

Name

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CFN 20060128810
OR BK 20006 PG 0889
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Palm Beach County, Florida
Sharon R. Bock, CLERK & COMPTROLLER
Pgs 0889 - 891; (3pgs)

**CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF WYNDAM PARK
HOMEOWNERS ASSOCIATION, INC. RELATING TO WYNDAM PARK
WHICH IS PART OF VICTORIA WOODS**

WHEREAS, the Amended and Restated Declaration of Covenants and Restrictions for Victoria Woods was recorded in Official Record Book 16456, at Page 0187, Public Records of Palm Beach County, Florida;

WHEREAS, Section 11.3 of the By-Laws provides that so long as the Developer controls the Board of Directors, the Developer may unilaterally amend the By-Laws;

WHEREAS, the Developer is currently in control of the Board of Directors of the Association;

WHEREAS, the Developer has approved of the amendments to the By-Laws in the particulars set forth in Exhibit "1" to this certificate;

WHEREAS, the Certificate of Amendment and Exhibit "1" shall be recorded in the public records of Palm Beach County, Florida.

NOW, THEREFORE, the By-Laws shall be amended in the particulars as stated in Exhibit "1" attached hereto; the amendments shall run with the real property known as Phase IIIB of Victoria Woods, legally described in the attachment to this Certificate, and shall be binding on all parties having any right, title, or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof; and except as otherwise amended hereby, the By-Laws shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Wyndam Park II, LLC, a Florida limited liability company, as Developer has caused the execution of this Certificate of Amendment on this 20 day of January, 2006.

WITNESSES:

Michelle L. Stoes
Print: Michelle L. Stoes
Billie M. Casale
Print: H. Clifford Stoddard
Billie M. Casale

WYNDAM PARK II, LLC, a Florida limited liability company

By: *[Signature]*
Authorized Manager

Current Address: 4227 Northlake Blvd.
Palm Beach Gardens, FL 33410

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on the 26 day of January, 2006 before me personally appeared Michael F. Aranda, as authorized manager for and on behalf of **WYNDAM PARK II, LLC**, who is personally known to me and who did not take an oath and who executed the aforesaid Certification as her free act and deed as such duly authorized officer, and the instrument is the act and deed of the Company.

WITNESS my signature and official seal, in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: *Sandra Herndon*

My commission expires: 11/29/2009



Exhibit "1"

AMENDMENTS TO THE BY-LAWS

As used herein the following shall apply:

A. Words in the text which are lined through with hyphens (---) indicate deletions from the present text.

B. Words in the text which are underlined indicate additions to the present text.

1. Section 11.3 of the By-Laws shall be amended to read as follows:

"11.3 ~~Vote Required.~~ Except as otherwise provided by Florida law or by specific provision of the Governing Documents, the By-Laws may be amended by a vote of a majority of the entire membership of the Board of Directors and by the affirmative vote of not less than ~~2/3~~ a majority of the voting interests of the entire membership of the Association. In the event that an amendment is proposed by a written petition signed by the Owners pursuant to Section 11.1 above, then the approval of the Board of Directors shall not be required."

2. A new Section 11.6 shall be added to the By-Laws which shall read as follows:

"11.6 Priority. These By-Laws may be amended to address subjects in the Amended and Restated Declaration of Covenants and Restrictions for Victoria Woods as amended from time to time and may conflict with same, only so long as the amendment pertains only to Wyndam Park. In the event of any conflict between the Amended and Restated Declaration of Covenants and Restrictions for Victoria Woods, as amended from time to time and these By-Laws, these By-Laws shall control and govern."