

Return to:
Stephen W. Thompson, Esquire
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
941.748.3770

AMENDMENT TO THE BYLAWS OF RIVIERA DUNES MASTER ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that the Master Declaration of Covenants, Conditions, Restrictions and Easements for Riviera Dunes ("Master Declaration"), was recorded in Official Record Book 1616, Pages 4557 et seq., of the Public Records of Manatee County, Florida; the Bylaws of Riviera Dunes Master Association, Inc., were recorded as an exhibit to said Master Declaration in Official Record Book 1616, Pages 4618 et seq., of the Public Records of Manatee County, Florida.

WHEREAS, Article X of the Bylaws permits the Declarant to unilaterally amend the Bylaws at any time prior to the Turnover Date; and

WHEREAS, the Turnover Date has not been triggered and, therefore, the Declarant possesses the authority to unilaterally amend the Bylaws as set forth herein.

NOW THEREFORE, the Declarant amends the Bylaws as follows:

(Strike-throughs are deletions; underlined words are additions or changes)

1. Section 5.01 of the Bylaws is hereby amended as follows:

5.01 Number. The affairs of the Association shall be managed by a Board of seven (7) Directors who shall be elected as further provided herein, not less than three (3) nor more than seven (7) Directors, the exact number to be determined by the Members from time to time prior to the annual election of Directors. The Board of Directors shall at all times be comprised of an odd number of members. Until otherwise determined by the Members, their shall be three (3) Directors.

2. Section 5.02(f) of the Bylaws is hereby amended as follows:

5.02(f) When Developer membership terminates and the Developer Member is deemed to be a Regular member pursuant to Section 3.02 of the Covenants, then the Developer shall call a special meeting within sixty (60) days after such date, as provided in the Covenants. At such special meeting all Regular Members shall elect a Board of Directors. At the first election following turnover of the Association to the members from the Developer, the Board shall be comprised of seven (7) members as follows: two (2) directors owning single-family residential homes or townhomes constructed on platted lots, elected by delegate voters representing single-family residential homes or townhomes constructed on platted lots; two (2) directors owning condominium units elected by delegate voters representing multi-family condominium units; two (2) directors owning commercial, marina, and/or vacant parcels elected by delegate voters representing the commercial, marina, and vacant parcels; and one (1) at-large director elected by all delegate voters. In the event that there are insufficient candidates from a particular category of Lots or parcels as described above, the Board shall have the authority to

appoint an individual to such vacancy to serve the term of such vacancy. In order to assure continuity on the board, the board shall have the authority to set the lengths of terms for three (3) of the directors elected at the first election to one (1) year terms, and the remaining four (4) directors shall serve terms of two (2) years. It is the intent of this provision that after the first election by the delegate voters, in order to preserve a degree of continuity on the board by electing approximately one-half of the board in any given election, three (3) directors will be elected in even numbered years and four (4) directors will be elected in odd numbered years. to serve until the next annual meeting. Thereafter, Directors shall be elected annually at the annual meeting. Director's terms may be staggered so that some Directors serve for longer than one (1) year.

3. Section 5.03 of the Bylaws is hereby amended as follows:

5.03. Term. Subject to provisions of Section 5.02, Directors shall serve for two (2) year staggered terms, and subject to the establishment of staggered terms, the term of each Director's service shall extend to the next annual meeting of the Members and a Director shall serve thereafter until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

CERTIFICATE OF AMENDMENT

The Declarant does hereby certify that the foregoing Amendments to the Bylaws were adopted by the Declarant pursuant to Article X of the Bylaws.

IN WITNESS WHEREOF, Declarant has executed this Amendment to the Bylaws this 20th day of DECEMBER, 2007

Signed, sealed and delivered
in the presence of:

W.C. RIVIERA PARTNERS, L.C., a Florida limited
liability company

By: Riviera Dunes Resorts Management Company,
a Florida corporation, its Manager

[Signature]
Print Name: RICHARD WELLER
[Signature]
Print Name: Julie Kollath

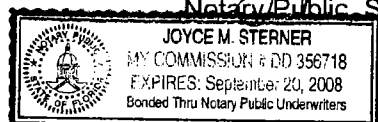
By: [Signature]
LINDA SVENSON, As its PRESIDENT

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 20th day of DECEMBER, 2007, by LINDA J. SVENSON, as the PRESIDENT of W.C. RIVIERA PARTNERS, L.C., a Florida limited liability company, who: () is personally known to me; or (X) has produced FL DRIVERS LICENSE as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires:



Signed, sealed and delivered
in the presence of:

RIVIERA DUNES MASTER ASSOCIATION, INC.

[Signature]
Print Name: RICHARD WELLER
[Signature]
Print Name: Julie Kollath

By: [Signature]
LINDA SVENSON, As its PRESIDENT

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 20th day of DECEMBER, 2007, by LINDA J. SVENSON, as the PRESIDENT of RIVIERA DUNES MASTER ASSOCIATION, INC., a Florida not for profit corporation, who: () is personally known to me; or (X) has produced FL DRIVERS LICENSE as identification.

[Signature]
Notary Public, State of Florida

My Commission Expires:

