

This instrument prepared by and)
should be returned to:)

Robert L. Taylor, Esquire)
TAYLOR & CARLS, P.A.)
1900 Summit Tower Boulevard)
Suite 800)
Orlando, Florida 32810)
(407) 660-1040)

CERTIFICATE OF SECOND AMENDMENT TO THE BYLAWS
OF UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION INC.

THIS IS TO CERTIFY THAT attached hereto as Exhibit A is a true and correct copy of the Second Amendment to the By-Laws of University Estates Property Owners Association, Inc., the original of which Bylaws is recorded in Official Records Book 4132, Page 4348, as Exhibit C to the Declaration of Covenants and Restrictions for University Estates which is recorded in Official Records Book 4132, Page 4307, and which Bylaws were previously amended by Amendment thereto recorded in Official Records Book 4844, Page 1343, all of the Public Records of Orange County, Florida. Also attached hereto, as Exhibit B, is the "Consent To Bylaws Amendment" which was executed by the Successor Developer of University Estates. The attached amendment was duly and properly adopted pursuant to Article XIV of the subject By-Laws.

EXECUTED at _____, Orange County, Florida, on this the 13th day of June, 1997.

WITNESSES:

UNIVERSITY ESTATES PROPERTY OWNERS,
ASSOCIATION, INC.

DIANE L. MILLER
Print Name: DIANE L. MILLER

By: Judy K. Shimamoto
President JUDY K. SHIMAMOTO
Address: 14839 Lymington Circle
Orlando, FL 32826

JENNINE THERON
Print Name: JENNINE THERON

DIANE L. MILLER
Print Name: DIANE L. MILLER

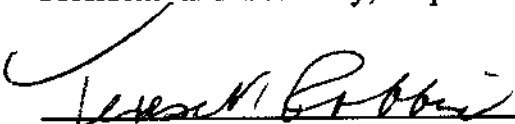
Attest: Kellyann Rohr
Secretary KELLYANN ROHR
Address: 14832 Lymington Circle
Orlando, FL 32826

JENNINE THERON
Print Name: JENNINE THERON

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN to and subscribed before me this 13TH day of JUNE, 1997, by
JUDY K SHIMAMOTO and KELLYANN ROHR,
President and Secretary, respectively, of the above named corporation.



(Signature of Notary Public)



Print, Type or Stamp Commissioned
Name of Notary Public

Personally Known X OR
Produced Identification _____

Type of Identification Produced

SECOND AMENDMENT TO BY-LAWS

OF

UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

Article IX, Paragraph D, subsection (d) of the By-Laws, relating to powers and duties of the Design Review Committee, is amended to read as follows:

[NOTE: Additions to text are indicated by **bold underline**.]

(d) To establish and promulgate uniform procedures for the review of the applications submitted to it. These procedures shall provide for (i) the time and place of meetings of the Committee; (ii) the submission and review procedure; and (iii) the review costs and fees, if any, to be paid by the applicant to the Association. At such time as the Design Review Committee is appointed by the Board of Directors, any compensation to Committee members shall be fixed initially by the Board of Directors and adjusted annually with all such payments payable from Association funds. Approval or disapproval of applications to the Design Review Committee shall be given to the applicant in writing within thirty (30) **business** days of receipt thereof by the Committee in full accordance with the procedures adopted by it; in the event that the approval or disapproval is not forthcoming within thirty (30) **business** days, unless an extension is agreed to by the applicant, the application shall be deemed approved; provided that any construction shall be in accordance with the submitted plans. Approval of any application by the Design Review Committee shall not constitute a basis for any liability of the members of the Committee, the Developer or the Association as regards: (i) failure of the plans to conform to any applicable building codes or (ii) inadequacy or deficiency in the plans resulting in defects in the improvements.

EXHIBIT A

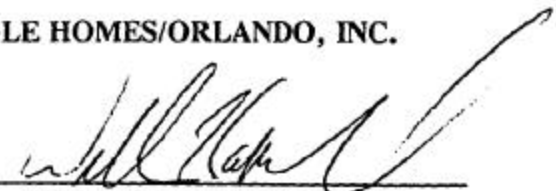
Recorded - Martha O. Haynie

CONSENT TO BYLAWS AMENDMENT

The undersigned, being the Successor Developer of University Estates, hereby consents in writing to the adoption of the amendment to Article IX, Paragraph D, subsection (d) of the Bylaws of the University Estates Property Owners Association, Inc., relating to powers and duties of the Design Review Committee. This consent is being given pursuant to Article XIV of the subject Bylaws.

DATED this 13th day of June, 1997.

ENGLE HOMES/ORLANDO, INC.

By: 
WILLIAM T. CARMICHAEL

Its: Vice President

Attest: 
Secretary

(CORPORATE SEAL)

COPY

EXHIBIT B