

INSTR # 2009066577
BK 07858 P66 1948-1958 P6(2)3
RECORDED 84/10/2009 83:03:02 PM
RICHARD H WEISS, CLERK OF COURT
POLK COUNTY
RECORDING FEES 27.00
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This Instrument Prepared By
& Requested Be Returned To:
Craig B. Hill, Esquire
Clark, Campbell, Mawhinney & Lancaster, P.A.
500 South Florida Avenue, Suite 800
Lakeland, Florida 33801

R-

**CERTIFICATE OF FIRST AMENDMENT TO BYLAWS OF
DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO,
A FLORIDA COOPERATIVE CORPORATION**

This is to certify that at a duly called meeting of the shareowners of Deer Creek Golf and Tennis RV Resort, Phase Two, a Florida cooperative corporation ("Corporation") held on March 24, 2009, in accordance with the applicable Florida Statutes and the governing documents of the Corporation, the First Amendment to Bylaws of the Corporation attached hereto as Exhibit "A" and incorporated herein by reference, was duly adopted by a majority vote of the shareowners entitled to vote at such meeting. The Bylaws of the Corporation were originally recorded in Official Records Book 6966, Page 926, Public Records of Polk County, Florida.

IN WITNESS WHEREOF, DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO, a Florida cooperative corporation, has caused this instrument to be signed by its duly authorized officer on this 7th day of April, 2009.

Witnesses:

[Signature]
Print Name: Laura A. L. Sumner
[Signature]
Print Name: JOHN A. SAUNDERS

DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO, a Florida cooperative corporation

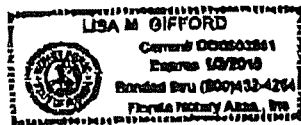
By: [Signature]
William C. Reynolds, its President

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 7th day of April, 2009, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, William C. Reynolds as President of Deer Creek Golf and Tennis RV Resort, Phase Two, a Florida cooperative corporation, who is personally known to me or who has produced _____ as identification and who executed the foregoing instrument.

(SEAL)

[Signature]
Notary Public, State of Florida
Lisa M. Gifford
Print Name



CONTENTS

ATTEST:

Witnesses:

Sharon L. Cribbs
Print Name: SHARON L. CRIBBS

Deranda Evans
Print Name: DERANDA EVANS

DEER CREEK GOLF AND TENNIS RV
RESORT, PHASE TWO, a Florida
cooperative corporation

By: *Bridget Ebdrup*
Bridget Ebdrup, its Secretary

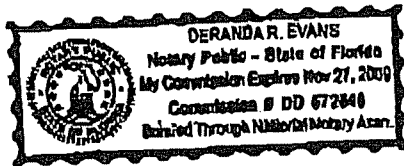
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 7 day of April, 2009, personally
appeared before me, an officer duly authorized to administer oaths and take
acknowledgments, Bridget Ebdrup as Secretary of Deer Creek Golf and Tennis RV Resort,
Phase Two, a Florida cooperative corporation, who is personally known to me or
who has produced _____ as identification and who executed the
foregoing instrument.

Deranda Evans
Notary Public, State of Florida

Print Name

(SEAL)



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EXHIBIT "A"

**FIRST AMENDMENT TO BYLAWS OF
DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO,
A FLORIDA COOPERATIVE CORPORATION
(Adopted March 24, 2009)**

THIS FIRST AMENDMENT TO BYLAWS OF DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO, A FLORIDA COOPERATIVE CORPORATION ("Corporation") is made effective March 24, 2009 ("First Amendment").

WHEREAS, the Bylaws of the Corporation are recorded in Official Records Book 6966, Page 926, Public Records of Polk County, Florida ("Bylaws"); and

WHEREAS, Article 24 of the Bylaws provides that the Bylaws may be amended in accordance with said Article; and

WHEREAS, the Shareowners have expressed an interest in and desire to amend the Bylaws for the purposes as set forth herein,

NOW THEREFORE, the Bylaws are amended as follows:

- 1. Initially capitalized terms herein shall have the meaning ascribed thereto in the Bylaws, unless otherwise defined herein.**
- 2. The foregoing recitals are true and correct and by this reference incorporated into the body of this First Amendment.**
- 3. Section 5.2 Term of Office of the Bylaws is amended as follows (New Wording Underlined ; Deleted Wording Stricken Through):**

~~Each Director's term of service shall extend until the next annual meeting of the Shareowners and thereafter until his successor is duly elected and qualified or until he is removed in the manner provided in Section 5.3. The Shareowners, however, at an annual meeting and in order to provide a continuity of experience, may vote to create classes of directorships having a term of one (1), two (2) or three (3) years so that a system of staggered terms will be initiated.~~

Each Director's term of service shall extend for a period of three (3) years and thereafter until his successor is duly elected and qualified or until his earlier removal (in the manner provided in Section 5.3), resignation, or death.

- 4. Except as expressly amended and modified herein, the Bylaws shall remain in full force and effect.**

J:\CENTURY\DEER CREEK\Legal Ridge\09 Annual Meeting\First Amendment to Bylaws Final.doc

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