

AMENDMENT
TO THE AMENDED AND RESTATED BY-LAWS
OF ISLES OF BOCA ASSOCIATION, INC.

(additions indicated by underlining, deletions by "----",
and unaffected language by ". . .")

Section 4. Board of Governors; Governors' Meetings

4.1 Unless a lower number is established by the Board of Governors as provided for below, the business and administration of the Association shall be by a Board of Governors composed of seven (7) persons elected from among the entire Membership Commencing with the initial Annual Election in 2008, the candidates with the four (4) highest number of votes shall receive two (2) year terms, and the candidates with the next three (3) highest number of votes shall receive one (1) year terms. Thereafter, every odd year, commencing in 2009, three (3) Governors shall be elected for two (2) year terms, and every even year commencing in 2010, four (4) Governors shall be elected for two (2) year terms. The Board of Governors may from time to time, in its sole discretion, modify the size of the Board to be either five (5) or seven (7) persons. Upon the reconfiguration of the Board to either five (5) or seven (7) persons, the Board will ensure that the staggered terms of the Governors will remain intact.

. . .