

(561) 655-8994

Palm Beach County, Florida

**CERTIFICATE OF AMENDMENT TO THE
BY-LAWS OF WATERFORD AT ABERDEEN ASSOCIATION, INC.**

DATED this 20th day of AUGUST, 2002.

WATERFORD AT ABERDEEN ASSOCIATION, INC.

Joel S. Mittelman
Witness

By:

Daniel Issenberg, President

Deane
Witness

Attest:

[illegible]

BEFORE ME personally appeared Daniel Issenberg, the President and Jack Shilling, on behalf of Waterford at Aberdeen Association, Inc., who (produced _____ and _____ as identification or) are personally known to me to be the individuals who executed the foregoing instrument and acknowledged to and before me that they executed such instrument as officers 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 20th day of August, 2002.

(SEAL)



NOTARY PUBLIC

State of Florida at Large.

My Commission Expires:

WATERFORD AT ABERDEEN ASSOCIATION, INC.

AMENDMENT TO THE AMENDED AND RESTATED
BY-LAWS OF
WATERFORD AT ABERDEEN ASSOCIATION, INC.

(Added Text is Underlined; Deleted Text is Stricken Through.)

1. Article III, Section 2, of the By-Laws is amended to read as follows:

Section 2. Directors.

* * *

C. Directors shall be elected as follows: Prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee consisting of three (3) members, using such procedures as the Board may establish. The Nominating Committee shall nominate at least one (1) person for each vacancy to be filled at that annual meeting. Should more than one qualified Candidate be available for any vacancy, the Committee may, at its discretion, designate recommended individuals, but shall report to the Members in a uniform manner the existence of all potential Candidates. All members of the Association shall be provided with a list of the nominations at least ten (10) days prior to the annual meeting. Other nominations may be made from the floor. The election shall be by written ballot (unless dispensed with by unanimous consent) and by a plurality of the valid votes cast. Each person voting shall be required entitled to cast votes for each of as many nominees as there are vacancies to be filled.

2. Article X, Section 2, of the By-Laws is amended to read as follows:

Section 2. Depositories. The funds of the Association shall be deposited in such accounts in Palm Beach County, Florida, as may be selected by the Board of Directors, including checking and savings accounts in one (1) or more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. Association funds shall be withdrawn from authorized depositories only over the signature of ~~the President of such other persons as the Board may authorize~~ any two (2) of the following: president, treasurer or property manager of the Association. ~~The Board may require more than one (1) signature on checks and bank drafts.~~ The funds shall be used only for corporate purposes.