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04/25/2002 at 10:38AM DWIGHT B. BROCK, CLERK
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Instrument prepared by and return to:
Steven M. Falk, Esq.
Roetzel & Andress, A Legal Professional Association
850 Park Shore Drive
Third Floor
Naples, FL 34103
(941) 649-2718

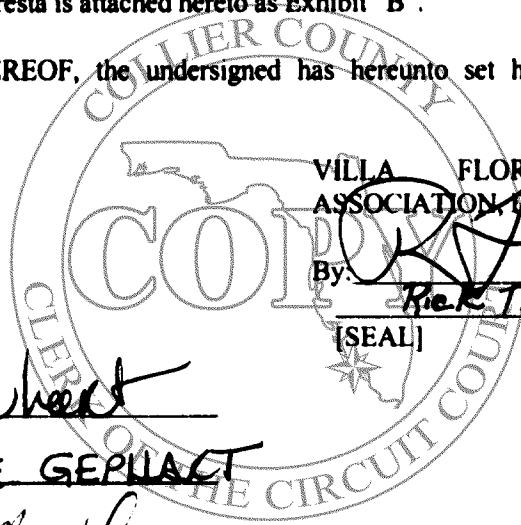
Re: ROETZEL & ANDRESS
850 PARK SHORE DR 3RD FLOOR
NAPLES FL 34103

(Space above line for recording information)

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President, of Villa Floresta Homeowners' Association, Inc., a Florida corporation, not for profit, does hereby certify that at the annual meeting of the members held on February 27, 2002, where a quorum was present, after due notice, the amendment to the governing documents set forth on Exhibit "A" attached hereto was approved and adopted by the required vote of the membership. The Declaration of Covenants, Restrictions and Easements for Villa Floresta, was originally recorded at O.R. Book 1289 Pages 56 et seq., Public Records of Collier County, Florida. The legal description for Villa Floresta is attached hereto as Exhibit "B".

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the corporation.



VILLA FLORESTA HOMEOWNERS' ASSOCIATION, INC.

By: *Rick Thomas*
Rick Thomas, President

[SEAL]

Suzanne Gerlach
Witness
Print Name: SUZANNE GERLACH

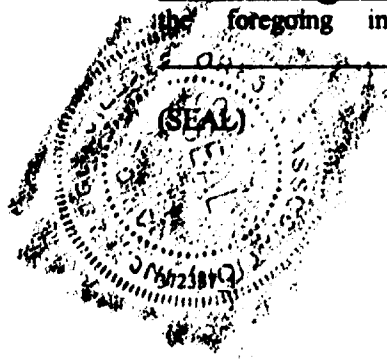
Maureen M. Lee
Witness
Print Name: MAUREEN M. LEE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5th day of April, 2002, by *Rick Thomas*, as President of Villa Floresta, Inc., the corporation described in the foregoing instrument, who is personally known to me or who has produced _____ as identification.

Dorothy L. Pohrer
Notary Public, State of Florida

Printed Name of Notary Public
Serial Number _____
My Commission expires: _____
DOROTHY L. POHRER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC838210
EXPIRES 6/11/2004
BONDED THRU ASA 1-888-NOTARY1



**PROPOSED AMENDMENTS TO
AMENDED AND RESTATED BYLAWS
OF VILLA FLORESTA HOMEOWNERS ASSOCIATION, INC.**

Words ~~stricken~~ are deletions;
Words underlined are additions.

Proposed Amendments to Section 3.4 Quorum

3.4 Quorum. A quorum at a members' meeting shall be attained by the presence of persons entitled to cast at least thirty (30%) of the voting interests. As elsewhere provided herein the use of proxies for voting is prohibited, however proxies may be used for the limited purpose of establishing a quorum.

347972_1



EXHIBIT A

\$4.50 OR: 3025 PG: 01175A ***

EXHIBIT "6"

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15; Lots 54, 55, 56, 57, 58 59, 60, 61, 62, 63, 64, and 65; Outparcels A, B, and C.; All of that parcel described as "Floresta Drive" and all of that parcel described as "Floresta Court", Villa Floresta At Wyndemere, Phase 1, according to plat recorded in Plat Book 14, pages 64 through 66, Public Records of Collier County, Florida. Lots 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52 and 53, Villa Floresta At Wyndemere, Phase 2, according to plat recorded in Plat Book 15, Pages 102 and 103, Public Records of Collier County, Florida.

