

Prepared by & Return to:
Pelican Bay Foundation
6251 Pelican Bay Blvd
Naples, FL 34108
Covenants Dept

CERTIFICATE OF AMENDMENT PELICAN BAY FOUNDATION, INC. BYLAWS

The Amended and Restated Bylaws of Pelican Bay Foundation, Inc. (the "Bylaws"), were recorded on February 3, 2009 in Official Records Book 4424, Page 2554 of the Public Records of Collier County, Florida.

The undersigned certifies that the attached Amendment to the Amended and Restated Bylaws of Pelican Bay Foundation, Inc was duly adopted by a majority of the Board of Directors of Pelican Bay Foundation, Inc., at a meeting called for that purpose on the 22nd day of January, 2010.

IN WITNESS WHEREOF, I have affixed my hand this 22nd day of January, 2010, at Collier County, Florida.

WITNESSES:

PELICAN BAY FOUNDATION, INC.
a Florida non-profit corporation

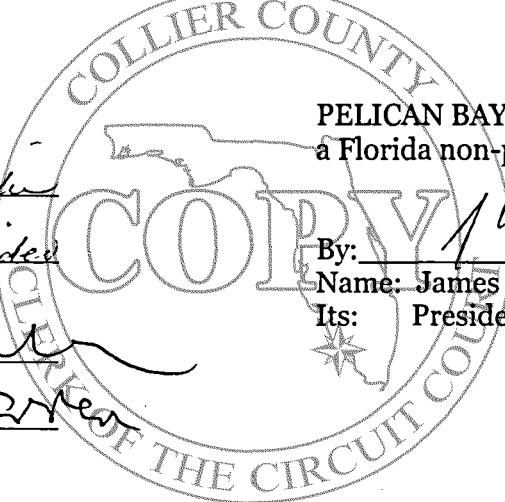
Suzanne Minadeo
Witness #1

Suzanne Minadeo
Witness #1 Printed Name

By: [Signature]
Name: James Hoppersteadt
Its: President

Lisa Warren
Witness #2

Lisa Warren
Witness #2 Printed Name



STATE OF FLORIDA)

COUNTY OF COLLIER)

ss:

The foregoing instrument was sworn to, subscribed and acknowledged before me this 22 day of January, 2010, by James Hoppersteadt as President of PELICAN BAY FOUNDATION, INC. a Florida non-profit corporation, on behalf of said corporation. He is personally known to me or _____ has produced a Drivers License as identification.

[Signature]
NOTARY PUBLIC
Print Name: _____
My Commission Expires: 8-30-13

 Lisa A. Warren
COMMISSION # DD915875
EXPIRES: AUG. 30, 2013
WWW.AARONNOTARY.COM

AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF PELICAN BAY FOUNDATION, INC.

Pursuant to Article X, Section 10.1 of the Amended and Restated Bylaws of Pelican Bay Foundation, Inc., the Bylaws are amended as follows (underlined text is added; ~~stricken~~ text is deleted):

Subsection (e) of Section 3.03 and Section 3.04 are amended as follows:

3.03 NOTICE.

(subsections (a) through (d) unchanged)

(e) Attendance at any meeting by a Member or in person or by proxy his voting representative constitutes waiver of notice, unless objection to the notice is raised at the beginning of the meeting. A person entitled to receive notice may waive notice of any meeting at any time.

3.04 QUORUM. A quorum shall be attained at any meeting of Members by the presence in person or by proxy of voting representatives of at least ten percent (10%) of the total voting interests. After a quorum has been established, the subsequent withdrawal of any person or persons that reduces the number of voting interests represented to less than the number required for a quorum, shall not affect the validity of any action taken after such withdrawal, or at any reconvening thereof.