

R- This Instrument Prepared By
& Requested Be Returned To:
Michael E. Workman, Esquire
Clark, Campbell, Mawhinney & Lancaster, P.A.
500 South Florida Avenue, Suite 800
Lakeland, Florida 33801

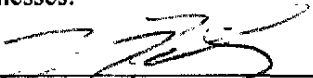
INSTR # 2012053017
BK 08610 PGS 0589-0592 PG(S) 4
RECORDED 03/26/2012 04:42:38 PM
RICHARD M WEISS, CLERK OF COURT
POLK COUNTY
RECORDING FEES 35.50
RECORDED BY S Wilson

**CERTIFICATE OF SECOND 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 23, 2010, in accordance with the applicable Florida Statutes and the governing documents of the Corporation, the Second 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, as amended by that certain First Amendment thereto recorded in Official Records Book 7858, Page 1948, all in the Public Records of Polk County, Florida.

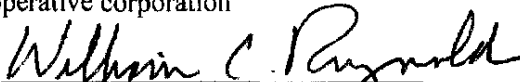
IN WITNESS WHEREOF, DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO, a Florida cooperative corporation, has caused this instrument to be signed by its duly authorized officer on this 8th day of JUNE, 2010.

Witnesses:


Print Name: ZACK LEWIS


Print Name: Jon Lawson

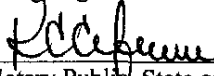
DEER CREEK GOLF AND TENNIS RV
RESORT, PHASE TWO, a Florida
cooperative corporation

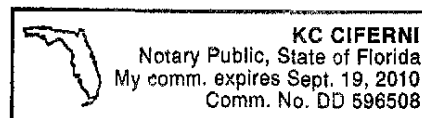
By: 
William C. Reynolds, its President

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this 8th day of June, 2010, 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)


Notary Public, State of Florida
K.C. Ciferri
Print Name



ATTEST:
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 21 day of June, 2010, 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.

(SEAL)

Deranda R. Evans
Notary Public, State of Florida

Print Name

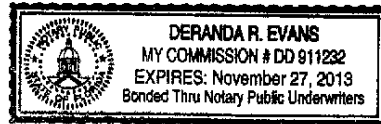


EXHIBIT "A"

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

(Adopted March 23, 2010)

THIS SECOND AMENDMENT TO BYLAWS OF DEER CREEK GOLF AND TENNIS RV RESORT, PHASE TWO, A FLORIDA COOPERATIVE CORPORATION ("Corporation") is made effective March 23, 2010 ("Second Amendment").

WHEREAS, the Bylaws of the Corporation are recorded in Official Records Book 6966, Page 926, as amended by that certain First Amendment thereto recorded in Official Records Book 7858, Page 1948, all of the Public Records of Polk County, Florida (collectively, "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 Second Amendment.
3. Section 4.6 Proxies of the Bylaws is amended as follows (New Wording Underlined; Deleted Wording ~~Stricken Through~~):

The first sentence of Section 4.6 is amended as follows:

~~Except for electing Directors, the~~ Shareowners may vote in person or by proxy.

Section 4.6a. is amended as follows:

- a. Limited proxies (in a form substantially conforming to a form developed by the Division) shall be used for votes to waive or reduce reserves for capital expenditures and deferred maintenance; for votes to amend the Articles of Incorporation or Bylaws; in votes for the election to the Board of Directors; and for any other ~~matter~~ matter which Chapter 719 of Florida Statutes requires or permits voting by the Shareowners.

Section 4.6b. is amended as follows:

b. ~~Except for electing Directors,~~ General proxies may be used for other matters for which limited proxies are not required and may also be used in voting for nonsubstantive changes to items for which a limited proxy is required and given.

4. The second sentence of Section 6.2 Election of the Bylaws is amended as follows (New Wording Underlined; Deleted Wording ~~Stricken Through~~):

Additionally, proxies may not be used in the election to the Board of Directors pursuant to Section 4.6 of these Bylaws.

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