

**CORPORATE RESOLUTION OF THE BOARD OF DIRECTORS OF
THE ISLAND HOUSE APARTMENTS, INC.
AND CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF
THE ISLAND HOUSE APARTMENTS, INC.**

THIS CORPORATE RESOLUTION OF THE BOARD OF DIRECTORS OF THE ISLAND HOUSE APARTMENTS, INC. AND CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF THE ISLAND HOUSE APARTMENTS, INC. is executed this 20 day of OCTOBER, 2010, by the undersigned on behalf of **The Island House Apartments, Inc. ("Association")**, a Florida for profit corporation.

RECITALS

Whereas, the Association is the corporation organized and existing for the purpose of acquiring, owning, erecting, leasing and operating a cooperative apartment building, in accordance with the Proprietary Lease, Articles of Incorporation and By-Laws of The Island House Apartments, Inc.

WHEREAS, Article XII of the By-Laws, entitled "Amendments" provides, in pertinent part, as follows:

The By-Laws may be modified or amended from time to time at any regular or special stockholders meeting, provided that the proposed amendment has been inserted in the notice of the meeting or that all the stockholders are present in person or by proxy upon the affirmative vote or written consent of the owners of at least seventy (70%) percent of the issued and outstanding stock.

WHEREAS, the Association's Board of Directors proposed the following amendments:

1. Article II of the By-Laws: This proposed amendment amends the date and time of the Annual Meeting to provide that the Annual Meeting will be held at any date and time selected at the full discretion of the Board of Directors. If adopted, the proposed amendment will enable the Board of Directors to select a time and date for the annual meeting and election that is more convenient to the shareholders.
2. Article XVII of the By-Laws: This proposed amendment is to add a new Article XVII to the By-Laws entitled "Equity Ownership Interest" in connection with restrictions to be applied to financing obtained by a Shareholder. If adopted, the proposed amendment will limit the amount by which the shares assigned to a shareholder may be used as collateral, thus ensuring a tolerable level of equity in the value of such shares so that the Association's interests are better protected in the event of a default by such shareholder in the payment of their financial obligation to the Association.

WHEREAS, all Directors and stockholders were provided with written notice of the proposed amendments, not less than fourteen (14) days before the Association's Annual Meeting held on February 19, 2010, at which the majority of the Members present in person or by proxy voted to adjourn the meeting and reconvene on May 19, 2010, in accordance with Article IX of the By-Laws.

WHEREAS, pursuant to Article XII of the By-Laws, the proposed amendments were considered and adopted by the affirmative vote of at least seventy percent (70%) of the holders of the issued and outstanding shares of stock of the corporation and by at least a majority of the Board of Directors at the reconvened Meeting, held on May 19, 2010, at 5:30 p.m.

NOW, THEREFORE, on behalf of the Association's Board of Directors, the undersigned hereby state as follows:

1. The above Recitals are true and correct and are incorporated herein by reference.
2. Section 2 of Article II of the Association's By-Laws is hereby amended as follows:

New language is indicated by underlined type.
Deleted language is indicated by ~~struck through type~~.

Section 2. Annual Meeting. The annual meeting of stockholders shall be held on the ~~third Friday in February of each year at the hour of 10:00 A.M. date and time selected at the sole discretion of the Board of Directors~~ for the election of Directors, and for such other business as may be properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein, or at any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at the meeting of the stockholders as soon thereafter as conveniently may be.

All other Sections of Article II remain unchanged.

3. The following provisions added to the By-Laws as a new Article XVII:

All of the following language is new language.

XVII. Equity Ownership Interest. Notwithstanding anything in these By-Laws or any of the corporation's other governing documents to the contrary, as of the effective date of this amendment, the following restrictions shall apply to all financing obtained or sought to be obtained by any tenant-shareholder where such tenant-shareholder seeks or is required to pledge his shares of stock of the corporation as a condition to or in any way related to such financing. As used in this Article XVII the terms "shares," "stock" and "shares of stock" shall also include the Proprietary lease associated therewith unless the context requires otherwise.

- (a) (1) No shares may be sold, conveyed, transferred or pledged as collateral if such sale, conveyance, transfer or pledge will result in the tenant-shareholder having less than a thirty percent (30%) "un-pledged" or "un-collateralized" equity interest in his shares of stock of the corporation, nor shall any such loan or pledge be refinanced or modified in any way unless the foregoing thirty percent (30%) test is met.

Accordingly, no tenant-shareholder may obtain financing or modify or refinance existing financing in any way involving his shares of stock of the corporation which financing will in the aggregate exceed seventy percent (70%) of the fair market value of the tenant-shareholder's shares of stock of the corporation.

(2) In the case of an original purchase of shares of stock of the corporation, the lower of the purchase price or appraised value shall be the fair market value of such shares of stock. In the case of any other financing, refinancing or any other modification of a loan, the appraised value of such shares of stock shall be their fair market value in the absence of any evidence to the contrary.

(b) Prospective tenant-shareholders financing or refinancing the purchase of their shares of stock of the corporation, at their expense, shall provide the corporation, at their expense, with all documentation requested evidencing compliance with the minimum equity requirement, including, but not limited to, a copy of the closing statement pertaining to their purchase or acquisition of such shares of stock and a current appraisal of such shares prepared by an appraiser satisfactory to the Board of Directors.

(c) In connection with the pledge of stock, the corporation will not execute any agreements which abrogate any rights set forth in the Proprietary Lease, these By-Laws, the Articles of Incorporation or any rules and regulations adopted by the Board of Directors, as all may be amended from time to time, including but not limited to: absolute discretion to approve or deny a proposed purchaser of stock.

(d) The shareholders shall be responsible for payment of all attorneys' fees and costs incurred or to be incurred by the corporation in connection with its review of any documentation or the performance of any other legal services required by the corporation in connection with the shareholders' request for a written consent pursuant to this Article XVII.

(e) The corporation shall have the absolute right to deny approval of any conveyance, transfer, pledge or refinancing of shares of stock of the corporation without being obligated to purchase the shares or provide a substitute purchaser for same if the proposed conveyance or transfer would result in a violation of the minimum equity requirement specified above.

(f) Any conveyance, transfer, pledge or refinancing resulting in a violation of this Section shall be void, subject to the rights of third parties, if any. The Board of Directors shall be empowered on behalf of the corporation to institute legal proceedings to void the conveyance, transfer, pledge or

refinancing in addition to exercising all other rights and remedies to enforce the provision of this Section.

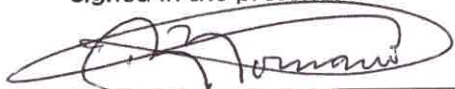
(g) The effective date shall be the date this amendment is approved by the requisite vote of the Members of the corporation and recorded in the public records of Miami-Dade County, Florida.

4. All other Sections and Articles of the By-Laws remain unchanged.

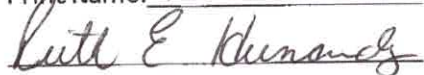
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal as of the date above written.

Signed in the presence of:

THE ISLAND HOUSE APARTMENTS, INC.

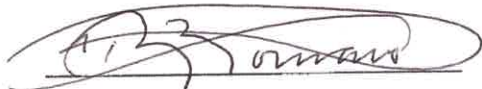


Print Name: Ronald Romano

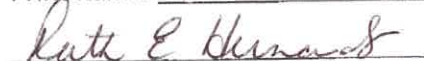


Print Name: Ruth E Hernandez

BY: 
Dr. Joseph Ostroski, President



Print Name: Ronald Romano




Print Name: Ruth E Hernandez

BY: 
Patricia Shaw, Secretary

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of OCTOBER, 2010, by Dr. Joseph Ostroski, as President, and Patricia Shaw, as Secretary, respectively, of **THE ISLAND HOUSE APARTMENTS, INC.**, a Florida for profit corporation, on behalf of the corporation. They (are personally known to me)/(have produced _____ as identification) and (did)/(did not) take an oath.


Signature of Public Notary
My Commission Expires: 10/3/11
Print Name: SUSAN K. GALE

PREPARED BY:
Roberto C. Blanch, Esquire
SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBLE, P.A.
201 Alhambra Circle, Suite 1102
Coral Gables, Florida 33134
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