

✓ This instrument prepared by:
Larry Z. Glickman, Esq.
Sachs, Sax & Klein, P.A.
301 Yamato Road, Suite 4150
Boca Raton, FL 33431

**CERTIFICATE of AMENDMENT to
DECLARATION OF CONDOMINIUM
of
BEDFORD D CONDOMINIUM
recorded at
OFFICIAL RECORDS BOOK 1861, PAGE 426 *et seq.*,
PALM BEACH COUNTY, FLORIDA**

**THIS CERTIFICATE OF AMENDMENT TO DECLARATION OF CONDOMINIUM OF
BEDFORD D CONDOMINIUM** is made this 21st day of March, 2000, by the President of
United Civic Organization, Inc. ("UCO"), as follows:

WHEREAS, UCO is the authorized representative and agent for Bedford D Condominium Association in Century Village, West Palm Beach, Florida ("Association") pursuant to that certain Authorization for Recreation Rents Arbitration and Negotiation, a true copy of which is attached hereto as Exhibit "A" and made a part hereof ("Authorization"); and

WHEREAS, pursuant to and as a part of the aforesaid arbitration and negotiation under the Authorization, issues of community-wide concern were addressed by UCO respecting rents, operation and management of recreational facilities, canals, lakes and the drainage system, including dams and water control devices, serving the entire Century Village, West Palm Beach, development; and

WHEREAS, in furtherance of settlement of the issues described above, Association has ratified and approved that certain Millennium UCO Amendment to Long Term Lease ("Millennium UCO Amendment"); and

WHEREAS, pursuant to the Authorization, Association has delegated to UCO the responsibility and authority to place the Millennium UCO Amendment in the Public Records, and UCO has caused the Millennium UCO Amendment to be recorded in the Public Records of Palm Beach County, Florida, at Official Records Book 11660, at Page 1550 et seq., on March 14, 2000, which Millennium UCO Amendment is incorporated herein by reference and made a part hereof; and

WHEREAS, also in furtherance of settlement of issues described above and concurrently with and as part of Association's ratification and approval of the Millennium UCO Amendment, Association has approved and adopted that certain Amendment to its Declaration of Condominium, the text of which Amendment is attached hereto as Exhibit "B" and made a part hereof ("Amendment"); and

WHEREAS, pursuant to the settlement, Association has delegated to UCO the responsibility and authority to ensure that the Amendment shown on Exhibit "B" be certified of record as notice to all current and future owners of condominium units in the BEDFORD D Condominium, Century Village, West Palm Beach, of the contents of the Amendment;

NOW THEREFORE, In furtherance of the foregoing, the President of UCO hereby certifies as follows:

1. That Association has certified to UCO, pursuant to that certain Certificate of Notice of Amendment a true copy of which is attached hereto as Exhibit "C" and made a part hereof, that, at a meeting called in accordance with all the requirements of law and the provisions of its Declaration of Condominium, at which a quorum was present and acting throughout, the members of Association approved and adopted certain amendments to the condominium documents of Bedford D Condominium, including but not limited to, the Amendment to the Declaration shown on Exhibit "B," using that certain Limited Proxy instrument, the form of which is attached hereto as Exhibit "D" and made a part hereof.

IN WITNESS WHEREOF, the undersigned have set his hand and seal on the date and year first above written.

[CORPORATE SEAL]

United Civic Organization, Inc.

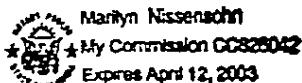
By: Kurt Weiss

Kurt Weiss

Title: President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21 day of March, 2000, by Kurt Weiss as President of United Civic Organization, Inc., for and on behalf of said corporation, who is personally known to me OR did produce the following identification:



Marilyn Nissenachin
Signature of Notary Public

Print, type or stamp Commissioned Name
My Commission expires: _____

REDFORDCONDOMINIUM ASSOCIATION
at Century VillageAUTHORIZATION FOR RECREATION RENTS
ARBITRATION AND NEGOTIATION

COMES NOW the BEDFORD Condominium Association at Century Village, West Palm Beach and hereby delegates and appoints the United Civic Organization (UCO), as our authorized representative and agent in all matters concerning the arbitration and negotiation of recreation rents pursuant to the UCO Unity Recreation Lease Amendments of 1987, and more specifically delegates to UCO the following responsibilities.

1. Association does hereby authorize UCO to vote and otherwise appoint arbitrators under the 1987 UCO Unity Lease Amendment.
2. Association hereby delegates to UCO the authority and responsibilities of initiating and/or defending arbitration under the 1987 UCO Unity Lease Amendment, granting UCO the authority to retain legal counsel and expert witnesses. Association further delegates to UCO the responsibility of deciding all strategies and procedures of the arbitration, including the number of arbitrators and the appointment of arbitrators. Association hereby delegates to UCO the authority to negotiate and/or settle any and all claims in arbitration concerning recreation rents under the long term recreation lease provided.
3. It is the intent of the Association that one arbitration proceeding shall govern all Associations who have adopted the 1987 UCO Unity Lease Amendment.
4. As declared in our earlier resolution we have pledged to UCO certain sums which will be this Association's sole financial obligation to UCO for purposes of funding negotiation and arbitration proceedings.
5. Any agreement arrived at as a result of negotiations will be brought before the Association for ratification.

SO AGREED this 12 day of April, 1999

ATTEST:

Endon J. Cooper
Secretary

Bedford D. Condominium Association

Beatrice Santangelo
President

ATTEST:

Marilyn Russell
Secretary

UNITED CIVIC ORGANIZATION

President

Kay

EXHIBIT A

RECODER'S MEMO: Legibility of document
unsatisfactory when received.

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EXHIBIT "B"

1. A new Article is hereby added to the Declaration of Condominium, at the end thereof, and is numbered sequentially, as follows:

Notwithstanding any other term herein to the contrary, Common Expenses as defined in this Declaration, shall include the cost and expense of maintaining and operating the canals, lakes and drainage system, including dams and water control devices, serving the entire Century Village, West Palm Beach development ("System"), even if certain elements of System are located off-site and not located within Century Village, West Palm Beach. United Civic Organization, Inc. ("UCO") is expressly authorized as agent of Association, in conjunction with similar authorization from other condominium associations in Century Village, West Palm Beach, to undertake the responsibility for maintenance of System, and the expense therefore shall be paid proportionately by Association with other condominium associations of Century Village, West Palm Beach to UCO.

New language is double underlined; deleted language is ~~struck through~~.

AMENDMENT TO THE RECREATION LEASE OF CONDOMINIUM

We hereby certify that at a meeting called in accordance with all the requirements of law and held on 12/8, 1999, the Membership of this Association in accordance with its bylaws has approved the Millennium UCO Amendment to the Long Term Lease, and at said meeting the Membership has approved the execution of the Millennium UCO Amendment by United Civic Organization, Inc. ("UCO") on behalf of this Association and in its stead and place.

BEDFORD D Condominium Association, Inc.

By Beatrice Santangelo
President
Attest: Ken Davis
Secretary V. P.

STATE OF FLORIDA
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16 day of December 1999, by Beatrice Santangelo President, and Ken Davis Secretary. Both are personally known to me and [] did or [✓] did not take an oath. The President (please check one of the following) [✓] is personally known to me or [✓] has produced Photo (type of identification) as identification and (please check one of the following) [] did or [✓] did not take an oath; the Secretary (please check one of the following) [] is personally known to me or [✓] has produced Photo (type of identification) as identification and (please check one of the following) [] did or [✓] did not take an oath.

Notary Public

DAVID H FRANKEL

Printed Notary Name

My Commission Expires: 4/1/99

David H Frankel
My Commission CC829830
Expires April 25, 2003

EXHIBIT C

LIMITED PROXY/ WRITTEN AGREEMENT, JOINDER AND CONSENT

I/we are member(s) of the _____ CONDOMINIUM ASSOCIATION ("Association").
[please insert the name of your association here]

I/we hereby appoint _____
[please name an officer of Association. If left blank, then the Secretary of Association shall be proxyholder]

as my/our proxy holder to attend the Special Meeting of the Members of the Association, to be held on _____, 1999, at _____.M., at _____ ("Special Meeting"),

and any adjournments or extensions of the Special Meeting. My/our proxyholder may vote and act for me/us just as if I/we would if I/we were personally present at the Special Meeting, and during or after the Special Meeting my/our proxyholder may sign any documents or certificates authenticating my/our vote as if I/we were personally signing them, and may separate Exhibits "A" and "B" from my/our executed proxy for purposes of recording, document storage, or any other purpose. My/our proxyholder may use his/her best judgment on all matters that come before the Special Meeting, except my/our proxyholder must cast my/our vote as we indicate below:

I/WE WAIVE ANY NOTICE OF THE SPECIAL MEETING. I/WE CAST OUR VOTE, AND CONCUR, JOIN IN, CONSENT AND AGREE, AS FOLLOWS [PLEASE CHECK THE BOX WHICH INDICATES YOUR VOTE]:

1. Should the Long Term Lease be amended as provided in the Millennium UCO Amendment to Long Term Lease, incorporated herein by reference and made a part hereof as Exhibit "A" ("Amendment"); should United Civic Organization, Inc. ("UCO") be authorized to execute the Amendment on behalf of Association; and should the Declaration of Condominium be amended as provided in the Declaration Amendment incorporated herein by reference and made a part hereof as Exhibit "B" ("Declaration Amendment")?

YES (approve Amendment and Declaration Amendment)

NO (do not approve Amendment and Declaration Amendment)

Date: _____

SIGNATURE OF OWNER OR DESIGNATED VOTER

SIGNATURE OF OWNER

Unit Number

Notes:

1. IF YOUR UNIT HAS NO "DESIGNATED VOTER," THEN ALL OWNERS OF THE UNIT MUST SIGN.
2. YOU MAY REVOKE THIS PROXY ANY TIME BEFORE THE SPECIAL MEETING.
3. THIS PROXY IS VALID ONLY FOR THE SPECIAL MEETING AND ANY LAWFUL ADJOURNMENT. HOWEVER, IN NO EVENT IS THIS PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE SPECIAL MEETING.

2. THIS LIMITED PROXY/WRITTEN AGREEMENT, JOINDER AND CONSENT IS MADE PURSUANT TO SECTION 718.112(2)(d)(4), FLA. STAT.