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Palm Beach County, Florida

This instrument prepared by:
David A. Core, Esquire
ST. JOHN, CORE, FIORE & LEMME, P.A.
500 Australian Avenue So., Suite 600
West Palm Beach, Florida 33401
(561) 655-8994

**CERTIFICATE OF AMENDMENT TO THE
BYLAWS OF THE WINSTON TRAILS FOUNDATION, INC.**

I HEREBY CERTIFY that the Amendments attached as Exhibit "A" to this Certificate were duly adopted as Amendments to the Bylaws governing The Winston Trails Foundation, Inc., pursuant to the recorded Declaration of Covenants and Restrictions of Winston Trails and Section 617.0701, Florida Statutes. The Declaration of Covenants and Restrictions for Winston Trails, recorded in Official Records Book 7820, Page 281, et seq., of the public records of Palm Beach County, Florida. Written consent to the Amendment was given in accordance with Florida Statute 617.0701(4).

DATED this 5 day of November, 2001.

WITNESSES:

WINSTON TRAILS FOUNDATION, INC.

Eugene M. Albert
Signature

BY: Gene Sofia
Gene Sofia, President

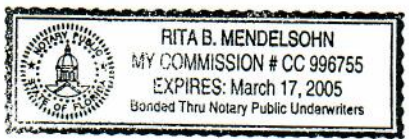
Bruce Grant
Signature

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Gene Sofia, President of Winston Trails Foundation, Inc., who is personally known to me or who has produced _____ as identification and who did take an oath, to be the individual who executed the foregoing instrument and acknowledged to and before me that he executed such instrument as President of the Association with due and regular corporate authority, and that said instrument is the free act and deed of the Association.

WITNESS my hand and official seal this 5th day of November, 2001.

Rita B. Mendelsohn
Notary Public, State of Florida at Large
My Commission Expires:



Amendment to the Bylaws of Winston Trails Foundation, Inc.

The Bylaws of Winston Trails Foundation, Inc., are amended as provided for below. The original Declaration of Covenants and Restrictions for Winston Trails are recorded in Official Records Book 7820, Page 281, et seq., of the public records of Palm Beach County, Florida

Additions to text are underlined; deletions to text are ~~stricken through~~.

I. Amendment to Article IV, Section 1 of the Bylaws. Article IV, Section 1 of the Bylaws is amended to read as follows:

Section 1. Number and Qualification. The property, business and affairs of the Foundation shall be governed and managed by a Board of Directors composed of at least three (3) persons. At the first election of directors following the effective date of this amendment to the Bylaws, the voting members shall elect a Board of Directors composed of nine (9) members. With the exception of the one director appointed by the Declarant, ~~the directors need not shall~~ be an Owners of a Lot or Unit. The Board of Directors may increase, by resolution, the authorized number of members of the Board, however, the authorized number of members shall always be an odd number. Directors shall not receive any stated salary for their services as directors unless compensation is granted by a majority of the Voting Members; provided, however, that (1) nothing herein contained shall be construed to preclude any director from serving the Foundation in some other capacity and receiving compensation therefor, and (2) any director may be reimbursed for his actual expenses incurred in the performance of his duties.

II. Amendment to Article IV, Section 5 of the Bylaws. Article IV, Section V of the Bylaws is amended to read as follows:

Section 5. Election and Term of Office.

- (a) Except a otherwise provided in the Declaration, Articles, or these Bylaws, at each annual meeting of the Voting Members, directors shall be elected by written ballot by a majority of Voting Members, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Notwithstanding any provision to the contrary in the Declaration, Articles of Incorporation or these Bylaws, at the first election following effective date of this amendment, the five (5) candidates receiving the highest number of votes shall be elected to serve two (2)-year terms. Until such time as the Declarant no longer appoints a director to the Board, the three (3) candidates receiving the next highest number of votes shall be elected serve one (1)-year terms. In the event of a tie in the number of votes cast for two (2) or more candidates to serve a two (2)-year term, there shall be an immediate runoff election as to those candidates only, to determine which candidates shall serve a two (2)-year term and which a one (1)-year term.

In the first election after the Declarant no longer has the right to appoint a director to the Board, if there are five (5) vacancies for the Board, the candidate to fill the seat vacated by the Declarant-appointed director shall be elected for a one (1)-year term. If, however, there are only four vacancies to be filled, the candidate to fill the seat vacated by the Declarant-appointed director shall be elected for a two (2)-year term. At each annual meeting thereafter, candidates shall be elected to serve a two (2)-year term.

- (b) In the event that an annual meeting is not held, or the Board is not then elected, the Board may be elected at a special meeting of the Voting Members held for that purpose. Each director shall hold office until his successor has been elected and has qualified or until his death, resignation, removal or judicial adjudication of mental incompetence. Any person serving as a director may be re-elected, and there shall be no limitation on the number of terms during which he may serve. Notwithstanding the foregoing, for so long as the Class B Membership exists, the Directors may be appointed by written action of the Class B Members.

III. Effective Date. The effective date of the above amendments, for the purposes of amending Article IV of the Bylaws, shall be the date on which the Foundation has received the necessary number of voting members' executed consent forms required to approve the proposed amendments, and not the recording date of any certificate of amendment.