

**CERTIFICATE OF AMENDMENT
TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
AND BY-LAWS OF**

PORTOFINO AT SUN CITY CENTER FORT MYERS PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED, being duly elected and acting President and Secretary, respectively, of PORTOFINO AT SUN CITY CENTER FORT MYERS PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, do hereby certify that the resolution set forth below was approved, evidenced by a written statement or proxy manifesting their intention that such amendments be adopted. The resolution was approved and adopted by the votes necessary for the purposes of amending the By-Laws of PORTOFINO AT SUN CITY CENTER FORT MYERS PROPERTY OWNERS ASSOCIATION, INC., as originally recorded in Official Records Book 03538, at pages 2973-2979, in the Public Records of Lee County, Florida.

1. The following resolution was approved by the members present in person or by proxy at a duly called meeting of the Association.

RESOLVED: That the By-Laws of PORTOFINO AT SUN CITY CENTER FORT MYERS PROPERTY OWNERS ASSOCIATION, INC. be and is hereby amended, and the Amendment to the By-Laws is adopted in the form attached hereto as Exhibit "A" and made a part hereof; and

RESOLVED: That the officers and directors are hereby instructed and authorized to execute the aforementioned documents and cause them to be filed of public record, together with a Certificate of Amendment.

Dated this 15th day of November, 2007

K. A. Poulakis
Witness

[Signature]
Witness

**PORTOFINO AT SUN CITY CENTER
FORT MYERS PROPERTY OWNERS
ASSOCIATION, INC.**

BY: Nancy E. Hall
President

Attest: [Signature]
Secretary

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 15th day of November, 2007, by Nancy E. Hall, President of Portofino At Sun City Center Fort Myers Property Owners Association, Inc., a not-for-profit Florida corporation, on behalf of the corporation. ~~He/She~~ is personally known to me or has produced _____ as identification and did not take an oath.

[Signature]
Notary Public
Diane M. Caro
Printed Name of Notary Public



EXHIBIT "A"

AMENDMENT TO THE BY-LAWS OF
PORTOFINO AT SUN CITY CENTER FORT MYERS
PROPERTY OWNERS ASSOCIATION, INC.

Article IV: Directors, Section 4, of the By-Laws of Portofino at Sun City Center Fort Myers Property Owners Association, Inc., entitled "Composition of the Board of Directors" shall be amended as follows:

(Words being deleted are ~~lined through~~, and words being added are underlined)

Composition of the Board of Directors. In accordance with the Articles of Incorporation, the Board appointed and named in said Articles of Incorporation (and their successors appointed by the Developer) shall serve at least until Class A members are entitled to elect one or more of the directors.

At the meeting of the members at which transfer of control of the Neighborhood Association to the Non-Developer members occurs, a simple majority of directors shall be elected for a term of office to end at the second subsequent annual meeting of the members of the Neighborhood Association, ~~and the remaining directors shall be elected for a term of office to end at the subsequent annual meeting of the members of the Neighborhood Association.~~ Following the initial election of non-developer members, subsequent elections to the Board shall be for a 2 year term of office, ~~unless otherwise provided herein.~~ **Subsequently, the affairs of the Neighborhood Association shall be governed by a Board of Directors, serving without compensation, composed of not less than 3 nor more than 7 directors. The term of each director's service shall be two years, except that at the first annual meeting of the Association following adoption of this amendment, the newly elected directors shall decide which directors will serve one or two year terms: two being replaced the following year and three will be replaced in the second year.** All officers of a corporation owning a Lot shall be deemed to be members of the Neighborhood Association so as to qualify each to become a director hereof.