

**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF GRAND BAY
CONDOMINIUM ASSOCIATION**

NOTICE IS HEREBY GIVEN that at a duly called meeting of the members of Grand Bay Condominium Association, Inc. on December 28, 1995, held at 991 North Barfield Drive, Marco Island, 33937 at 12:00 noon by a vote of not less than sixty-six (66) percent of the voting interest present in person or by proxy of the association, the ByLaws of Grand Bay Condominium Association, as originally recorded in the Public Records of Collier County, Florida at O.R. Book 1562 Pages 165, et. seq., as amended, was amended as follows:

1. The ByLaws of Grand Bay Condominium Association are hereby amended in accordance with the Exhibit A attached hereto and incorporated herein.

IN WITNESS WHEREOF, Grand Bay Condominium Association Inc. has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this 18th day of January, 1996

GRAND BAY CONDOMINIUM ASSOCIATION, INC.

(corporate seal)

By: Robert H. Gander
As President

Witness #1: Cheryl B. Schmidt
(print name)

Witness #2: [Signature]
(print name)

ATTEST: [Signature]
Secretary

COUNTY OF Collier
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 18th day of January, 1996, by Robert Gander, President of Grand Bay Condominium, and [Signature], Secretary, who are personally known to me or who have produced [Signature] (type of identification) as identification and who did take an oath.

Cheryl B. Schmidt
Notary Public Cheryl B. Schmidt
Print Name

My commission expires:



CHERYL B SCHMIDT
My Commission CC403142
Expires Sep. 25, 1998
Bonded by HAI
800-422-1555

2017102 OR: 2142 PG: 1678
RECORDED IN THE OFFICIAL RECORDS OF COLLIER COUNTY, FL
BOOK 1562 PAGE 165

REC 218 10:50

AMENDMENT TO THE BYLAWS
FOR GRAND BAY CONDOMINIUM ASSOCIATION, INC.

AMENDMENT TO ARTICLE V
DIRECTORS

Pursuant to Article VIII, Amendments, the ByLaws of Grand Bay Condominium Association, Inc., recorded in the Public Records of Collier County, Florida at O.R. Book 1562, Pages 165 et. seq., as amended, are hereby amended as follows: (Additions are indicated by underlining, deletions are indicated by ~~strikethrough~~):

ARTICLE V
DIRECTORS

At the 1996 Annual Member's Meeting, five directors shall be elected. The two candidates receiving the most votes shall each serve three (3) year terms. The candidate receiving the least number of votes shall serve two year terms.

Thereafter, at each subsequent election, the term of each newly elected director shall be for three years.

~~Terms of directors shall be for one (1) year, and shall extend until the next annual meeting of the members and thereafter until a successor is duly elected and qualified, or until the Director is removed in the manner elsewhere provided.~~ Terms shall extend until the natural end of the term, or until a successor is duly elected and qualified, or until the Director is removed in the manner elsewhere provided.

The owners of each Unit, or the person entitled to vote for each Unit as set forth in Article III, Section 3, shall be entitled to vote their percentage vote for each Director to be elected. Any nominee declared elected must receive a plurality of votes cast. ~~Directors elected by the Developer shall have the right to serve until the next annual meeting, and until their successors have been duly elected and qualified, even though the term set forth above is reached during the year prior to the holding of an annual meeting. This shall not modify the voting rights of the Developer, as to any unsold Units.~~

*** OR: 2142 PG: 1679 ***