

RECORDED in OFFICIAL RECORDS of COLLIER COUNTY, FL
03/10/2003 at 11:05AM DWIGHT B. BROCK, CLERK
REC FEE 15.00

Retn:
KRAUS & BALLENGER
1072 GOODLETTE RD JN
NAPLES FL 34102

CERTIFICATE OF AMENDMENT

FOR

**MONTCLAIR PARK
FAIRWAY ESTATE HOMES
ASSOCIATION, INC.**

(This space is reserved for recording data.)

THIS AMENDMENT is made by MONTCLAIR FAIRWAY ESTATES BUILDING CORPORATION, a Florida Corporation, which is the successor developer to MONTCLAIR BUILDING CORPORATION, (the "Developer").

WHEREAS, the Developer has recorded a Declaration of Covenants, Conditions and Restrictions for MONTCLAIR PARK FAIRWAY ESTATE HOMES, on December 11, 1990, in the Official Records Book 1577, at Pages 2131, et. seq., in the Public Records of Collier County, Florida (the "Declaration");

WHEREAS, attached to as Exhibits and recorded with the Declaration are By-Laws of MONTCLAIR PARK FAIRWAY ESTATE HOMES ASSOCIATION, INC. (the "Association");

WHEREAS, the Declaration, in Section 13.3, reserves the right of the Developer to make amendments to the Declaration and its Exhibits;

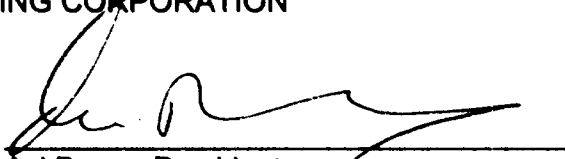
WHEREAS, the Developer wishes to amend the Association's By-Laws in the form attached hereto and incorporated by this reference.

NOW THEREFORE, the Developer hereby amends the aforesaid By-Laws in the form attached hereto and incorporated by this reference.

IN WITNESS WHEREOF, the Developer has caused this Certificate to be duly executed and the President of the Association has acknowledged the adoption of the amendment contained herein this _____ day of March, 2003.

**MONTCLAIR FAIRWAY ESTATES
BUILDING CORPORATION**

By:



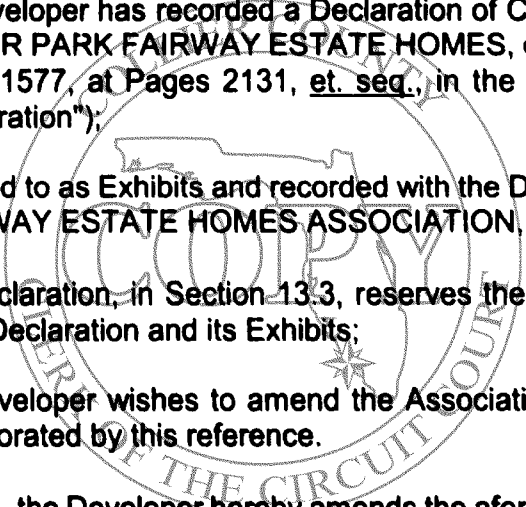
Avi Baron, President

Signature of Witness

Print name of Witness

Signature of Witness

Print name of Witness



MONTCLAIR PARK FAIRWAY ESTATE
HOMES ASSOCIATION, INC.

[Signature]
Signature of Witness

M. RANEA
Print name of Witness

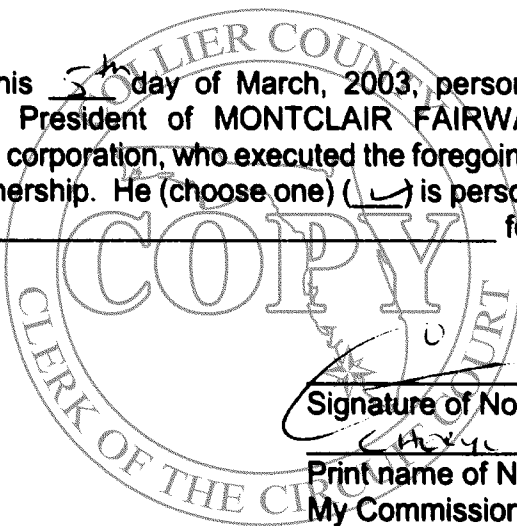
[Signature]
Signature of Witness

JAMES E. SCOTT
Print name of Witness

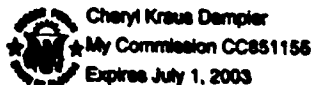
By: [Signature]
Avi Baron, President

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this 5th day of March, 2003, personally appeared before me Avi Baron as President of MONTCLAIR FAIRWAY ESTATES BUILDING CORPORATION, a Florida corporation, who executed the foregoing certificate in the name of, and on behalf of, said partnership. He (choose one) () is personally known to me or () has produced _____ for identification and did not take an oath.

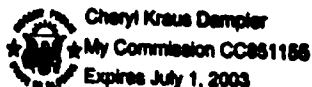


[Signature]
Signature of Notary Public
CHERYL KRAUS DAMPIER
Print name of Notary (SEAL)
My Commission Expires: 7/1/03



STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this 5th day of March, 2002, personally appeared before me Avi Baron, as President of MONTCLAIR PARK FAIRWAY ESTATE HOMES ASSOCIATION, INC., a Florida not for profit corporation, who executed the foregoing certificate in the name of, and on behalf of, said corporation. He (choose one) () is personally known to me or () has produced _____ for identification and did not take an oath.



[Signature]
Signature of Notary Public
CHERYL KRAUS DAMPIER
Print name of Notary (SEAL)
My Commission Expires: 7/1/03

AMENDMENTS TO THE BY-LAWS OF
MONTCLAIR PARK FAIRWAY ESTATE HOMES ASSOCIATION, INC.

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

1. Subsections 3.4 and 3.6 of Section 3 of the By-Laws of Montclair Park Fairway Estate Homes Association, Inc. shall be amended as follows:

3. MEMBERS' MEETINGS.

3.4 Quorum. A quorum at members' meetings shall be attained by the presence, either in person or by proxy, of persons entitled to cast ~~thirty-three and one-third percent (30 33-1/3%)~~ thirty-three and one-third percent (33 1/3%) of the votes of the entire membership.

3.6 Proxies. Votes may at a meeting be cast in person or by proxy. A proxy may be given by any person entitled to vote, but shall be valid only for the specific meeting for which originally given and/or any lawful adjournment of that meeting. No proxy shall be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid a proxy must be in writing, dated, signed by the person authorized to cast the vote, specify the date, time and place of the meeting for which it is given and ~~the original~~ must be delivered to the Association Secretary at ~~least forty-eight (48) hours~~ least thirty (30) days before the appointed time of the meeting or adjournment thereof. Holders of proxies need not be members. The holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy.

2. Subsections 4.1, 4.2 and 4.3 of Section 4 of the By-Laws of Montclair Park Fairway Estate Homes Association, Inc. shall be amended as follows:

4. BOARD OF DIRECTORS.

4.1 Number and Terms of Service. ~~While the Developer is in control of the Association, the number of Directors shall be three (3), and they shall serve at the pleasure of the Developer until turnover. After turnover of control, as provided in Section 14 of the Declaration, the~~ The number of Directors which shall constitute the whole Board of Directors shall be ~~three (3)~~ five (5). ~~In order to provide for a continuity of experience by establishing a system of staggered terms, at the Turnover meeting, two (2) Directors shall be elected for a term ending at the next annual meeting, and one (1) Director shall be elected for a term ending at the annual meeting after the next annual meeting. Thereafter all~~ All Directors shall be elected for terms of ~~one (1) two (2) years~~, or in the case of a vacancy as provided in 4.4 below.

4.2 Qualifications. ~~Except for Directors appointed by the Developer, each~~ Each Director must be a member or the spouse of a member.

~~No person shall be elected or appointed for successive terms totalling greater than four (4) years, unless there occurs a hiatus of at least two (2) years between terms. Initial terms by appointment for less than one year shall be excluded from consideration in determining the total number of years served.~~

4.4 Vacancies on the Board. If the office of any Director or Directors becomes vacant for any reason, a majority of the remaining Directors, though less than a quorum, shall promptly choose a successor or successors who shall hold office for ~~until the next annual meeting.~~ ~~At the next annual meeting, the members shall elect a person or persons to fill the remaining unexpired term or terms, if any.~~