

**SECOND AMENDMENT TO BY-LAWS OF
BERKSHIRE-BY-THE-SEA CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, the Declaration of Condominium of Berkshire-By-The-Sea, a Condominium (the "Declaration") was recorded at Official Records Book 3478, at Page 1248, of the Public Records of Palm Beach County, Florida; and,

WHEREAS, the By-Laws of Berkshire-By-The-Sea Condominium Association, Inc. (the "By-Laws") are attached to the Declaration as Exhibit "C"; and,

WHEREAS, Article X of the By-Laws provides that if an Amendment to the By-Laws has received the unanimous approval of the full Board of Directors, then it shall be approved upon the affirmative vote of the voting members casting a majority of the total votes of the members of the Association; and,

WHEREAS, proper notice of the meeting has been given and all requirements for adoption of this Amendment to the By-Laws have been met.

NOW, THEREFORE, the By-Laws of Berkshire-By-The-Sea Condominium Association, Inc. are amended as hereinafter set forth.

1. Article IV of the Bylaws is amended as follows:

Article IV. Directors:

Section 1. Number, Term and Qualifications: The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) nor more than either three (3), five (5), or seven (7) persons as is determined from time to time by the members. All directors, except those designated by the Developer, shall be members of the Association. All officers of a corporate unit owner shall be deemed to be members of the Association so as to qualify as a director herein. The term of each director's service shall extend until the next appropriate annual meeting of the members as set forth below, and thereafter until his successor is duly elected and qualified, or until he is removed in the manner provided in Section III below.

In the election immediately following adoption of this provision, three (3) directors shall be elected for a one (1) year term, two (2) directors shall be elected for a two (2) year term and two (2) directors shall be elected for a three (3) year term.

Election of Directors shall occur in descending order of the length of the term of the director (or directors) to be elected and shall be by plurality vote (cumulative voting prohibited) for the director or directors being elected for each term.

At the ensuing Annual Meetings of the Members, all Directors elected to replace those Directors whose terms have expired shall be elected for a three (3) year period.

In the event the members shall determine to have a board of directors or either three (3) or five (5) persons, the board of directors shall establish by rule the procedure for electing directors including the right to elect certain directors for an initial one (1) year term in order to properly stagger the terms, provided however, all directors who have been duly elected shall be entitled to complete their terms of office.

(Additions in text are indicated by underline;
deletions in text are indicated by ~~strikeouts~~)

Section 2. First Board of Directors. The An organizational meeting of a newly elected the Board of Directors shall be held within ten (10) days of their each election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary, provided a quorum shall be present.

The remaining provisions of Article IV of the By-Laws remain unchanged.

2. Except for the changes referenced above, all other terms, conditions and provisions of the By-Laws for Berkshire-By-The-Sea Condominium Association, Inc. remain in full force and effect.

IN WITNESS WHEREOF, Berkshire-By-The-Sea Condominium Association, Inc. has caused these presents to be executed in its name by its President this 31st day of July, 1989.

Signed, Sealed and Delivered
in the Presence of:

BERKSHIRE-BY-THE-SEA CONDOMINIUM
ASSOCIATION, INC., a Florida Not-
For-Profit corporation

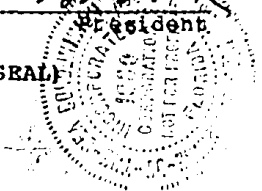
Eleanor Pastore

Gail D. Henry

Attest: Andre Noiseux
Secretary

By: Arthur P. Goldner
President

(CORPORATE SEAL)



STATE OF FLORIDA)
COUNTY OF PALM BEACH)

SS.

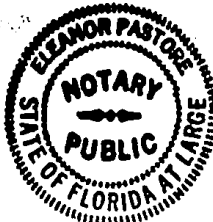
BEFORE ME personally appeared Arthur P. Goldner
and Andre Noiseux to me known and known to me
to be the individuals described in and who executed the foregoing
Amendment to the By-Laws for BERKSHIRE-BY-THE-SEA CONDOMINIUM ASSOCIATION, INC., as President and Secretary, respectively of the above-named BERKSHIRE-BY-THE-SEA CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit corporation, and severally acknowledged to and before me that they executed such instrument as President and Secretary, respectively of said BERKSHIRE-BY-THE-SEA CONDOMINIUM ASSOCIATION, INC. and that the seal affixed to the foregoing instrument is the seal of said corporation, and that it was affixed to said instrument by due and regular authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 31st day of July, 1989.

Eleanor Pastore
Notary Public, State of Florida

My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES JUNE 2, 1991
BONDED THRU TROY FARM INSURANCE INC.



RECORD VERIFIED
PALM BEACH COUNTY, FLA.
JOHN B. DUNKLE
CLERK CIRCUIT COURT

(Additions in text are indicated by underline;
deletions in text are indicated by strikeouts)