

This instrument prepared by:
Christopher J. Shields, Esq.
PAVESE LAW FIRM
1833 Hendry Street
Fort Myers, Florida 33901
(239) 334-2195

**CERTIFICATE OF AMENDMENT
TO THE
BYLAWS
OF
STONEBROOK VILLAS I AT GATEWAY ASSOCIATION, INC.**

THE UNDERSIGNED, being duly elected and acting President and Secretary, respectively, of STONEYBROOK VILLAS I AT GATEWAY ASSOCIATION, INC., a Florida corporation not-for-profit, do hereby certify that all the resolutions set forth below were approved, evidenced by a written statement or ballot manifesting their intention that such amendments be adopted. The resolutions were approved and adopted by the votes indicated for the purposes of amending the Bylaws of Stoneybrook Villas I at Gateway Association, Inc., as recorded in Official Records Book 4300, page 3634 *et. seq.*, and as may have been subsequently amended, in the Public Records of Lee County, Florida.

1. The following resolutions were approved by two-thirds (2/3rds) of the voting interests of the Association present in person or by proxy at a duly called meeting of the Association:

RESOLVED: That the Bylaws of Stoneybrook Villas I at Gateway Association, Inc. be and is hereby amended, and the Amendment to the Bylaws of Stoneybrook Villas I at Gateway Association, Inc. 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 document and cause it to be filed of public record, together with a Certificate of Amendment.

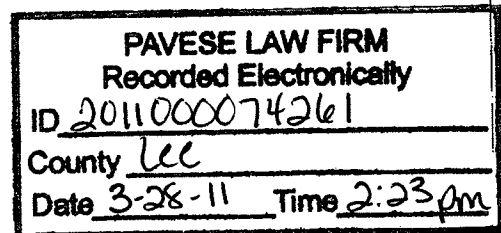
Dated this 15th day of March, 2011.

WITNESS #1:

Jeanne Nespoli
Jeanne Nespoli
Printed Name of Witness

STONEBROOK VILLAS I AT
GATEWAY ASSOCIATION, INC.

By: [Signature]
Print Name: George A Ball
Title: President



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1. The following resolutions were approved by two-thirds (2/3rds) of the voting interests of the Association present in person or by proxy at a duly called meeting of the Association:

RESOLVED: That the Bylaws of Stoneybrook Villas I at Gateway Association, Inc. be and is hereby amended, and the Amendment to the Bylaws of Stoneybrook Villas I at Gateway Association, Inc. 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 document and cause it to be filed of public record, together with a Certificate of Amendment.

Dated this 15th day of March, 2011.

WITNESS #1:

Jeanette [Signature]
Jeanie Nespoli
Printed Name of Witness

**STONEBROOK VILLAS I AT
GATEWAY ASSOCIATION, INC.**

By: [Signature]
Print Name: George A Ball
Title: President

WITNESS #2:

[Handwritten Signature]

Scott R. Mard

Printed Name of Witness

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 15th day of March 2011, by George A. Ball, President of Stoneybrook Villas I at Gateway Association, Inc., a non-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.

[Handwritten Signature]

Notary Public

Jeane Roedding

Printed Name of Notary

(SEAL)

STATE OF FLORIDA)
COUNTY OF LEE)

NOTARY PUBLIC-STATE OF FLORIDA
Jeane Roedding
Commission # DD836737
Expires: DEC. 09, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

EXHIBIT "A"
AMENDMENT
TO THE
BYLAWS
OF
STONEBROOK VILLAS I AT GATEWAY ASSOCIATION, INC.

The Bylaws of Stoneybrook Villas I at Gateway Association, Inc. shall be amended, as follows (otherwise, all other provisions shall remain the same):

(New language is underlined; ~~deleted language~~ is struck-through)

1. Section 4.1 of the Bylaws shall be amended as follows:

4.1 Number and Terms of Service. The Board of Directors shall ~~initially~~ consist of ~~three (3)~~ five (5) Directors, and shall remain at that number unless changed by amendment of this Section 4.1. In order to provide for a continuity of experience by establishing a system of staggered terms of office, in the first election in which owners other than the Developer elect at least a majority of the Directors, the two (2) candidates receiving the highest number of votes shall each be elected for a term which expires at the final adjournment of the annual meeting at which his successor is to be elected. The candidate receiving the next highest number of votes shall be elected for a term which expires at the final adjournment of next annual meeting. Thereafter, all Directors shall be elected for two (2) year terms, ending at the final adjournment of the annual meeting at which successors are to be duly elected, or at such other time as may be provided by law. Directors shall be elected by the members as described in Section 4.3 below, or in the case of a vacancy, as provided in 4.4 below.