

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly and acting President of The Heron at Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, hereby certifies that at a meeting of the members held on February 13, 1997, where a quorum was present, after due notice, the resolution set forth below was duly approved by the affirmative vote of at least two-thirds (2/3rds) of the voting interests (present in person or by proxy), for the purpose of amending the Bylaws of The Heron at Pelican Bay Condominium Association, recorded as Exhibit "E" to the Declaration of Condominium of The Heron at Pelican Bay, a Condominium as originally recorded in Book 1026, at Pages 169 *et seq.*, of the Official Records of Collier County, Florida.

2164394 OR: 2300 PG: 1560

RECORDED in OFFICIAL RECORDS of COLLIER COUNTY, FL
04/01/97 at 08:15AM DWIGHT B. BROCK, CLERK
REC FEE 24.00

Recd:
SWALM & MURRELL
2375 TAMiami TR N #308
NAPLES FL 34103

(for use by Clerk of Court)

RESOLVED: That the Bylaws of The Heron at Pelican Bay Condominium Association, Inc., are hereby amended; and the amendments are adopted in the form attached hereto," and made a part hereof.

Date: March 26, 1997

THE HERON AT PELICAN BAY CONDOMINIUM ASSOCIATION, INC.

(1) *Richard S. Buttner*
Witness
Print Name: MARION S. BUTTNER

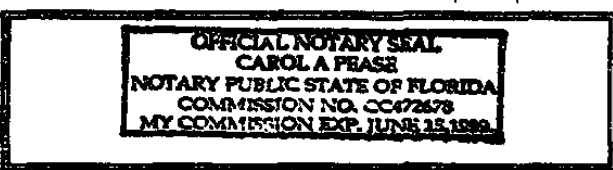
By: *Francis J. Ravelle*
Francis J. Ravelle, President
5555 Heron Point Dr.
Naples, FL 34108

(2) *Doyle Pease*
Witness
Print Name: Doyle Pease

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26th day of March, 1997, by Francis J. Ravelle, President of the aforementioned Corporation, on behalf of the Corporation. He/she is personally known to me or has produced _____ as identification.



Carol A. Pease
Signature of Notary Public

Print, Type, or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)

Prepared by and Return to:
Swalm & Murrell, P.A.
2375 Tamiami Trail N., Suite 308
Naples, FL 34103

AMENDMENTS TO BYLAWS

The Bylaws of The Heron at Pelican Bay Condominium Association, Inc. shall be amended as shown below.

Note: New language is underlined; language being deleted is shown in ~~streak-through~~ type.

1. Section 4.3 of the Bylaws shall be amended as follows:

4.3 Notice of meetings; Waiver of Notice. Notice of all meetings of the members must state the time, date, and place of the meeting, and include an agenda for the meeting. The notice must be mailed to each member at the ~~latest~~ address which appears on the books of the Association, or may be furnished by personal delivery. The member is responsible for informing the Association of any change of address. The notice must be mailed or delivered at least fourteen (14) days before the meeting. If ownership of a unit is transferred after notice has been mailed, no separate notice to the new owner is required. ~~Attendance at any meeting by a member constitutes waiver of notice by that member unless the member objects to the lack of notice at the beginning of the meeting.~~ A person entitled to receive notice may waive notice of any meeting at any time, but only by written waiver. Notice of the annual meeting, together with an agenda, shall be posted in a conspicuous place on the condominium property ~~or association property~~ for at least fourteen (14) consecutive days prior to the annual meeting. ~~The notice and agenda for the annual meeting~~ It shall also be sent by first class mail to the owner of each unit each owner regardless of whether the second notice of election described in Section 5.3 below is required, and an affidavit of the officer or other person making such mailing shall be retained in the Association records as proof of mailing. Notice of the annual meeting may alternatively be delivered in person instead of by mail if a written waiver of mailing is obtained.

2. Section 4.6 of the Bylaws shall be amended as follows:

4.6 Proxy Voting. To the extent lawful, any person entitled to attend and vote at a members meeting may establish his presence and cast his vote by proxy. ~~Proxies may not be used in electing Directors.~~ "Limited proxies" must be used for votes taken to elect Directors, to waive reserves or financial statement requirements, to amend the condominium documents, and for all other matters for which the Condominium Act requires or permits a vote of the members. "General proxies" may be used to establish a quorum, for procedural votes, and for non-substantive amendments to proposals for which a limited proxy is being used. A proxy may be given by any person entitled to vote, but shall be valid only for the specific meeting for which it was given and any lawful adjournment of that meeting, and no proxy is valid for more than ninety (90) days after the date of the first meeting for which it was given. Every proxy is revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, signed by a person authorized to cast the vote for the unit, and specify the date, time and place of the meeting for which it is given. The original must be delivered to the Association at or before the time of the meeting or continuance thereof. Holders of proxies need not be members. No proxy is valid if it names more than one person proxyholder, but the proxyholder has the right, if the proxy so provides, to substitute another person to hold the proxy.

3. Section 4.11 of the Bylaws shall be amended as follows:

4.11 Action by Members Without Meeting. Except for the holding of the annual meeting and annual election of Directors, any action required or permitted to be taken at a meeting of the members may be taken by mail, without a meeting, if written consents or other instruments expressing approval of the action proposed to be taken are signed and returned by members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all of the voting interests were present and voting. If the requisite number of written consents are received by the Secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the members at a meeting of the members held on the sixtieth (60th) day. Within ten (10) days thereafter, the Board shall send written notice of the action taken to all members who have not consented in writing. Nothing in this paragraph affects the rights of members to call a special meeting of the membership, as provided for by Section 4.2 3-4 above, or by law. If a vote is taken by the method described in this Section 4.11, the list of unit owners on record with the Secretary at the time of mailing the voting material shall be the list of qualified voters.

4. Section 5.3 of the Bylaws shall be amended as follows:

5.3 Elections. ~~At~~ in each annual meeting election the members shall elect ~~by written secret ballot,~~ as many Directors as there are regular terms of Directors expiring vacancies to be filled, unless an election balloting becomes unnecessary as described below. ~~dispensed with as provided below for by law.~~

(A) ~~First Notice; Candidates; Committee.~~ At least sixty (60) days before the election annual meeting, the Board Association shall appoint a committee to ascertain the names of qualified persons who wish to be candidates for election to the Board; and shall mail or deliver ~~to the owners of each unit owner entitled to vote, a first notice of the date of the annual meeting election and the names of the committee members.~~ The first notice may be given by separate Association mailing or included in another Association mailing or delivery. ~~including regularly published newsletters.~~ Any unit owner or other eligible person desiring to be a candidate for election to the Board may qualify as such only by giving written notice to the Committee Association not less than forty (40) days before the annual meeting election.

(B) Notice and Proxies. ~~Second Notice; Candidate Information Sheets.~~ If there are more qualified candidates than there are Directors to be elected, an election must be held, balloting ~~is required, and~~ At least fourteen (14) days before the annual meeting election, the Association shall mail or deliver a second notice of the annual meeting election to all unit owners entitled to vote in the contested election, together with a limited proxy ballot ~~which shall list that lists~~ all qualified candidates in alphabetical order, by surname. General proxies may not be used in elections. ~~This notice may also include the notice of the annual meeting required by Section 4.3 above. Upon timely request of a candidate, the Association shall include a "candidate information sheet" (no larger than 8 1/2 inches by 11 inches, furnished by the candidate) with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.~~

(C) Determining the Results. Balloting. Directors are ~~shall be~~ elected by receiving a plurality of the votes cast in person or by limited proxy ~~provided that as long as at least twenty percent (20%) of the eligible voters participate in the election cast ballots. General proxies may not be used in elections.~~ In the election of Directors, there is ~~shall be~~ appurtenant to each unit as many

votes ~~for Directors~~ as there are Directors to be elected, but no unit may cast more than one vote for any candidate, it being intended that voting for Directors shall be non-cumulative. Tie votes may be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, or by any other method required or permitted by law. If for any reason there arise circumstances in which the owners must elect some Directors for a full two-year term, and at the same time must elect another Director to fill a mid-term vacancy, the candidate(s) receiving the most votes shall be elected for the longest term(s).

5. Section 5.17 of the Bylaws shall be amended as follows:

5.17 Committees. The Board of Directors may appoint from time to time such standing or temporary committees as the Board may deem necessary and convenient for the efficient and effective operation of the condominium. ~~Any such~~ Each committee shall have the powers and duties assigned to it in the resolution creating the committee. Meetings of a committee appointed to take final action on behalf of the board or to make recommendations to the board regarding the Association's budget must be noticed and conducted with the same formalities as provided elsewhere in these Bylaws for Board meetings. To the maximum extent permitted by law, the meetings of all other committees shall be exempt from this requirement.

6. Section 5.18 of the Bylaws shall be amended as follows:

5.18 Emergency Powers. In the event of any "emergency" as defined in Section 5.18(G) below, the Board of Directors may exercise the emergency powers described in this Section, and any other emergency powers authorized by Sections 617.0207, and 617.0303, Florida Statutes (1995), as amended from time to time.

(A) The Board may name as assistant officers persons who are not Directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.

(B) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.

(C) During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.

(D) Corporate action taken in good faith during what is reasonably believed to be an emergency under this Section to further the ordinary affairs of the Association shall bind the Association; and shall have the rebuttable presumption of being reasonable and necessary.

(E) Any officer, director, or employee of the Association acting with a reasonable belief that his actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of willful misconduct.

(F) These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.

(G) An "emergency" ~~also~~ exists for purposes of this Section during the time when a quorum of the Board cannot readily be assembled because of the occurrence or imminent occurrence of a catastrophic event, such as a hurricane, earthquake, act of war or terrorism, or other similar event. An "emergency" also exists during the period of time that civil authorities have declared that a state of emergency exists in, or have ordered the te evacuation of, the area in which the Condominium is located, or have declared that area a "disaster area." A determination by any two (2) Directors, or by the President, that an emergency exists shall have presumptive validity.

7. Section 7.12 of the Bylaws shall be amended as follows:

7.12 Application of Payment and Commingling of Funds. Reserve funds and operating funds shall not be commingled. The Association may collect operating and reserve assessments as a single payment, and shall not be considered to have commingled the funds provided the reserve portion of the payment is transferred to a separate reserve account, or accounts, within thirty (30) calendar days from the date such funds were deposited. All monies collected by the Association may be commingled in a single fund or divided into two or more funds, as determined by the Board of Directors. All payments on account by a unit owner shall be applied as to interest, delinquencies, costs and attorney's fees, other charges, and regular or special assessments in such manner and amounts as the Board of Directors may determine, subject to Section 7.7 6-2 above.

8. Section 8.7 and 8.7(F) of the Bylaws shall be amended as follows:

8.7 Leasing of Units. In order to foster a stable residential community and prevent a motel-like atmosphere, the leasing of units by their owners shall be restricted as provided in Sections 10 and 12 of the Declaration, and to the extent not inconsistent with the Declaration, as provided in this Section 8.7. All leases of units must be in writing. A unit owner may lease only his entire unit, and then only after receiving the approval of the Association. The Association may require a personal interview of a prospective lessee. The lessee must be a natural person.

* * *

(F) Occupancy in Absence of Lessee. If a lessee absents himself from the unit for any period of time during the lease term, his family within the first degree of relationship already in residence may continue to occupy the unit and may have house guests subject to all the restrictions contained herein. Sections 12 and 12.4 above. If the lessee and all family members mentioned in the foregoing sentence are absent, no other person may occupy the unit.