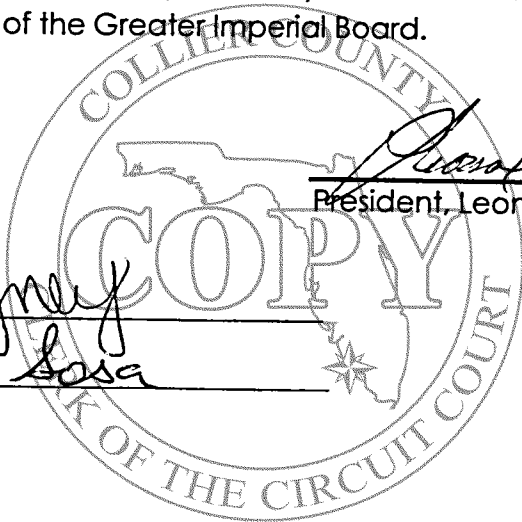


CERTIFICATE

I, Leonard Joyce do hereby CERTIFY:

1. That I am the duly elected, qualified and acting President of the GREATER IMPERIAL BOARD, INC. a Florida not for profit Corporation.
2. That the attached is a true and correct copy of the Second Amendment to Revised and Restated By-Laws of the Greater Imperial Board (GIB) dated December 15, 2011.
3. That this Second Amendment to the Revised and Restated By-Laws were approved on May 23, 2013 at a regular monthly meeting of the Greater Imperial Board where a quorum was present by a vote of more than a majority of the Board of Directors of the Greater Imperial Board.



*Leonard Joyce*  
 \_\_\_\_\_  
 President, Leonard Joyce

Witness *Kelly Hymay*  
 \_\_\_\_\_  
 Witness *Lusette Sosa*  
 \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Certificate was acknowledged before me this 20 day of June, 2013 by Leonard Joyce, President of The Greater Imperial Board on behalf of the Corporation. She is personally known to me and produced a Florida Driver's License as identification.

*Jo Bruener*  
 \_\_\_\_\_  
 Notary Public

NOTARY PUBLIC-STATE OF FLORIDA  
 Amy Jo Bruener  
 Commission # EE049717  
 Expires: DEC. 16, 2014  
 BONDED THRU ATLANTIC BONDING CO., INC.

**SECOND AMENDMENT  
TO THE REVISED AND RESTATED BY-LAWS  
OF THE GREATER IMPERIAL BOARD**

Articles 4.7, 4.10, and 7 of the Revised and Restated By-Laws of the Greater Imperial Board are amended as indicated in the paragraphs below:

4.7 Quorum A quorum for a Board of Director's meeting where an agenda item (e.g. annual budget, special assessment, capital improvement over \$50,000, or amendment of the GIB Agreement) calls for a Weighted Vote in the GIB's Governing Documents shall consist of the presence of a Weighted Vote count based on the most demanding criteria specified in the Governing Documents to approve an item on the agenda. Directors may be present either in person, by a designated alternate, or by a written proxy who is authorized to cast the Members vote on behalf of their Governing Body. A quorum for all other Board of Director's meeting shall be by a majority of all Directors present either in person, by a designated alternate, or by a written proxy who is authorized to cast the Director's vote. Provided that a quorum is present, absent Directors may participate in any Board of Director's meeting by means of a conference telephone call whereby all Directors present can hear and speak to all other persons.

4.10 Board of Directors Action Any action or resolution of the Board of Directors shall be by a majority vote of the Directors, present either in person, by a designated alternate or by proxy, at an annual, monthly or special meeting called pursuant to these By-Laws at which a quorum of Directors is present, except where the GIB Agreement provides otherwise (e.g. annual budget, special assessment, or capital improvements exceeding \$50,000, or amending the GIB Agreement) or by a weighted vote, if requested by a Director, for the election of officers when more than one candidate is proposed for any officer position. A 2/3 majority weighted vote is required to elect an officer when a weighted vote has been requested by a Director before the officer position vote is called.

**7. AMENDMENT OF THESE BY-LAWS.**

These By-laws may be amended at any time by action of the GIB's Board of Directors taken by majority vote at any annual or monthly meeting where a quorum was present, if the proposed amendment was provided to the GIB's Board of Directors for their review 30 days prior to the meeting.

**PLEASE NOTE: NEW LANGUAGE INDICATED BY UNDERLINING; DELETED TEXT INDICATED BY STRIKE THROUGHS.**

