

Notary:  
CHERYL B. KRAUS  
1100 FIFTH AVE S #201  
NAPLES FL 33940

**CERTIFICATE OF AMENDMENT**

THE UNDERSIGNED, being the duly elected and acting President and Vice President of SARATOGA COLONY, INC., a Florida corporation not for profit, does hereby certify that the following resolution was duly proposed by the Board of Directors and approved and adopted by the indicated at the special members' meeting held on June 24, 1996, where a quorum was present, after due notice, for the purpose of amending the By-Laws of Saratoga Colony, Inc. as originally recorded at O.R. Book 174, at Page 0057 et seq. in the Public Records of Collier County, Florida.

The following resolution was approved by the affirmative vote of greater than two-thirds (2/3) of the voting interests present and voting at the meeting.

RESOLVED: That the By-Laws of SARATOGA COLONY, INC., be and are hereby amended, and the amendments are adopted in the form attached hereto and made a part hereof.

Dated this 18 day of July, 1996.

SARATOGA COLONY, INC.

Mary Jo Welch  
Signature of Witness

Mary Jo Welch  
Print name of Witness

By: [Signature]  
Domenic Luppino, President

By: [Signature]  
William Grieder, Vice President

Mary Jo Welch  
Signature of Witness

Mary Jo Welch  
Print name of Witness

1100 Fifth Avenue South, Suite 201  
Naples, Florida 34102  
(SEAL)

STATE OF Massachusetts  
COUNTY OF Middlesex

I hereby certify that on the 18 day of July, 1996, personally appeared before me Domenic Luppino, as President, and William Grieder, as Vice President of Saratoga Colony, Inc., a Florida corporation not for profit, who executed the foregoing certificate in the name of, and on behalf of, said corporation. They are (choose one)  personally known to me or  have produced Proper Identification, License & Military ID as identification and did not take an oath.

[Signature]  
Signature of Notary Public

Clare J Cox  
Print name of Notary (SEAL)

My Commission Expires: 4-26-2002

AMENDMENT  
TO THE  
BY-LAWS  
OF  
SARATOGA COLONY, INC.

The By-Laws of Saratoga Colony, Inc. shall be amended as shown below:

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

Sections 4.1, 4.2 and 4.3 of the By-Laws shall be amended as follows:

4.1 Number and Terms of Service. The number of Directors which shall constitute the whole Board of Directors shall be five (5) ~~three (3)~~. In order to provide for a continuity of experience by establishing a system of staggered terms, in the 1997 annual election, the number of Directors to be elected shall be five (5). The three (3) candidates receiving the highest number of votes shall be elected for two (2) year terms. The two (2) candidates receiving the next highest number of votes shall be elected for one (1) year terms. If there are only five (5) candidates, the determination of who will serve the longer terms shall be made among them by agreement or by lot. Thereafter, all Directors shall be elected for two (2) year terms. A Director's term will end at the annual election at which will serve until his successor is to be duly elected, unless he sooner resigns or is recalled as provided in 4.5 below. Directors shall be elected by the members at each Annual Meeting as described in Section 4.3 below, or in the case of a vacancy, as provided in 4.4 below.

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

4.3 Annual Elections. Unless otherwise required by law, o on the day of each annual election the members shall elect by written ballot as many Directors as there are regular terms of Directors expiring. Not less then sixty (60) days before the annual election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each unit owner entitled to vote, a first notice of the date of the lection. Any unit owner or other eligible person desiring to be a candidate must give written notice to the Association not less than forty (40) days prior to the annual election. Candidates may also be nominated by any other method permitted by law. ~~If the number of candidates exceeds the number of Directors to be elected, at least thirty (30) days before the election;~~ t The Association shall mail or deliver a second notice of election to all unit owners entitled to vote therein, together with a ballot which shall list all qualified candidates and an agenda for the annual meeting, in accordance with Sections 3.3 and 3.4 above. Upon timely request of a candidate, the Association shall include with the second notice an information sheet, no larger than 8-1/2 inches by 11 inches furnished by the candidate, to be included with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association. Directors shall be elected by a plurality of the votes cast in the election provided that at least twenty percent (20%) of the eligible voters cast ballots. Proxies may not be used in the election.