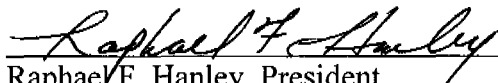


NOTICE OF AMENDMENT TO BYLAWS

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, personally appeared RAPHAEL F. HANLEY, who, being duly authorized, states that the attached CERTIFICATE OF AMENDMENT OF BYLAWS OF STONERIDGE TOWNHOMES RESIDENTIAL DISTRICT ASSOCIATION, INC. are being recorded to amend the bylaws of Stoneridge Townhomes Residential District Association, Inc., a copy of which were attached as Exhibit "C" to the FIRST AMENDMENT TO AND RESTATEMENT OF DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS, RESERVATIONS AND RESTRICTIONS FOR STONERIDGE TOWNHOMES RESIDENTIAL DISTRICT as recorded in Official Records Book 5752, Page 7367, public records of Brevard County, Florida.



Raphael F. Hanley, President
Stoneridge Townhomes Residential District Association, Inc.

SWORN TO AND SUBSCRIBED before me this 2nd day of March, 2010.



Signature of Notary Public

Printed, Typed or Stamp Name of Notary Public

Personally known to me, or

Produced identification: _____
(Type of Identification)

**CERTIFICATE OF AMENDMENT OF BYLAWS
of
STONERIDGE TOWNHOMES RESIDENTIAL DISTRICT ASSOCIATION, INC.**

The undersigned, as the Secretary of Stoneridge Townhomes Residential District Association, Inc. (hereinafter referred to as the "District Association"), upon a review of the District Association's records, hereby certifies that the following is a true and correct copy of amendments to the Bylaws of the Association proposed by a majority of the Board of Directors of the District Association and thereafter approved by the affirmative vote of two-thirds or more of the voting interest of the members at a meeting of the members duly called and held on Dec. 1, 2009.

AMENDMENT NO. ONE: Article III, Section 3 of the Bylaws is hereby amended to read in its entirety as follows:

"Section 3. Number of Directors. During the Class "B" Control Period the number of directors on the Board of Directors shall be not less than three (3) nor more than five (5). Thereafter the number of directors on the Board of Directors may be increased or decreased upon approval of a majority of the members, provided that there shall always be an odd number of directors and further provided that all incumbent directors shall be permitted to serve out their existing terms unless they sooner resign. The initial Board of Directors shall consist of three (3) directors appointed by the District Declarant. In the event the Declarant elects to have five (5) directors during the Class "B" Control Period, then three (3) of the members shall be appointed by the Declarant and two (2) of the members shall be elected by the members, with the members appointed by the Declarant serving until their resignation or replacement and the members elected by the members serving two (2) year terms (except as otherwise expressly provided in Section 5 of this Article III hereinbelow). In the event that the Declarant elects to reduce the number of directors during the Class "B" Control Period from five (5) to three (3), the Declarant shall cause two (2) directors appointed by the Declarant to resign, with their resignations to be effective immediately. The Declarant may appoint additional directors in its sole discretion to the Board of Directors from time to time to replace directors appointed by it or to fill vacancies of directors appointed by it.

AMENDMENT NO. TWO: Article III, Section 5 is hereby amended in its entirety to read as follows:

"Section 5. Election and Term of Office. Within thirty (30) days after termination of the Class "B" Control Period, the District Association shall call a special meeting at which the members shall elect all directors of the Board of Directors; provided, however, only the director(s) appointed by the Declarant shall be elected at such special meeting and any directors previously elected by the members shall remain as directors until one (1) year

after the date of such special meeting. Directors elected to replace the directors previously appointed by the Declarant shall serve a term of two (2) years. Upon the expiration of the initial term of office of each director, a successor shall be elected to serve a term of two (2) years. Thereafter, all directors shall be elected to serve two (2) year terms.

At any election of directors by members, each member shall be entitled to cast with respect to each vacancy to be filled on the Board of Directors, as many votes as it is entitled to vote under the terms of the District Declaration. There shall be no cumulative voting. The candidates receiving the largest number of votes shall be elected to fill the positions for which the election is held. Directors elected by the members shall hold office until their respective successors have been elected. Directors may be elected to serve any number of consecutive terms."

STONERIDGE TOWNHOMES RESIDENTIAL
DISTRICT ASSOCIATION, INC.,
a Florida not-for-profit corporation
By: Judith C. John
Name: Judith C. John
As its: Secretary

STATE OF FLORIDA }
 }
COUNTY OF BREVARD }

The foregoing instrument was acknowledged before me this 1st day of December, 2009, by Judith C. John, as Secretary of STONERIDGE TOWNHOMES RESIDENTIAL DISTRICT ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. Said person did not take an oath and is personally known to me.

CHARLENE R. SPANGLER
Notary Public, State of Florida
My Comm. Exp. May 27, 2011
Comm. No. DD 649077

Charlene R. Spangler
Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____