

RESOLUTION OF STONEYBROOK WEST MASTER ASSOCIATION,
INC. REGARDING PROPOSED BY-LAW AMENDMENT
GOVERNING DIRECTOR CONFLICTS OF INTEREST

BACKGROUND

A. The By-Laws for the Stoneybrook West Master Association, Inc. (“Association”), were originally enacted on April 18, 2000 and were recorded in the Official Records of Orange County, Florida at O.R. Book 6063, Pages 2758-74, and were previously amended via Certificates of Amendment recorded in the Official Records of Orange County, Florida at O.R. Book 9204, Pages 1248-49; O.R. Book 9537, Pages 2112-13; and at O.R. Book _____, Pages _____;

B. The By-Laws as drafted do not provide for a specific policy relating to potential and actual Director conflicts of interest;

C. The Board desires to publish and record a By-Law amendment that adopts in part and renders more restrictive the Director conflict of interest standards established by Section 617.0832, *Florida Statutes* (found in the Florida Not For Profit Corporations Act), which the Board believes best balances the competing interests that the Association is obligated to weigh when choosing to engage any professional services for the benefit of its membership as a whole;

NOW, THEREFORE, BE IT RESOLVED, done and made effective this 14th day of July, 2008, by the Board as follows:

1. An amendment to the By-Laws will be considered by the Board at its Special Meeting to be held at the Stoneybrook West Town Center, 1201 Black Lake Blvd., Winter Garden, Florida 34787, on Monday, OCT. 13, 2008 at 5:00 p.m., which shall create a new Section 9.7 as follows:

“No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors are present and may advocate a particular position at the meeting of the Board of Directors which authorizes, approves, or ratifies such contract or transaction, provided that each of the following requirements are met:

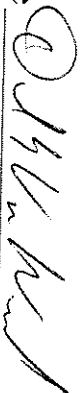
(a) The fact of such relationship or interest is fully disclosed, at a properly noticed meeting, to the Board of Directors which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose;

- (b) The Director or Directors having such relationship or interest cannot be present when the actual vote is taken by the remaining Directors, and must excuse himself/herself from the final deliberations leading to that vote; and
- (c) The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves, or ratifies such contract or transaction notwithstanding their physical absence during final deliberations and the actual vote.”

ATTEST: STONEYBROOK WEST MASTER ASSOCIATION, INC.

Secretary's signature



Date: July 14, 2008

Print name

David B VanderWeide

President's signature



Date: July 14, 2008

Print name

Douglas Vayns