

Prepared by and returned to:

Becker & Poliakoff, P.A.
Joseph E. Adams, Esquire
999 Vanderbilt Beach Road, Suite 501
Naples, Florida 34108

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DWIGHT E. BROCK
COLLIER COUNTY CLERK OF THE CIRCUIT COURT
REC \$27.00

CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED BYLAWS
BAY VILLAS ASSOCIATION, INC.

I HEREBY CERTIFY that the following amendments to the Amended and Restated Bylaws of Bay Villas Association, Inc., were duly adopted by the Association membership at the duly noticed Special Members' Meeting of the Association on the 9th day of December, 2009. Said amendments were approved by a proper percentage of voting interests of the Association. The original Declaration of Covenants, Conditions and Restrictions for Bay Villas is recorded at O.R. Book 938, Page 632 *et seq.*, of the Public Records of Collier County, Florida. The Amended and Restated Declaration of Covenants, Conditions and Restrictions for Bay Villas is recorded at O.R. Book 2272, Page 1175 *et seq.*, of the Public Records of Collier County, Florida. The property encompassed by the Declaration of Covenants, Conditions and Restrictions is further described at Condominium Book 19, Page 58, of the Collier County Public Records.

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Amendment No. 1: Article III, Section 2, Amended and Restated Bylaws

ARTICLE III
BOARD OF DIRECTORS: TERM OF OFFICE

(Section 1 Remains Unchanged)

Section 2. Term of Office. Directors shall be elected to serve three (3) year terms, for staggered terms. Two (2) directors shall be elected at the February, 2010 Annual Meeting to fill the then-expiring seats of Hausman and Faith. Two (2) directors shall be elected at the February, 2011 Annual Meeting to fill the then-expiring seats of Ray and Sigler. One (1) director will be elected at the February, 2012 Annual Meeting to fill the then-expiring seat of McDuffie. In February, 2013, two (2) directors will be elected for three (3) years to fill the vacancies for the two (2) seats elected in 2010, and so on.

(Remainder of Article III Remains Unchanged)

Amendment No. 2: Article IV, Amended and Restated Bylaws**ARTICLE IV
NOMINATION AND ELECTION OF DIRECTORS**

~~Section 1. — Nomination. — Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting by the candidate himself or by another member. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.~~

~~Section 2. — Election. — Election to the Board of Directors shall be by secret written ballot. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.~~

Section 1. Election of Directors. The following procedures shall apply to the election of Directors:

(a) Not less than sixty (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 Member entitled to vote (one notice per Parcel), a first notice of the date of the election. The failure to provide such notice shall not invalidate an election.

(b) Any eligible person desiring to be a candidate may submit a self nomination, in writing, not less than forty (40) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot.

(c) The Board of Directors may, but shall not be obligated to, appoint a Nominating Committee to nominate or recommend specific persons for election to the Board, and generally recruit and encourage eligible persons to run as candidates for election to the Board. The Nominating Committee, if one has been appointed, shall submit its list of recommended candidates to the Board at least thirty (30) days before the election.

(d) The ballot prepared for the annual meeting shall list all Director candidates (those who have self-nominated and Nominating Committee nominees, if any) in alphabetical order. Ballots shall be mailed to all Members with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting.

(e) So long as required by law, self-nominations shall also be accepted from the floor on the date of the election.

(f) The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by run-off election.

(g) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies.

(h) Cumulative voting is not permitted.

WITNESSES (TWO):

BAY VILLAS ASSOCIATION, INC.

R. K. Dieter-Haus

BY: Edwin McDuffie

Signature

Edwin McDuffie, President

R. K. DIETER-HAUSMANN

Printed Name

Date: 12/9/09

Arnold T. Sigler

(CORPORATE SEAL)

Signature

ARNOLD T. SIGLER

Printed Name

STATE OF Florida)

) SS:

COUNTY OF Collier)

The foregoing instrument was acknowledged before me this 9th day of Dec., 2009, by Edwin McDuffie as President of Bay Villas Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.

Sylvia J. Booker
Notary Public

Sylvia J. Booker
Printed Name

My commission expires: _____
ACTIVE: 2824774_1

