



FIFTH AMENDMENT TO BY-LAWS OF METROWEST MASTER ASSOCIATION, INC.

Westpointe Development Group, LLC, Developer of MetroWest, hereby adopts the following Fifth Amendment to the By-Laws of MetroWest Master Association, Inc. pursuant to Section 9.3.1 of the By-Laws. The By-Laws are hereby amended as follows:

1. The following sentences shall be added to the end of Section 5.2.1:

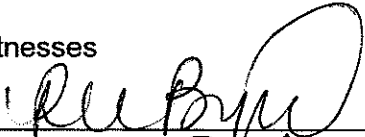
The election of Board Members shall occur between November 15 and December 15 in even numbered years. Therefore, there shall be no election in 2013, and the next election shall occur between said dates in 2014, with the current Board members continuing to serve until the next election.


2. Section 5.3 (as amended) is hereby deleted in its entirety and replaced by the following new Section 5.3:

Section 5.3 Term of Office. On the first occasion that the Members, other than the Developer, have the opportunity to elect any members of the Board, the Members shall have the right to elect at least two (2) members of the Board. The term of office of the members of the Board elected by the Members shall be for a period of two (2) years, running from the date of the election in even numbered years as provided under Section 5.2.1 until the next election as provided thereunder. Each member of the Board shall hold office until his successor is elected, or until his death, resignation, removal or adjudication of mental incompetence. For so long as the Developer appoints a majority of the Board, no member of the Board that has been elected by the Members may serve more than one term as a Board member.

3. Except as specifically amended hereby, the By Laws, as amended, shall remain in full force and effect.

Witnesses


Name: Robin Byrd


Name: Michael O'Dolan Jr.

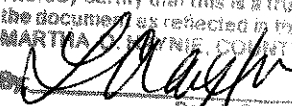
Westpointe Development Group, LLC

By: 
Carl J. Shakarian, Managing Member

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this 19th day of March, 2013 by Carl J. Shakarian, Managing Member of Westpointe Development Group, LLC, who is personally known to me.

State of FLORIDA, County of ORANGE
I hereby certify that this is a true copy of
the document as reflected in the Official Records.
MARTHA O. HAYNIE, COUNTY COMPTROLLER


Deputy Comptroller
3/19/13



Angela B. Berkeley
Notary Public

