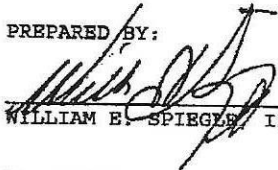


Rec'd 1/23/97

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PREPARED BY:


WILLIAM E. SPIEGLE III, ESQUIRE

SEVENTH AMENDMENT TO MASTER DEED CREATING
AND ESTABLISHING HOLLY LAKE CAMPGROUND, A CONDOMINIUM

This is the Seventh Amendment to the Master Deed of Holly Lake
Campground, a Condominium by Holly Lake Campground Condominium Association, *P.M.*
of 478 Shore Road, Clermont, Township of
Middle, County of Cape May, New Jersey;

WHEREAS, on October 15, 1987, Holly Lake Campground, a
Partnership filed a Master Deed creating and establishing Holly
Lake Campground, a Condominium, which Deed was recorded October 15,
1987 in the Clerk's Office of Cape May County in Deed Book 1713,
page 136; and

WHEREAS, on January 11, 1988, Holly Lake Campground, a
Partnership, filed a First Amendment to Master Deed creating and
establishing Holly Lake Campground, a Condominium which Amendment
was recorded January 11, 1988 in the Clerk's Office of Cape May
County in Deed Book 1724, page 543; and

WHEREAS, on March 15, 1989, Holly Lake Campground, a
Partnership, executed a Second Amendment to Master Deed creating
and establishing Holly Lake Campground, a Condominium which
Amendment was recorded March 17, 1989 in the Clerk's Office of Cape
May County in Deed Book 1886, page 145; and

WHEREAS, on September 13, 1989, Holly Lake Campground, a
Partnership, executed a Third Amendment to Master Deed creating and

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establishing Holly Lake Campground, a condominium which Amendment was recorded September 14, 1989 in the Clerk's Office of Cape May County in Deed Book 1962, page 280; and

WHEREAS, on September 30, 1991, Holly Lake Campground, a Partnership, executed a Fourth Amendment to Master Deed creating and establishing Holly Lake Campground, a Condominium which Amendment was recorded September 30, 1991 in the Clerk's Office of Cape May County in Deed Book 2187, page 320; and

WHEREAS, on March 12, 1994, Holly Lake Campground, a Partnership, executed a Fifth Amendment to Master Deed creating and establishing Holly Lake Campground, a Condominium which Amendment was recorded March 14, 1994, in the Clerk's Office of Cape May County in Deed Book 2445, page 217; and

WHEREAS, on September 7, 1996, Holly Lake Campground, a Partnership, executed a Sixth Amendment to Master Deed creating and establishing Holly Lake Campground, a Condominium which Amendment is to be recorded; and

WHEREAS, the Department of Community Affairs wishes the By-Laws to be amended to fulfill the requirements of Section 4 P.L. 1993 c. 30 as to Open Meetings; and

WHEREAS, said Master Deed at Page 17 B. specifies that the Association through its Board of Directors may amend the By-Laws without the approval of Unit Owners to cure a defect or inconsistency which conflicts with the Condominium Act; and

WHEREAS, the Department of Community Affairs was provided a letter which indicates the By-Laws must be amended to comply to the Planned Real Estate Development Act and no letter is necessary from

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a licensed architect or engineer as said change does not affect the layout of the campground; and

WHEREAS, these conditions have been met, the By-Laws are hereby amended to include Article XIV as follows:

A. OPEN MEETINGS OF ASSOCIATION

(1) OPEN MEETINGS

All meetings of the association's Executive Board, except conference or working sessions at which no binding votes are to be taken, shall be open to attendance by all unit owners.

(2) RESTRICTIONS ON OPEN MEETINGS

Despite (1) above, the association's Executive Board may exclude or restrict attendance at those meetings or portions of meetings dealing with the following:

- (a) Any matter the disclosure of which would constitute an unwarranted invasion of individual privacy;
- (b) Any pending or anticipated litigation or contract negotiations;
- (c) Any matters falling within the attorney-client privilege, to the extent that confidentiality is required in order for the attorney to exercise his ethical duties as a lawyer, or
- (d) Any matter involving the employment, promotion, discipline, or dismissal of a specific employee of the association.

(3) MINUTES AT OPEN MEETINGS

At each meeting required to be open to all unit Owners, minutes of the proceedings shall be taken, and copies of those minutes shall be made available to all unit owners before the next open meeting.

- (a) Each association shall keep reasonably comprehensive minutes of all its meetings showing the time and place, the members present, the subjects considered, the actions taken, the vote of each member, and any other information required to be

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shown in the minutes by the bylaws. Such Minutes shall be made available to the public in the association office within 30 days.

- (b) At each open meeting, the participation of unit owners in the proceedings or the provision of a public comment session shall be at the discretion of the executive board.

B. NOTICE REQUIREMENTS FOR OPEN MEETINGS

(1) NOTICE

Adequate notice of any open meeting shall be given to all unit owners.

(2) ADEQUATE NOTICE

Adequate notice means written advance notice of at least 48 hours, giving the date, time, location and, to the extent known, the agenda of any regular, special, or rescheduled meeting. Such notice shall accurately state whether formal action may or may not be taken. This notice shall be:

- (a) Prominently posted in at least one place within the condominium property reserved for such or similar announcements.
- (b) Mailed, telephoned, telegraphed, faxed or hand delivered to at least two newspaper designated by the association board.
- (c) Filed with the association secretary or administrative officer responsible for administering the association business office.

(3) ANNUAL POSTING OF OPEN MEETINGS

At least once each year within seven (7) days following the annual meeting of the association, the governing body shall post and maintain posted throughout the year, notice of meetings in those locations set forth above.

C. EMERGENCY MEETINGS

In the event that an association's Executive Board meeting is required to deal with such matters of urgency and importance that delay, for the purpose of providing 48 hours of advance notice, would result in substantial harm to the interests of the association, the notice

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shall be deemed adequate if it is provided as soon as possible following the calling of the meeting.

D. VOTING RIGHTS - MEETINGS OF MEMBERS

Except as otherwise provided in these by-laws, the Master Deed, or the Planned Real Estate Full Disclosure or Condominium Acts, passage of all decisions as to a meeting of members shall require the affirmative vote of at least a majority of members in good standing and entitled to vote in attendance at such meeting.

(1) GOOD STANDING

Only unit owners who hold memberships in good standing at least seventy-two hours before the meeting shall be entitled to vote on decisions. Each unit owner shall be entitled to the assigned vote for each unit to which he holds title with respect to all decisions to be vote upon by the association membership.

(2) QUORUM

Except as otherwise provided in these by-laws, the presence (in person or by proxy) of fifty percent (50%) of the authorized votes shall constitute a quorum for the transaction of business at the meeting. If any association meeting cannot be organized because a quorum has not been achieved, the members present or by proxy shall adjourn the meeting for at least 48 hours from the time the original meeting was scheduled.

E. WAIVER OF NOTICE OF MEETINGS (OPTION)

Any action which may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by the required percentage of members entitled to vote for that particular matter (see D (1) .)

F. COMMON EXPENSES

(1) NOTICE OF COLLECTION

The Board shall give written notice to each unit owner of the amount estimated by the Board for the forthcoming budget year. This notice shall be directed to the unit owner at his last known address by ordinary mail or hand delivery. In the event common expenses are not paid by the unit owner as required, the board may assess fines, liens, delinquency assessments, costs of collection and interest at 18% per annum.

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(2) SURPLUS FUNDS

Any surplus of common expense funds remaining after payment of the common expenses may be used by the Association for any lawful purpose. The unused portion shall be proportionately divided among the unit owners, based on their interests in the common elements. This surplus shall be credited to the unit owners' forthcoming years annual common expense assessment.

G. AMENDMENTS TO BY-LAWS

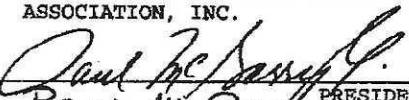
These by-laws may be amended, altered, or repealed at any association meeting upon which previous notice to amend, alter or repeal has been given to unit owners. These by-laws may be amended with an affirmative vote in person or by proxy of a majority of the association members in good standing. No amendment of these by-laws shall be effective until recorded in the same office as the existing by-laws. (Clerk's Office Of Cape May County)

4. Except as amended by the First, Second, Third, Fourth and Fifth Amendments and thereafter by the Sixth Amendment, the Master Deed is filed on October 15, 1987, and the Amendments filed on January 11, 1988; March 17, 1989; September 14, 1989; September 30, 1991; March 14, 1994 and ratified and reaffirmed as though re-executed and recorded at this time.

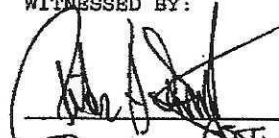
IN WITNESS WHEREOF, the Grantors have executed this Sixth Amendment to the Master Deed the date and year first above written.

HOLLY LAKE CAMPGROUND CONDOMINIUM
ASSOCIATION, INC.

BY:


PRESIDENT
PAUL MCGARRIGLE

WITNESSED BY:


ASST. SECRETARY
PETER A. SMITH

STATE OF NEW JERSEY

COUNTY OF CAPE MAY

I CERTIFY that on September 7, 1996, _____

Peter A. Smith

personally came before me and this person acknowledged under oath, to my satisfaction, that:

a) this person is the ASST. Secretary of the HOLLY LAKE CAMPGROUND CONDOMINIUM ASSOCIATION, INC., the corporation named in this document;

b) this person is the attesting witness to the signing of this document by the proper corporate officer who is _____

Paul McGarrigle, the _____ President of the

corporation;

c) this document 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 document; and

e) this person signed this proof to attest to the truth of these facts.

[Handwritten signature]

Signed and sworn to before me on Peter A. Smith

September 7, 1996.

[Handwritten signature]

WILLIAM E. SPIELCORN
ATTORNEY AT LAW OF N.J.

[Handwritten notes: 1301 Plover Ave, P.O. Box 176, Ocean County, NJ, Holly Farming + Spuds]

[Handwritten signature]
COMM. CLERK

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