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JOAN DRAMHALL
MORRIS CO. CLERK

Prepared by:

[Signature]
K. Brock Johnson, Esq.

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FIFTH AMENDMENT
TO BYLAWS OF
OVERLOOK VILLAGE CONDOMINIUM OWNERS' ASSOCIATION, INC.

This Fifth Amendment to the Bylaws of the Overlook Village Condominium Owners' Association, Inc. is made as of the 17th day of March 1999.

WHEREAS, the original Bylaws for the Overlook Village Condominium Owners Association, Inc. (the "Association") were attached as Schedule D to the Master Deed creating the condominium, recorded May 19, 1979, in Deed Book 2445 Page 618 et. seq. of the Morris County Clerk's office; and

WHEREAS, the original Bylaws were amended by a First Amendment recorded in Deed Book 2536 Page 295; a Second Amendment recorded in Deed Book 3255 Page 326; a Third Amendment recorded in Deed Book 3255 Page 338; a Fourth Amendment recorded in Deed Book 3404, Page 247; and a Fifth Amendment dated January 13, 1993 (collectively the "Bylaws"); and

WHEREAS, the Bylaws provide in Article VII that the Bylaws may be amended by a vote of approval of three fifths (3/5) of the members of the Board of Trustees at any regular or special meeting of the Board; and

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WHEREAS, the Board of Trustees voted to further amend the Bylaws by the appropriate vote at the regular meeting on March 17, 1999,

NOW THEREFORE, the Bylaws are amended in the following respect:

1. Article III Section 14, providing for "Alternate, Nonvoting members" of the Board of Trustees, is deleted.

2. Article III Section 1, providing for "Number and Qualification" of the Board of Trustees, is hereby amended to provide that the Board of Trustees shall be expanded to include seven (7) voting members.

3. Article III, Section 3, providing for "Election and Term of Office," is hereby amended to provide that seven (7) Trustees shall be elected at the annual meeting held in May 1999. The four

(4) Trustees receiving the highest number of votes at said annual meeting shall be elected for two (2) year terms, and the three (3) Trustees receiving the fewest number of votes shall be elected for one (1) year terms. Thereafter, all Trustees shall be elected for two (2) year terms, so that the election of three (3) Trustees shall occur in alternate years to the election of four (4) Trustees. The purpose and intent of this provision is to provide for the staggered election of Trustees.

ATTEST:

OVERLOOK VILLAGE CONDOMINIUM
OWNERS ASSOCIATION, INC.

Kenneth Heller
Kenneth Heller, Secretary

By: Michael Barrett
Michael Barrett, President

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STATE OF NEW JERSEY ;
COUNTY OF MURRAY ; SS.:

I CERTIFY that on May 19th, 1999,
Kenneth Heller personally came before me and this
person acknowledged under oath, to my satisfaction, that:

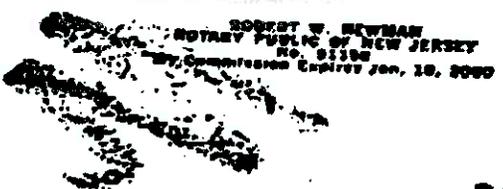
- (a) this person is the secretary of the corporation named in this Amendment;
- (b) this person is the attesting witness to the signing of this Amendment by the proper corporate officer who is the President of the corporation;
- (c) the Amendment was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors;
- (d) this person knows the proper seal of the corporation which was affixed to this Amendment;
- (e) the full and actual consideration paid or to be paid for the transfer of title is N/A (such consideration is defined in N.J.S.A. 46:15-8);
- (f) this person verifies the vote of the Trustees of the Association to approve this Amendment, which vote of approval was made by more than 1/3 of the Trustees, and further verifies that a record thereof is maintained with the books and records of the Association.

Kenneth Heller
Kenneth Heller, Secretary

Sworn and subscribed before
me, the date aforementioned. 5/19/99

END OF DOCUMENT

Robert W. Newman
Notary Public



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AK
Lodging & Rooms
55 Elm St
Westfield, NJ
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