

CERTIFICATE OF AMENDMENT

TO THE

BY-LAWS

OF

THE VENICE CENTRE ASSOCIATION, INC.

The Venice Centre Association, Inc., its address being 238 West Tampa Avenue, Venice, Florida 33595, by the hands of the undersigned hereby certify that:

The Board of Directors of The Venice Centre Association, Inc. unanimously approved the following amendments to the By-Laws which was then submitted to the entire membership of the Association at its meeting called and held on the 5th day of February, 1980 and approved by affirmative vote of the majority of the membership of the Association except for amendment to Article V,6, which required and received approval of 75% of the entire membership as required by the By-Laws.

1. Article II-A, Section 3, which presently reads:

Section 3. Annual Meeting. The annual meeting shall be held at 2:00 p.m., Eastern Daylight Time, on the first Monday of May of each year, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members, provided, however, that if that day is legal holiday, the meeting shall be held at the same hour on the next secular day following. At the annual meeting, the members shall elect by a plurality vote (cumulative voting prohibited), a Board of Directors and transact such other business as may properly be brought before the meeting.

To read:

"The annual meeting shall be held at 8:00 P.M., Eastern Standard Time, on the first Tuesday of February of each year, in the recreation room of the Condominium, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members, provided, however, that if that day is legal holiday, the meeting shall be held at the same hour on the next secular day following. At the annual meeting, the members shall elect

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by a plurality vote (cumulate voting prohibited), a Board of Directors and transact such other business as may properly be brought before the meeting."

2. Article III, Section 1, which presently reads:

Section 1. Membership. The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, (excepting that the first Board of Directors shall consist of four (4) directors who need not be members of the Association and thereafter the membership of the Board) and shall consist of not less than nine (9) directors. Of the nine (9) directors, four (4) directors shall be elected from those owners of commercial units and five (5) directors shall be elected from those owners of the residential units as identified in Article III of Declaration of Condominium. (Until one of the events in Article II-A, Section 7, of the By-Laws first occurs, all Directors shall be designated by the Developer.) The term of each Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner provided in Section 4 below.

To read:

"The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association and shall consist of not less than nine (9) Directors. Of the nine (9) Directors, four (4) Directors shall be elected from those owners of commercial units and five (5) Directors shall be elected from those owners of the residential units as identified in Article III of the Declaration of Condominium. The term of each Director shall be for a period of three (3) years."

"The initial Board of Directors elected after the adoption of this Section shall be elected as follows:

(a) Nominations will be made for Directors by the nominating committee and from the floor.

(b) The two (2) nominees from the commercial units receiving the highest number of votes and one (1) nominee from the residential unit as identified herein receiving the highest number of votes among the residential nominees, shall be elected for a term of three (3) years. The nominee from the commercial units receiving the next highest vote and two (2) nominees from the residential units receiving the next highest votes among the residential nominees shall be elected for term of two (2) years. A nominee

from the commercial units receiving the next highest number of votes and two (2) nominees from the residential units receiving the next highest vote shall be elected for a term of one (1) year."

"Each year after this initial election pursuant to this Section, three (3) Directors will be elected for three (3) year terms as will be the case in each subsequent year, with the number of members being maintained between the commercial units and the residential units as set forth herein."

"Each Director will serve until his successor is duly elected and qualified or until he is removed in the manner provided in Section 4 below."

To read:

"Section 6. Annual Audit. An audit of accounts of the Association shall be made annually by an Audit Committee, selected by the Board of Directors, of not less than three owners, none of whom shall serve as a member of the Board during his or her term on the committee, nor who have so served during the year to be audited."

This amendment has been reexecuted and recorded to show the proper name of the Association and the proper instrument amended.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 19th day of June, 1980.

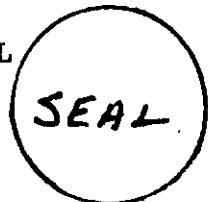
ATTEST:

THE VENICE CENTRE ASSOCIATION, INC.

By: W.K. Small
Secretary

By: Kathleen Zambelli
President

SEAL



STATE OF FLORIDA
COUNTY OF SARASOTA

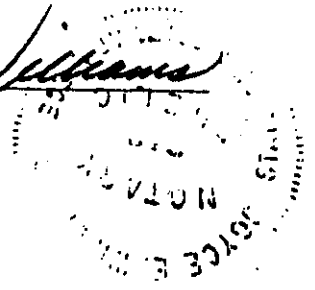
I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Kathleen Zambelli, as President, and W.K. Small, as Secretary, of The Venice Centre Association, Inc., and they acknowledge before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment of Declaration of Condominium on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment of Declaration of Condominium and that the execution thereof

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is the free act and deed of said corporation.

WITNESS my hand and official seal at Venice,
Sarasota County, Florida this 19th day of June, 1980.

James E. Williams
Notary Public



My Commission Expires:

Notary Public, State of Florida at Large
by Commission Expires April 2, 1983
Bonded By U S F & G

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FILED AND RECORDED
R. H. HANNEVY, CLERK
JUN 24 10 39 AM '80

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