

Prepared by and to be returned by mail to:

Douglas G. Christy, Esq.
Wetherington, Hamilton & Harrison, P.A.
1010 N. Florida Ave.
Tampa, FL 33602

-----SPACE ABOVE THIS LINE RESERVED FOR RECORDING DATA-----

**CERTIFICATE TO AMENDED AND RESTATED BY-LAWS OF
SUN CITY CENTER WEST MASTER ASSOCIATION, INC.**

WHEREAS, the By-Laws of Sun City Center West Master Association, Inc., a Florida corporation not for profit (the "Association"), were originally filed with the Secretary of State of the State of Florida on May 29, 1973 and recorded in O.R. Book 2685, Page 934, in the Public Records of Hillsborough County, Florida, and were subsequently amended by changes to the Articles of Incorporation of the Association by that certain filing made with the Secretary of State of the State of Florida on February 17, 1989 and recorded in O.R. Book 5626, Page 446, in the Public Records of Hillsborough County, Florida, and by changes to the Articles of Incorporation of the Association by that certain filing made with the Secretary of State of the State of Florida on April 1, 2002 (collectively, the "By-Laws"); and

WHEREAS, the sole voting member of the Association, WCI Communities, LLC, a Delaware limited liability company, consented, approved, and agreed to amend and restate the By-Laws of the Association by written action without a meeting of the members pursuant to Section 617.0701(4), Fla. Stat. to incorporate all previously adopted amendments to the Articles of Incorporation of the Association and to allow the Association to record an amended and restated copy of the By-Laws of the Association in the public records of Hillsborough County, Florida along with a certificate as to the amendment of the By-Laws of the Association executed by the Association; and

WHEREAS, at a meeting of the board of directors of the Association held on April 15, 2009, a majority of the board of directors of the Association agreed and voted in favor of recording an amended and restated copy of the By-Laws of the Association that incorporates all changes to the By-Laws of the Association that were previously adopted and approved as described above as well as to provide information as to the name of the current developer entity; and

WHEREAS, the following amended and restated By-Laws of the Association reflects and incorporates all amendments to the By-Laws of the Association that were previously adopted and approved as described above; and

WHEREAS, words in the text of the amended and restated By-Laws of the Association that are lined or stricken through (-----) indicate deletions from the original text of the By-Laws of the Association and words in the text of the amended and restated By-Laws of the Association that are underlined indicate additions to the original text of the By-Laws of the Association;

NOW THEREFORE, the Association hereby certifies that the amended and restated By-Laws of the Association that is attached hereto and incorporated herein as Exhibit "A" is an accurate and complete version of the By-Laws of the Association that reflects and incorporates all amendments to

the By-Laws of the Association that were previously adopted and approved as described above.

IN WITNESS WHEREOF, the undersigned have certified the adoption of this Certificate to Amended and Restated By-Laws of Sun City Center West Master Association, Inc. on the 21st day of APRIL, 2010.

Signed, sealed and delivered in the presence of:

SUN CITY CENTER WEST MASTER ASSOCIATION, INC.,
a Florida corporation not for profit

Rosemarie Holloway
(Signature of Witness)

By: [Signature]
Print Name: JOHN LUPER
Its: President

ROSEMARIE HOLLOWAY
DANA LIN PHILLIPS
(Print Name of Witness)

[Signature]
(Signature of Witness)

DANA LIN PHILLIPS
(Print Name of Witness)

By: [Signature]
Print Name: NORM ROBERTS
Its: Secretary

[Signature]
(Signature of Witness)

DANA LIN PHILLIPS
(Print Name of Witness)

(CORPORATE SEAL)

Rosemarie Holloway
(Signature of Witness)

ROSEMARIE HOLLOWAY
(Print Name of Witness)

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

Sworn to and subscribed before me this 21st day of APRIL, 2010, by JOHN LUPER, and NORM ROBERTS, as President and Secretary, respectively, of **SUN CITY CENTER WEST MASTER ASSOCIATION, INC.**, a Florida corporation not for profit, on behalf of the corporation, who are personally known to me or () have produced a _____ Driver's License as identification.

Rosemarie Holloway
Print Name: ROSEMARIE HOLLOWAY

Notary Public State of Florida
My Commission Expires:

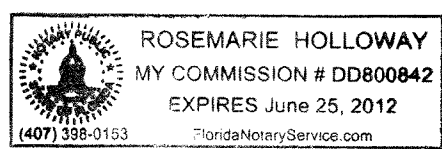


Exhibit "A"

**AMENDED AND RESTATED BY-LAWS OF
SUN CITY CENTER WEST MASTER ASSOCIATION, INC.**

BY-LAWS
OF
~~KINGS POINT WEST CONDOMINIUM, INC.~~
SUN CITY CENTER WEST MASTER ASSOCIATION, INC.
(A Florida Corporation not for profit)

**ARTICLE I
MEMBERSHIP**

Section 1. Membership and voting rights of the Association are as set forth in Article III of the Articles of Incorporation of the Association.

Section 2. The rights of membership are as set forth in the Articles of Incorporation of the Association and as may be determined from time to time by the Board of Directors of the Association.

Section 3. The terms "Association", "Master Association" and "Corporation", where used throughout these By-Laws, are synonymous.

**ARTICLE II
LOCATION**

Section 1. The principal office of the Association shall be located at: ~~Valley Forge Boulevard, Sun City, Florida, 33570~~ 1904 Clubhouse Drive, Sun City Center, Florida, 33573. *Amended to agree with the Amendment to the Articles of Incorporation amended and recorded on February 17, 1989 in O.R. 5626, Pages 446-448.*

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of not less than three (3), nor more than seven (7) persons. The Directors of the Association shall be elected at the annual meeting of the members as specified in the Articles of Incorporation. The election shall be decided by plurality vote.

Section 2. Any Director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of

organization, shall be held immediately after the annual meeting of members, provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time, or if the Directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of the members, upon three (3) days' notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held any place or places within the State of Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held at any place or places in the State of Florida and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two (2) members of the Board to each member of the Board not less than seven (7) days by mail or three (3) days by telephone or telegraph in advance. Special meetings of the Board may also be held at any place in the State of Florida and time without notice by unanimous waiver of notice by all the Directors.

Section 8. At any meeting of the Board of Directors a quorum shall consist of a simple majority of the entire Board.

Section 9. The number of Directors may be changed from time to time by a vote of a majority of the members present and voting in a meeting at which a quorum is present, which shall never be less than three (3).

Section 10. If the office of a new Director or Directors becomes vacant for any reason whatsoever, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors who shall hold office for the balance of the unexpired term in respect to which such vacancy occurred. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board of Directors. Directors shall be elected to serve for a term of one (1) year. Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary.

ARTICLE IV
OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect one or more Vice Presidents, who shall have such powers and perform such duties as usually pertain to such office or as are properly required by the Board of Directors. In the absence or disability of the President, one of the Vice Presidents, as determined by the Board of Directors, shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the Directors, where notices of such meetings are required by law or in these By-Laws. He shall keep the Minutes of the meetings of the membership of the Board of Directors.

Section 3. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 4. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE V
MEETING OF MEMBERS

Section 1. The regular annual meeting of the members shall be held between April 1 and April 15 of each year on a date and at a time and location to be determined by the Board of Directors in its sole discretion. *Amended to agree with the Amendment to the Articles of Incorporation recorded with the State of Florida on April 1, 2002.*

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice Presidents, the Secretary or Treasurer, or by any two (2) or more members of the Board of Directors, or upon written request of 10 (10%) percent of the members.

Section 3. Notice may be given to the member either personally or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the records of the Association. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall

be mailed at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted.

ARTICLE VI
BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member of the Association.

ARTICLE VII
AMENDMENTS

Section 1. These By-Laws may be altered, amended or rescinded pursuant to the provisions of Article X of this Corporation's Articles of Incorporation.

Section 2. The Articles of Incorporation may be altered, amended or rescinded pursuant to the provisions of Article XIII of this Corporation's Articles of Incorporation.

Section 3. Notwithstanding any provisions to the contrary in these By-Laws, all Officers and Directors of the Corporation shall be elected and designated by the Developer and there shall be no meeting of the members of this Corporation unless a meeting is called by the Board of Directors of this Corporation, and should a meeting be called, said meeting shall have no effect unless approved by the Board of Directors of this Corporation. The foregoing shall terminate upon the completion of the entire ~~Kings Point~~ Sun City Center West Project, or upon the Developer electing to terminate its control of the Master Association. *Amended to agree with the Amendment to the Articles of Incorporation amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448.* The current Developer is WCI Communities, LLC, a Delaware limited liability company, which is the successor in interest to ~~Kings Point West, Inc.~~ Sun City Center Corp., a Florida Corporation. *Amended to agree with the Amendment to the Articles of Incorporation amended and recorded on February 17, 1989 in O.R. Book 5626, Pages 446-448; the addition of the reference to WCI Communities, LLC, is provided to reference the current entity serving as the Developer.*

ARTICLE VIII
MISCELLANEOUS

Section 1. Proxies. Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote and shall be filed with the Secretary not less than three (3) days prior to the meeting in which they are to be used and shall be valid only for the particular meeting designated therein. The foregoing applies to membership meetings only.

Section 2. Adjourned Meeting. If any meeting of members of Directors cannot be organized because a quorum is not present, the meeting may be adjourned from time to time until a quorum is present.

Section 3. Powers and Duties. The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association, which powers include those powers as are specifically provided for in the Corporation's Articles of Incorporation.

Section 4. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association's meetings.

WE HEREBY CERTIFY that the foregoing By-Laws of ~~KINGS POINT WEST CONDOMINIUM~~, SUN CITY CENTER WEST MASTER ASSOCIATION, INC., a Corporation not for profit under the laws of the State of Florida, were duly adopted by the Board of Directors of said Association in a meeting held for such purpose on the 8th day of May, 1973.

(signed)

Clarann T. Slocum, President

(signed)

Rosalie Castellano, Secretary