

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

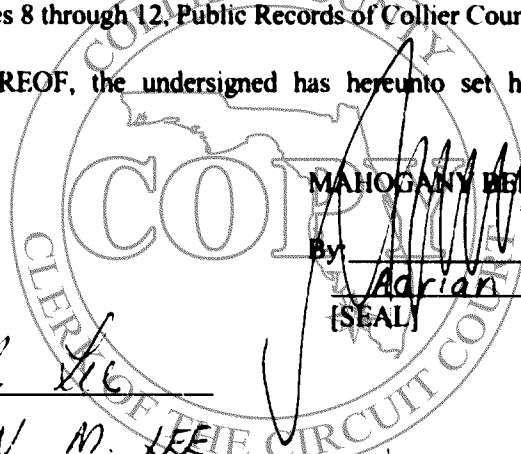
Retn:
ROETZEL & ANDRESS
850 PARK SHORE DR 3RD FLOOR
NAPLES FL 34103

(Space above line for recording information)

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President, of Mahogany Bend Association, Inc., a Florida corporation, not for profit, formerly known as The Lodgings Association, Inc., does hereby certify that at the annual meeting of the members held on February 18, 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 The Lodgings, also known as Mahogany Bend was originally recorded at O.R. Book 1111 Pages 1722 et seq., Public Records of Collier County, Florida. The legal description for the The Lodgings (Mahogany Bend) is The Lodgings of Wyndemere Section One, according to the plat thereof recorded at Plat Book 13, Pages 8 through 12, Public Records of Collier County, Florida.

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



MAHOGANY BEND ASSOCIATION, INC.

By Adrian Williams, President

[SEAL]

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

Suzanne Gephart
Witness
Print Name: SUZANNE GEPHART

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11th day of April, 2002, by Adrian Williams, as President of Mahogany Bend Association, 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
Dorothy L. Pohrer
Printed Name of Notary Public
Serial Number _____
My Commission expires: _____

DOROTHY L. POHRER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC338210
EXPIRES 6/1/2004
BONDED THRU ASA 1-988-NOTARY1



**PROPOSED AMENDMENTS TO
AMENDED AND RESTATED BYLAWS
OF MAHOGANY BEND 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.

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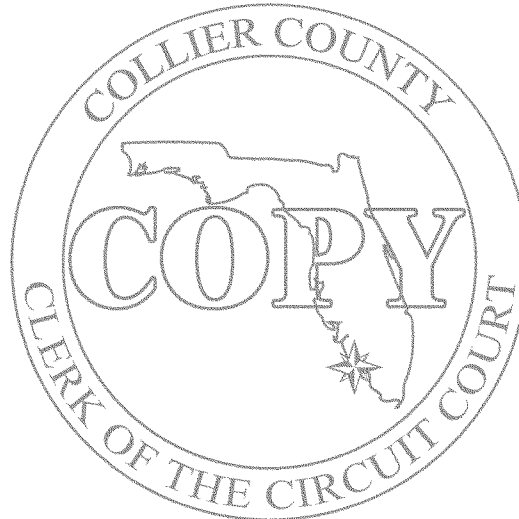


EXHIBIT A