

Re
Prepared By and Return to:
Craig B. Hill, Esquire
Clark, Campbell, Mawhinney & Lancaster, P.A.
500 South Florida Avenue, Suite 800
Lakeland, Florida 33801

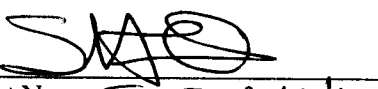
**CERTIFICATE OF FIRST AMENDMENT TO THE BYLAWS
OF
VIENNA SQUARE HOMEOWNERS' ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

This is to certify that by unanimous approval of the Board of Directors of Vienna Square Homeowners' Association, Inc., a Florida not for profit corporation ("Association"), the First Amendment to the Bylaws of the Association, attached hereto as Exhibit "A" and incorporated herein by reference was duly adopted. The Bylaws of the Association relate back to the Master Declaration of Covenants, Conditions and Restrictions for Vienna Square, as recorded in Official Records Book 7080, Page 2010, Public Records of Polk County, Florida, as amended from time to time.


IN WITNESS WHEREOF, the undersigned has executed this instrument on behalf of Vienna Square Homeowners' Association, Inc., a Florida not for profit corporation on this 19th day of August, 2009.

WITNESSES:


Print Name: Brandi B. Spence


Print Name: SCOTT OWENS

VIENNA SQUARE HOMEOWNERS'
ASSOCIATION, INC., a Florida not
for profit corporation

By: 
Mark E. Schreiber, its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19 day of August, 2009, by Mark E. Schreiber as President of Vienna Square Homeowners' Association, Inc., a Florida not for profit corporation, who acknowledged that he executed this instrument on behalf of the corporation. He is personally known to me or did produce _____ as identification.



DAVID SCOTT OWENS
MY COMMISSION # 000123
EXPIRES: August 23, 2011
Bonded thru Budget Notary Services

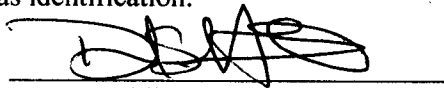

Notary Public, State of Florida
DAVID SCOTT OWENS
Print Name
(SEAL)

EXHIBIT "A"

**FIRST AMENDMENT TO
THE BYLAWS OF
VIENNA SQUARE HOMEOWNERS' ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

THIS FIRST AMENDMENT TO THE BYLAWS OF VIENNA SQUARE HOMEOWNERS' ASSOCIATION, INC., A FLORIDA NOT FOR PROFIT CORPORATION ("Association") is made effective the 19th day of August, 2009 ("First Amendment").

WHEREAS, the Bylaws of the Association were initially recorded as Exhibit "E" to the Master Declaration of Covenants, Conditions and Restrictions for Vienna Square, as recorded in Official Records Book 7080, Page 2010, Public Records of Polk County, Florida, (the "Bylaws"); and

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

WHEREAS, the Board of Directors desires to amend the Bylaws for the purposes 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 4.4 Notice of Meetings of the Bylaws is amended and restated in its entirety as follows:

Written notice of each meeting of the Members shall be given by, or at the direction of, the President or the Secretary of the Association by conspicuously posting the notice within the Common Areas of the Community (at such locations as designated by the Board) at least fourteen (14) continuous days prior to such meeting. In addition, notice of each meeting may also be given by publishing the notice in the Community newsletter, conspicuously posting the notice on the Community's website, and/or repeatedly broadcasting the notice on a closed-circuit cable television system serving the Association (broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice). Written notice of each meeting may also be given in such other manner(s) as may be permitted by and in accordance with Florida law, as amended from time to time. All notices shall specify the day, hour and place of the meeting, and

in the case of a special meeting, the purpose of the meeting. Business conducted at a special meeting shall be limited to the purposes described in the notice of the meeting.

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

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