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Sharon R. Beck, CLERK & COMPTROLLER

**CERTIFICATE OF AMENDMENT TO THE DECLARATION FOR SANDPIPER WALK
NEIGHBORHOOD BY AMENDING THE ARTICLES OF INCORPORATION AND BY-
LAWS OF SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC.
WHICH ARE EXHIBITS "2" AND "3" THERETO**

WHEREAS, the Declaration was recorded in Official Record Book 17411, at Page 0798, Public Records of Palm Beach County, Florida, to which the Articles of Incorporation are attached as Exhibit "2" to the Declaration and the By-Laws which are attached as Exhibit "3" to the Declaration;

WHEREAS, Section 12.3 of the Articles of Incorporation provides that the Articles may be amended with the approval of not less than two-thirds of the entire membership of the Board of Directors and by not less than 75% of the voting interests of the owners present in person or by proxy at an owners meeting;

WHEREAS, Section 12.3 of the By-Laws provides that the By-Laws may be amended by the approval of not less than two-thirds of the entire membership of the Board of Directors and by not less than 75% of the voting interests of the owners present in person or by proxy at a members meeting;

WHEREAS, at a Board meeting held on FEBRUARY 8, 2006, not less than two-thirds of the voting interests of the entire membership of the Board of Directors approved of the amendments to the Articles and By-Laws in the particulars as set forth in Exhibits "1" and "2" attached to this certificate; and

WHEREAS, at a special meeting of the owners held on April 26, 2006, not less than 75% of the voting interests of the owners present in person or by proxy at the owners meeting approved of the amendments to the Articles and By-Laws in the particulars as set forth in Exhibits "1" and "2" attached to this certificate; and

WHEREAS, the certificate relating to the Articles of Incorporation shall be filed with the Secretary of State and then this certificate shall be recorded in the Public Records of Palm Beach County, Florida.

NOW, THEREFORE, the Declaration by amending the Articles of Incorporation and By-Laws shall be amended in the particulars as stated in Exhibit "1" attached hereto; this amendment shall run with the real property known as Sandpiper Walk Neighborhood and shall be binding on all parties having any right, title, or interest in the said real property or any part thereof, their heirs, successors, assigns, tenants, guests and visitors, and except as otherwise amended hereby, shall remain unchanged and in full force and effect.

CERTIFICATE OF ADOPTION OF AMENDMENTS

I **HEREBY CERTIFY** that the attached amendment was duly adopted as an amendment to the Declaration by amending the Articles of Incorporation and By-Laws of Sandpiper Walk Neighborhood Association, Inc. and that the approval from the Board of Directors and the owners as required by the Articles of Incorporation and By-Laws were obtained to approve of the amendments.

Dated this 6 day of July, 2006.

WITNESSES:

Carol Kaplan
Print Name: CAROL KAPLAN
Kathleen D. Compagnone
Print Name: KATHLEEN D. COMPAGNONE

SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC.

By: Martin R. Hamilton President
Print Name: MARTIN HAMILTON

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I **HEREBY CERTIFY** that on the 6TH day of JULY, 2006, before me personally appeared MARTIN HAMILTON as president of SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC., who is personally known to me and who did not take an oath and who executed the aforesaid Certification at his free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal, in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: _____

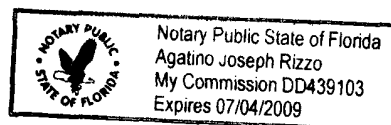


Exhibit "1"

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC.

As used herein the following shall apply:

A. Words in the text which are lined through with hyphens (----) indicate deletions from the present text.

B. Words in the text which are underlined indicate additions to the present text.

1. **Section 9 of the Articles of Incorporation shall be amended to read as follows:**

"9. Board of Directors. The affairs of Association shall be managed by a Board of ~~odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws.~~ The election of Directors shall be held at the annual meeting of the members. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed are as follows:

| NAME | ADDRESS |
|------------------|---|
| ROBERT DREWS | 1013 North State Road 7 Royal Palm Beach, FL 33411 |
| ANETTE GOSSELIN | 1013 North State Road 7 Royal Palm Beach, FL 33411 |
| MARIO INDIVIGLIO | 1013 North State Road 7 Royal Palm Beach, FL 33411 |

CERTIFICATE OF ADOPTION OF AMENDMENT TO
THE ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the duly elected and acting president of SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC. hereby certifies that the foregoing was approved by not less than two-thirds of the entire membership of the Board of Directors on FEBRUARY 8, 2006 and was approved by not less than 75% of the voting interests of

the members of the Association present in person and by proxy at a members meeting held on April 26, 2006. **The number of votes was sufficient for approval.**

EXECUTED this 6 day of July, 2006.

WITNESSES:

SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC.

Carol Kaplan

Print: CAROL KAPLAN

Kathleen D Compagnone

Print Name:

KATHLEEN D COMPAGNONE

By: Martin P. Hamilton

President

Print Name: MARTIN HAMILTON

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on the 6th day of July, 2006 before me personally appeared MARTIN HAMILTON as president of **SANDPIPER WALK NEIGHBORHOOD ASSOCIATION, INC.**, who is personally known to me and who did not take an oath and who executed the aforesaid Certification as his/her free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal, in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: [Signature]

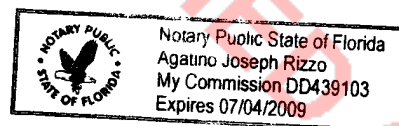


Exhibit "2"

AMENDMENT TO THE BY-LAWS

1. Sections 4.1 and 4.2 of the By-Laws shall be amended to read as follows:

"Board of Directors.

4.1 Number. The affairs of Association shall be managed by a Board consisting of ~~no less than three (3) persons and no more than nine (9)~~ five (5) persons. ~~Board members appointed by Developer need not be Members of Association. Board members elected by the other Members must be Members of Association or their spouses.~~

4.2 Term of Office and Staggered Board. ~~The election of Directors shall take place after Developer no longer has the authority to appoint the Board and shall take place at the Annual Members Meeting or on the Turnover Date. Meeting (except that the term of the Board appointed by Developer shall extend until the date designated by Developer, or until the Turnover Date).~~ At the annual meeting held in the year 2007, the Members shall elect three (3) Directors to serve for a two year term and two Directors to serve for a one year term. The three candidates receiving the highest number of votes shall be elected to serve for two year terms, and the next two candidates receiving the next highest number of votes shall be elected to serve for one year terms. If there is no contest for the election of Directors at the annual meeting at which the stagger will be commenced, then the elected Directors shall determine among themselves how to allocate two and one year terms, and such allocation shall be binding. Thereafter, Directors shall be elected to a two year term, and shall serve until the end of the Members meeting at which his or her successor is duly elected, unless he or she sooner resigns or is recalled.