



*This Instrument Was Prepared By,
And Is To Be Returned To:*
James A. Gustino, Esq.
James A. Gustino, P.A.
P.O. Box 770759
Winter Garden, Florida 34777

**CERTIFICATE OF FOURTH AMENDMENT TO BYLAWS OF
STONEBROOK WEST MASTER ASSOCIATION, INC.**

This is to certify that the following verbiage amends Article 6 and Article 9 of the Bylaws of Stonebrook West Master Association, Inc., as originally recorded in O.R. Book 6063, Page 2758, et seq., of the Public Records of Orange County, Florida (the "Bylaws"), constitutes the Fourth Amendment of the Bylaws, and that the same was adopted by the Board of Directors of Stonebrook West Master Association, Inc. effective October 13, 2008 pursuant to, and in accordance with, the terms and conditions of Article 11 of the Bylaws:

The first sentence of Section 6.4 of the By-Laws has been revised as follows:

"Notices of all regular or special Board meetings may be posted in a conspicuous place on the Property at least forty eight (48) hours in advance of any such meeting, except in an emergency."

[Note: the balance of existing Section 6.4 shall remain unchanged.]

A new Section 9.7 of the By-Laws has been created 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

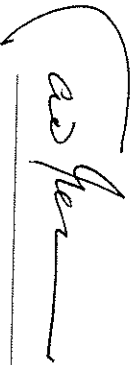
(c) The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board.

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.”


IN WITNESS WHEREOF, the undersigned President and Secretary of the Association acknowledge and attest that this *Certificate of Fourth Amendment to Bylaws of Stonybrook West Master Association, Inc.* accurately memorializes the unanimous vote and action of the Board of Directors undertaken relative to the matters set forth hereinabove on October 13, 2008.

Signed, sealed and delivered
in the presence of:

STONEYBROOK WEST MASTER
ASSOCIATION, INC., a Florida
not-for-profit corporation



JAMES A. GUSTINO

By: 

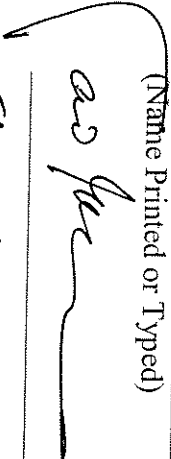
Doug Vaught, as its President

(Name Printed or Typed)



Charles T. Hanes

(Name Printed or Typed)




JAMES A. GUSTINO

(Name Printed or Typed)



Carlos T. Hanes

(Name Printed or Typed)

By: 


Dave Vander Weide, as its Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 13th day of October, 2008, by Doug Vaught, as President of Stoneybrook West Master Association, Inc., and by Dave Vander Weide, as Secretary of Stoneybrook West Master Association, Inc., on behalf of said corporation. They are each personally known to me or have produced _____ as identification.

as for

NOTARY PUBLIC-STATE OF FLORIDA

NOTARY PUBLIC

James A. Gustino
Commission # DD501164
Expires January 23, 2010
Renewing Title/Pain Insurance, Inc. 800-385-7019