



INST # 0896202 OR BK D4630 Pgs 0846 - 848 (3pgs) RECORDED 03/17/2006 01:57:49 PM
REC FEE 27.00
CHARLE GREEN, CLERK OF COURT, LEE COUNTY, FLORIDA
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CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED BYLAWS
THE HERON MASTER ASSOCIATION, INC.

I HEREBY CERTIFY that the following amendment to the Amended and Restated Bylaws of The Heron Master Association, Inc. were duly adopted by the Board of Directors at the duly noticed Board of Directors' meeting on the 4TH day of FEBRUARY, 2005. Said amendment was approved by a by a majority vote of all of the members of the Board of Directors pursuant to Article IX of the Bylaws. The original Declaration of Covenants and Restrictions is recorded at O.R. Book 2138, Pages 4729 et seq., of the Public Records of Lee County, Florida. The Amended and Restated Declaration of Covenants and Restrictions is recorded at O.R. Book 4245, Pages 0059 et seq., of the Public Records of Lee County, Florida.

Additions indicated by underlining.
Deletions indicated by striking through.

Amendment No. 1: Article V, Amended and Restated Bylaws

ARTICLE V

Board of Directors

SECTION 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of five (5) persons who shall be members of this corporation. ~~The five directors shall consist of the President, Vice President and Treasurer of~~ Three (3) directors will be elected by the members of the Heron Coach Houses Condominium Association, Inc. ("Heron Coach Houses") Board of Directors and the President and Vice President of ~~and two (2) directors will be elected by the members of The Heron Coach House Villas Condominium Association, Inc. ("Heron Coach Villas") to ensure proportional representation. Board of Directors, as they may be elected from time to time by each Condominium Association.~~ The Heron Coach Houses and the Heron Coach Villas will be referred to collectively as the "Condominium Associations". All directors shall be unit owners or the spouse of a unit owner. When a unit is owned by a corporation, partnership, or similar entity, the unit will be required to designate a primary occupant for purposes of establishing eligibility to serve on the Board of Directors. In such case, the primary occupant and the spouse of the primary occupant shall be eligible for Board membership. Settlers, grantors, and beneficiaries of a trust, and the spouse of such persons, shall be considered eligible for Board membership. Persons who are convicted felons, who have not had their civil rights restored, are not eligible to serve on the Board. Each director shall hold office for a one (1) year ~~the term for which he or she is elected in his or her Condominium Association and until his or her successor is elected and qualified.~~ The term of each directors service shall extend until the elected term is

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completed and thereafter until their successor is duly elected and qualified or until the director is elected and recalled in the manner provided by the Condominium Act, or resigns. Resignations of directors are effective when received by the Association in writing, unless a later date is stated. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor; provided that the replacement Board member must be a member of the same Condominium Association as his predecessor. Any member of the Board of Directors may be recalled and removed from office with or without cause by the vote or agreement in writing by a majority of all of the voting interests in the Condominium Association which the Director is a member of and which he represents, in accordance with the recall procedures in the Condominium Act. Only those Condominium Association owners entitled to elect a Board member are entitled to recall the Board member. If a vacancy occurs on the Board as a result of a recall, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board in the case where a minority of the Board is recalled, provided that the vacancy shall be filled by a person who is a member of the same Condominium Association as the director who was recalled; provided, however, that if a majority of the Board is recalled, the owners shall elect the replacement Board members as provided in the Condominium Act.

A. Board of Directors Election Meetings - Notice and Procedure. The regular election of Directors shall occur as the first item of business at the annual meeting.

(i) Not less than 60 days before a scheduled election, the Association shall mail, or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each Unit Owner entitled to vote, a first notice of the date of the election. Any person desiring to be a candidate for the Board of Directors shall give written notice to the Association not less than 40 days before scheduled election. Not less than 14 days before the election, the Association shall mail or deliver a second notice of the election to all Unit Owners entitled to vote therein, together with a written ballot which shall include an information sheet (if provided by the candidate), no larger than 8½ inches by 11 inches furnished by the candidate, to be included with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association. It is the intention of these Bylaws that only members of the individual Condominium Association shall be entitled to elect their representatives to the Master Board.

(ii) There is no quorum requirement necessary for an election. However, at least twenty percent (20%) of the Units in each Condominium Association electing a representative must cast a ballot in order to have a valid election for that Condominium Association's representatives to the Board and elections shall be decided by a plurality of those votes cast.

(iii) In the event that there are only as many (or fewer) candidates pre-qualified as there are open seats, no election shall be held for Board representatives from that Condominium Association and the pre-qualified candidate(s) shall automatically become the

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representative member(s) for that Condominium Association on the Master Board after the annual meeting.

(iv) It is the intention of this Article V, Section 1 to "opt out" of the statutory election procedures found at Section 718.112(2)(d), Florida Statutes (2004). To this end, the Board may establish additional election rules as it deems appropriate to ensure a fair election process. Substantial compliance with these Bylaws relative to election procedures is sufficient.

(v) No proxy, limited or general, shall be used in the election of Board members.

(Sections 2 through 5 of Article V Remains Unchanged)

WITNESSES:
(TWO)

THE HERON MASTER ASSOCIATION, INC.

Joni J. Linhart
Signature
Joni J. Linhart
Printed Name

BY: Jerry Boroff
Jerry Boroff, President

Date: February 23, 2005

(CORPORATE SEAL)

Tamara Crouse
Signature
Tamara Crouse
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 23rd day of February, 2005 by Jerry Boroff as President of The Heron Master Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) driver's license as identification and did take an oath.

Serena Collins
Notary Public
Serena Collins
Printed Name



Serena Collins
MY COMMISSION # DD167171 EXPIRES
November 21, 2006
BONDED THRU TROY FARM INSURANCE, INC.

My commission expires: 11/21/06

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