Association, Inc. shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in ~~struck through~~ type.

Section 4.1 of the Bylaws shall be amended to read as follows:

4.1 **Number and Terms of Office.** The number of Directors which shall constitute the whole Board of Directors shall be five (5). In order to provide for continuity of experience, all Directors shall be elected for two (2) three (3) year staggered terms with two (2) Directors being elected in even numbered years and three (3) Directors being elected in odd numbered years. A Director's term ends at the annual election at which his successor is to be duly elected. Directors shall be elected by the members as described in Section 4.3 below, or in the case of a vacancy between annual elections, as provided in Section 4.4 below.