

LAW OFFICE OF
GARY D. FIELDS, P.A.

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REC'D MAR 18 2010

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4400 PGA BOULEVARD
PALM BEACH GARDENS, FL 33410
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March 17, 2010

Vern Hetherington, LCAM
Old Trail HOA
c/o Bristol Management Services, Inc.
1930 Commerce Lane, Suite # 1
Jupiter, FL 33458

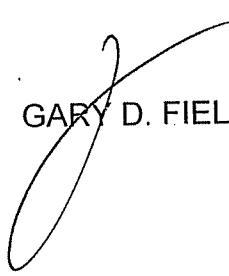
Re: Amendment

Dear Vern:

Enclosed please find the original recorded Amendment to Bylaws. This document may now be published to the membership.

Please call if you have any questions in this regard.

Sincerely,


GARY D. FIELDS

GDF:hs

Record and return to:
Gary D. Fields, Esq.
LAW OFFICE OF GARY D. FIELDS, P.A.
Admiralty Tower - Suite 900
4400 PGA Boulevard
Palm Beach Gardens, FL 33410

INSTR # 2197370 DR BK 02441 PG 1759 RECD 03/09/2010 11:31:33 AM
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MARSHA EWING MARTIN COUNTY DEPUTY CLERK S Phoenix

RECD FEB 23 2010

**CERTIFICATE OF AMENDMENT TO BY-LAWS OF
OLD TRAIL HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the Declaration of Covenants and Restrictions for Old Trail (the "Declaration") was recorded in Official Records Book 703, Page 1641, of the Public Records of Martin County, Florida, and the By-Laws of Old Trail Homeowners Association, Inc., were attached to the Declaration as Exhibit "B" thereto and have subsequently been amended (hereinafter collectively referred to as the "By-Laws"); and

WHEREAS, the By-Laws provide for amendment of the By-Laws, as set forth herein.

NOW THEREFORE, the By-Laws are further amended as set forth herein:

(See Exhibit "A")

Except as otherwise expressly set forth herein, the terms and conditions of the By-Laws as previously amended are hereby reaffirmed.

It is hereby certified that the foregoing Amendment to By-Laws of Old Trail Homeowners Association, Inc., was approved by a majority vote of the members voting at a duly called meeting of the members of the Association, pursuant to Article X of the By-Laws.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed this Amendment to By-Laws this 22 day of Feb, 2010.

**OLD TRAIL HOMEOWNERS
ASSOCIATION, INC.,**
a Florida Not-for-Profit Corporation

Witnesses:

(signature)

(printed name)

(signature)

(printed name)

By:

(signature)

Old Trail HOA, President

[Handwritten Signature]

(signature)
TIMOTHY CROTTY

(printed name)

[Handwritten Signature]

(signature)
Kyle Crotty

(printed name)

[Handwritten Signature]

Attest: TIMOTHY CROTTY, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of Feb., 2010, by Timothy Crotty, as President, and Timothy Crotty, as Secretary, respectively, of OLD TRAIL HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced as identification and who did take an oath.

[Handwritten Signature]

Notary Public
State of Florida
My Commission Expires:

(Notary Seal)

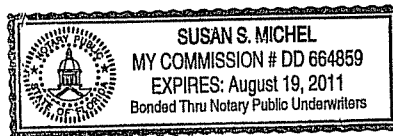


Exhibit "A"

AMENDMENTS TO OLD TRAIL BY-LAWS

(new language is underlined, and deletions are ~~struck through~~)

1. Change Annual Meeting Date:

Article IV, Section 1, is hereby amended to read as follows:

"Section 1. Time. The annual members' meeting shall be held between January and March of each year at 4:00 p.m. ~~on the first Tuesday of October of each year~~ for the purpose of electing Directors and transacting any other business authorized to be transacted by the members. Special meetings shall be held on the date and the time stated in the notice thereof; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day."

2. Stagger Terms of Board Members/Increase Board to Maximum of 5:

Article V, Section 1, is hereby amended to read as follows:

"Section 1. Number, Term and Qualifications. ~~Prior to the first meeting of the members as set forth in ARTICLE IV, Section 7 herein, the affairs of the Corporation shall be managed by a Board of Directors composed of three (3) persons, who need not be members of the Corporation. Thereafter,~~ The affairs of the Corporation shall be managed by a Board of Directors composed of a minimum of three (3) and a maximum of five (5) persons who must be members of the Corporation. In the case where a member of the Corporation is a corporation, limited partnership or similar legal entity, then any officer of such legal entity shall be deemed to be a member of the Corporation so as to qualify as a Director herein. The term of each Director's service shall be one (1) year and shall extend until the next annual meeting of the members or until his successor is duly elected and qualified, or until he is removed in the manner provided for below. At the 2010 election, the 2 candidates receiving the most votes shall serve two-year terms. Any other candidates elected at that election shall receive one-year terms. At all future elections, candidates shall be elected for two-year terms. If there are sufficient candidates to keep a total of 5 Board seats filled, then there shall be 5 Board seats for such term. If there are insufficient candidates, then a minimum of 3 seats shall be filled. If there are sufficient candidates to keep only 4 Board seats filled, then there shall be 4 Board seats for such term.

3. Disqualification for Board Service:

Article V, Section 6, is hereby amended to read as follows:

"Section 6. Disqualification and Resignation of Directors. Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein, such resignations shall take effect upon receipt thereof by the Secretary. Commencing with the Directors elected at the first meeting of the membership, the transfer of a Director's title in a Lot or portion thereof shall automatically constitute a resignation, effective when such transfer is accepted by the Board of Directors, unless the Director continues to own another Lot or portion thereof. No member shall continue to serve on the Board should he be more than sixty (60) ~~thirty (30)~~ days delinquent in the payment of an

assessment or otherwise in violation of any provisions of the Association's governing documents, and said delinquency or violation is confirmed by the Board of Directors."

4. Establishing Election Voting Procedures:

A new Subsection (q) is hereby added to Article V, Section 11 (regarding Powers and Duties of the Board of Directors), to read as follows:

"(q) To annually approve in writing procedures for the election of Directors."

5. Separation of President's and Treasurer's Duties:

Article VI, Section 1, is hereby amended to read as follows:

"Section 1. Elective Officers. The principal officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Directors. The President shall be a member of the Board of Directors. Any person may fill two (2) offices, so long as the President and the Secretary or an Assistant Secretary are not the same person, and so long as the President and Treasurer are not the same person."

6. Formalizing Finance Committee:

A new Section 10 is hereby added to Article VIII (regarding Finances and Assessments), to read as follows:

"Section 10. Finance Committee. The Board shall establish a standing Finance Committee to assist the Board on financial matters."

7. Remove Start-up, Developer, and Ranch Colony Provisions:

The following provisions, which involve start-up of the Association, Developer powers, and Ranch Colony, are hereby deleted in their entirety:

Article IV, Sections 6 and 7
Article V, Sections 2 and 10
Article VI, Section 9
Article VIII, Section 9
Article X – First Sentence.