



VERO BEACH ■ CORAL GABLES

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* ALSO ADMITTED IN MASSACHUSETTS & NEW YORK
** ALSO ADMITTED IN CALIFORNIA

EDWARD P. SWAN
(1927-2012)

September 22, 2014

Woodfield Property Owners Association, Inc.
Attn: Bob Begley
2755 Woodfield Boulevard
Vero Beach, FL 32966

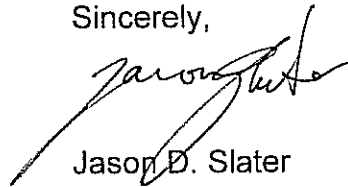
RE: Certificate of Amendment to the Bylaws

Ladies and Gentlemen:

Please find enclosed for your files the recorded Certificate of Amendment to the Bylaws.

It was a pleasure being of assistance to you. If you have any questions, please do not hesitate to contact me.

Sincerely,



Jason D. Slater

JDS/jz
Enclosure
cc: Fred Hanwell, President

This instrument prepared by:
Record and Return to:
Jason D. Slater, Esq.
Rossway Swan Tierney Barry, P.L., Attorneys at Law
2101 Indian River Blvd, 200
Vero Beach, Florida 32960
Telephone: (772) 231-4440

CERTIFICATE OF AMENDMENT
TO THE BYLAWS OF
WOODFIELD PROPERTY OWNERS ASSOCIATION, INC.


Notice is hereby given that at a duly called meeting of the members of the Woodfield Property Owners Association, Inc., a Florida not-for-profit corporation, on June 24, 2014, the corporation's Bylaws recorded in Official Records Book 2004, Page 2382, of the public records of Indian River County, Florida, were amended in accordance with the requirements of the corporation's Articles of Incorporation, Bylaws and Florida Statute and the number of votes cast for the amendment by the members and the Board of Directors were sufficient for approval.

The Bylaws are hereby amended in accordance with "Exhibit "A" attached hereto and incorporated herein by the reference entitled "Amendment to the Bylaws of Woodfield Property Owners Association, Inc."

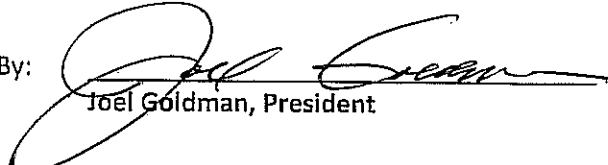
IN WITNESS WHEREOF, the Association has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this 3 day of September, 2014.

Signed, sealed, and delivered in
the presence of:

WOODFIELD PROPERTY OWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation


(Name: Alicia Simons)

By:

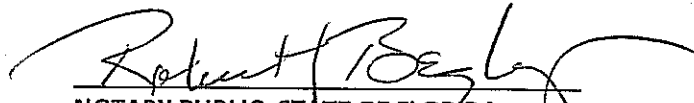

Joel Goldman, President


(Name: CHARLOTTE A. RACO)

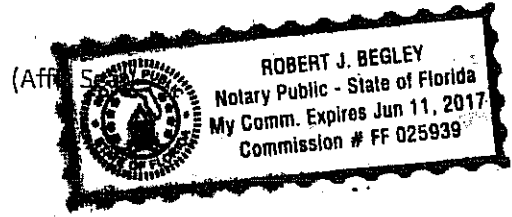
STATE OF FLORIDA)
) SS:
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that before me, a Notary Public, personally appeared JOEL GOLDMAN, as President of WOODFIELD PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who did acknowledge and swear before me that said person executed the foregoing instrument for the uses and purposes therein set forth on behalf of said corporation. I further state that (check one) _____ I have examined the current driver's license of the aforesaid person or I am familiar with the identity of the aforesaid person and have confirmed said person's identity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the County and State aforesaid this 3 day of September, 2014.


NOTARY PUBLIC, STATE OF FLORIDA
(Name: Robert J. Begley)

My commission expires: 6/11/17



**AMENDMENT TO THE BYLAWS
OF
WOODFIELD PROPERTY OWNERS ASSOCIATION, INC.**

The following sections of the By-Laws of Woodfield Property Owners Association, Inc. are hereby amended as follows:

3.5 Quorum of Members. Until and including the Turnover Date, a quorum shall be established by Developer's presence, in person or by proxy, at any meeting. From and after the Turnover Date, a quorum shall be established by the presence, in person, by absentee ballot or by proxy, of the Members entitled to cast twenty percent (20%) of the Voting Interests, except as otherwise provided in the Articles, the Declaration, or these By-Laws. Notwithstanding any provisions herein to the contrary, in the event that technology permits Members to participate in Members Meetings and vote on matters electronically, then the Board shall have authority, without the joinder of any other party, to revise this provision to establish appropriate quorum requirements.

3.7 Action of Members. Decisions that require a vote of the Members must be made by concurrence of a majority of the Voting Interests present, in person, by absentee ballot or by proxy, represented at a meeting at which a quorum has been obtained unless provided otherwise in the Declaration, Articles, or these By-Laws.

3.8 Proxies and Absentee Ballots. At all meetings, Members may vote their Voting Interests in person, by absentee ballot or by proxy, provided, however, that the election of directors shall be made by absentee ballot. Members voting by absentee ballot shall be deemed present at the meeting. All proxies shall comply with the provisions of Section 720.306(6) of the Florida Statutes, as amended from time to time, be in writing, and be filed with the Secretary at, or prior to, the meeting. Every proxy shall be revocable prior to the meeting for which it is given.

12.3 Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these By-Laws may be amended with the approval of (i) two-thirds (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present, in person, by absentee ballot or by proxy, at a duly called meeting of the Members in which there is a quorum. Notwithstanding the foregoing, these By-Laws may be amended after the Turnover Date by two-thirds (66 2/3%) of the Board acting alone to change the number of directors on the Board. Such change shall not require the approval of the Members. Any change in the number of directors shall not take effect until the next Annual Members Meeting.

All additions are underlined, all deletions are stricken through, and except as modified and



amended by this instrument the By-Laws shall remain unchanged and in full force and effect.

The foregoing were adopted as Amendments to the By-Laws of Woodfield Property Owners Association, Inc., a Florida not-for-profit corporation, with the Board of Directors and Members of the Association having approved the above amendments with the requisite votes at duly conducted, properly noticed meetings of the Membership and Board of Directors.