

Instrument prepared by and after  
recording return to:  
Ashley D. Lupo, Esq.  
Roetzel & Andress  
850 Park Shore Drive  
Naples, FL 34103  
(239) 649-6200

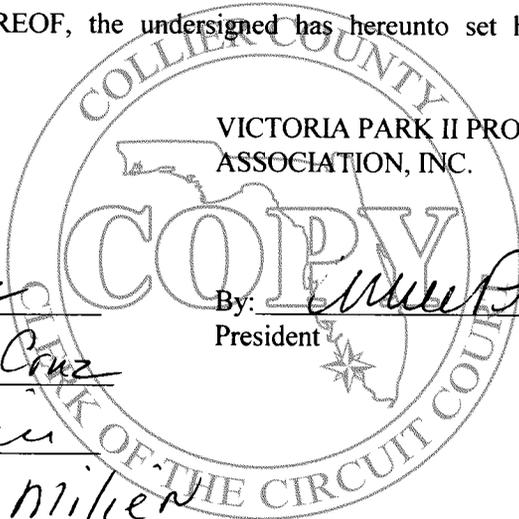
Retn:  
ROETZEL & ANDRESS  
850 PARK SHORE DR 3RD FLOOR  
NAPLES FL 34103

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**CERTIFICATE OF AMENDMENT**

This is to certify that at the duly noticed annual meeting of the membership held on February 19, 2008, the Amendment to the Amended and Restated Declaration of Protective Covenants for Victoria Park II and the Amendment to the Amended and Restated By-Laws of Victoria Park II Property Owners' Association, Inc., attached hereto as Exhibits "A" and "B" respectively, were approved by the requisite vote of the membership. The Declaration of Protective Covenants for Victoria Park II was originally recorded in O.R. Book 814, Page 165, Public Records, Collier County, Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and the seal of the corporation



VICTORIA PARK II PROPERTY OWNERS  
ASSOCIATION, INC.

By: Maria Prioli  
President

Witness  
Print Name: Doris E. Cruz

Witness  
Print Name: ERNA Miller

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 2008 by Laura Main Prioli, as President of Victoria Park II Property Owners Association, Inc., the corporation described in the foregoing instrument, who is () personally known to me or who has produced \_\_\_\_\_ as identification.

Doris E. Cruz  
Notary Public  
Doris E. Cruz  
Printed Name of Notary Public  
Serial No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**PROPOSED AMENDMENT TO THE AMENDED AND RESTATED DECLARATION  
OF PROTECTIVE COVENANTS FOR VICTORIA PARK II**

Additions indicated by underlining.

Deletions indicated by ~~striketthrough~~.

8.18 Mailboxes, Lamp Posts. ~~Mailboxes, front yard lamp posts, and their supporting structures on each Parcel shall be uniform in style, appearance and location, and shall be subject to regulation by the ARC. Owners must bring their mailboxes into compliance with this section by the earlier of the replacement of the mailbox or the sale or transfer of the Parcel.~~ The Association shall replace the mailboxes, front yard lamp posts, and their supporting structures on each Lot. After such initial replacement, the Association shall be responsible for maintaining, repairing and replacing the mailboxes and front yard lamp posts. The Owner shall be responsible to ensure that there is electric service to the front yard lamp post and the Owner shall be responsible for all electric charges related to the front yard lamp.



EXHIBIT A

**PROPOSED AMENDMENTS  
TO  
THE AMENDED AND RESTATED BYLAWS FOR  
VICTORIA PARK II PROPERTY OWNERS ASSOCIATION, INC.**

Additions indicated by underlining.  
Deletions indicated by ~~striking through~~.

4. BOARD OF DIRECTORS: The administration of the affairs of the Association shall be by a Board of Directors. All powers and duties granted to the Association by Chapter 617 and 720, Florida Statutes, as modified and explained in the Governing Documents, shall be exercised by the Board, subject to approval or consent of the Members only when such is specifically required.

4.1 Number and Terms of Service. The number of Directors which shall constitute the whole Board of Directors shall be ~~five (5)~~seven (7), and ~~may~~Thereafter, the number of Directors may be any odd number between five (5) and nine (9) consistent with 4(B) below~~be increased to any higher odd number, not to exceed nine (9).~~ ~~All Directors shall serve one (1) year terms.~~ A Director's term will end at the expiration of his term and when his successor is duly qualified and elected, unless he sooner resigns, or is recalled as provided in 4.5 below.

(A) Beginning at the 2009 annual meeting, in order to create a staggered Board, the four (4) candidates receiving the most votes at the 2009 annual meeting shall be elected for terms expiring at the 2011 annual meeting. The remaining three (3) candidates who are elected at the 2009 annual meeting shall be elected for a term expiring at the 2010 annual meeting. Beginning with the election occurring at the 2010 annual meeting and for all subsequent elections, the directorships of those whose terms have expired shall be elected from the membership of the Association for a term of (2) years.

(B) No later than sixty (60) days prior to any annual meeting the Board of Directors may opt to change the number of Directors which shall constitute the whole Board of Directors. If this should occur, all terms will automatically expire at the next annual meeting, and in order to maintain a staggered Board, one of the following shall occur:

(i) If the Board is changed to nine (9) directors, the five (5) candidates receiving the most votes shall be elected for two (2) year terms. The remaining four (4) candidates shall be elected for a one (1) year term. Thereinafter, the directorships of those whose terms have expired shall be elected from the membership of the Association for a term of (2) years;

(ii) If the Board is changed to seven (7) directors, the four (4) candidates receiving the most votes shall be elected for two (2) year terms. The remaining three (3) candidates shall be elected for a one (1) year term. Thereinafter, the directorships of those whose terms have expired shall be elected from the membership of the Association for a term of (2) years; or

(iii) If the Board is changed to five (5) directors, the three (3) candidates receiving the most votes shall be elected for two (2) year terms. The remaining two (2) candidates shall be elected for a one (1) year term. Thereinafter, the directorships of those whose terms have expired shall be elected from the membership of the Association for a term of (2) years.

(C) In the event of a tie, or if no election is required (because there are fewer candidates than seats available), then the candidates shall decide amongst themselves who shall serve the initial two (2) year terms. If the candidates cannot voluntarily agree on who shall serve the initial two (2) year terms within ten (10) days of the election, then the Association shall conduct a run-off election.

[The Remainder of Section 4 Remains Unchanged].