

**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF THE SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.**

THE UNDERSIGNED officers of the SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., the not-for-profit Florida corporation organized and existing to operate and maintain the SPRUCE CREEK FLY-IN subdivision, according to the Declaration of Covenants and Restrictions thereof, as recorded in O.R. Book 1739, page 1093, et. seq., Public Records of Volusia County, Florida, hereby certify and confirm that the amendments set forth below to the Bylaws of SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., as originally recorded in O.R. Book 2126, Page 1569, et. seq. Public Records of Volusia County, as amended, were approved by not less than a majority of those owners present and voting, in person or by proxy, at a membership meeting held October 10, 2009. The undersigned certify that the Bylaw amendments were proposed and adopted in accordance with the subdivision documents and applicable law.

New language indicated by underlining
Deleted language indicated by strike-through -----
Unaffected omitted language indicated by ellipsis

ARTICLE III

MEMBERSHIP, VOTING, QUORUM, PROXIES, MAIL-IN BALLOTS

A.

B. Quorum.

1. The presence, either in person or by proxy, of Members having ~~three-tenths (30%)~~ one-fifth (20%) of the votes then entitled to be voted shall constitute a quorum at any meeting of the members.
2. Should a quorum, either in person or by proxy, not be attained at any meeting of the Members, the secretary shall re-notice the meeting within thirty (30) days. The first such re-noticed meeting shall require ~~one-fifth (20%)~~ one-tenth (10%) of the Members then entitled to vote, to constitute a quorum.

.....

ARTICLE V

BOARD OF DIRECTORS

- A. Composition of Board. The Board shall consist of ~~five (5) persons~~ seven (7) persons

- B. Election of Directors. Candidates for election as directors shall be elected by the vote of Members voting in person, by proxy or by Mail-in Ballot at an election held in conjunction with the Members' Annual Meeting during the last week of January or the first week of February.

1. ~~In the years when the effective date of the election is an even-numbered year, three directors will be elected. In the years when the effective date of the election is an odd-numbered year, two directors will be elected.~~
1. The terms of the current Directors shall be extended one (1) year to transition to the seven (7) person Board from the five (5) person Board. Subsequent terms shall be for three (3) years rather than two (2). In 2010, there shall be two (2) open Board seats, in 2011 three (3) open seats, in 2012 two (2) open seats, in 2013 two (2) open seats. The Board seats shall become open in the same sequence in which they were to have become open prior to the terms being extended and the Board being expanded. The same sequence will continue going forward with two (2) openings, three (3) openings and two (2) openings on the Board in successive years.
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- F. Each Director shall serve until the Annual Members' Meeting held ~~two years~~ three (3) years after the Annual Members' Meeting at which he/she takes office. Directors will serve staggered terms of approximately ~~two years~~ three (3) years. Each term will end when such Directors' successors take office.
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(The remainder of the Bylaws is unchanged.)

Executed this 20 day of Oct 2009.

Signed, sealed and delivered
in the presence of witnesses:

Print ARBITER A. HARTMAN


SPRUCE CREEK PROPERTY OWNERS'
ASSOCIATION, INC.

By: Michael R Hay
Print MICHAEL R HAY
, Vice President


Print ARBITER A. HARTMAN

Address 212-1 CESSNA BLVD.
PONT ORANGE, FL 32128

ATTEST:


Print Arthur A. Herndon

By: Gerald Probst
Print GERARD J. PROBST
, Treasurer


Print Michael E. Hay

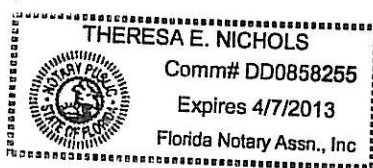
Address 212-1 CESSNA BLVD
PORT ORANGE, FL 32128


(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, personally appeared MICHAEL HAY
and Gerald Probst, to me personally known to be the Vice President and
Treasurer, respectively, of SPRUCE CREEK PROPERTY OWNERS ASSOCIATION,
INC., or having produced drivers License as identification and did/did not
take an oath, and they severally acknowledged before me that they freely and voluntarily
executed the same as such officers under authority vested in them by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this
20 day of Oct, 2009.




Notary Public, State of Florida at Large.
Printed Name: Theresa E. Nichols
My commission expires: 4-7-2013

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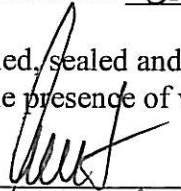
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(The remainder of the Bylaws is unchanged.)

Executed this 20 day of Oct. 2009.

Signed, sealed and delivered
in the presence of witnesses:


Print Arthur A. Horton


SPRUCE CREEK PROPERTY OWNERS'
ASSOCIATION, INC.

By: Michael R. Hay
Print MICHAEL R. HAY
, Vice President



Print Richard E. Kye

Address 212-1 CESSNA BLVD.
PORT ORANGE, FL 32128

ATTEST:


Print Arthur A. Horton

By: Gerald Probst
Print GERALD T. PROBST
, Treasurer

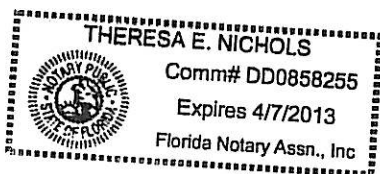

Print Deborah E. Kjellstrom


Address 212-1 CESSNA BLVD
PORT ORANGE FL 32128
(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, personally appeared MICHAEL MAY
and Gerald Probst, to me personally known to be the Vice President and
Treasurer, respectively, of SPRUCE CREEK PROPERTY OWNERS ASSOCIATION,
INC., or having produced drivers license as identification and did/did not
take an oath, and they severally acknowledged before me that they freely and voluntarily
executed the same as such officers under authority vested in them by said Corporation.

WITNESS my hand and official Seal in the State and County last aforesaid, this
20 day of Oct., 2009.




Notary Public, State of Florida at Large.
Printed Name: Theresa E. Nichols
My commission expires: 4-7-2013