

Prepared by and returned to:

Becker & Poliakoff, P.A.
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Naples, FL 34103

CERTIFICATE OF AMENDMENT
AMENDED AND RESTATED BYLAWS
OF
THE HERON AT PELICAN BAY CONDOMINIUM ASSOCIATION, INC.

I HEREBY CERTIFY that the following amendment to the Amended and Restated Bylaws of The Heron at Pelican Bay Condominium Association, Inc. was duly adopted by the Association membership at the duly noticed Special Members' Meeting of the Association on the 29th day of December 2014. Said amendment was approved by a proper percentage of voting interests of the Association. The Declaration of Condominium is recorded at O.R. Book 1026, Page 168 *et seq.*, of the Public Records of Collier County, Florida. The Amended and Restated Bylaws are recorded at O.R. Book 1930, Page 1637 *et seq.*, of the Public Records of Collier County, Florida.

Additions indicated by underlining.

Deletions indicated by ~~striking through~~.

Amendment: Article 5.1, Amended and Restated Bylaws

5. BOARD OF DIRECTORS. The administration of the affairs of the Association shall be by a Board of Directors. All powers and duties granted to the Association by law, as modified and explained in the Declaration, Articles of Incorporation, and these Bylaws, shall be exercised by the Board, subject to approval or consent of the unit owners only when such is specifically required.

5.1 Number and Terms of Service. The number of directors which shall constitute the whole Board of Directors shall be ~~five (5)~~ seven (7). ~~Subject to the transition exception hereafter noted, each Director shall be elected for a two (2) year term, ending at the annual meeting in conjunction with which his or her successor is to be elected. In order to provide continuity of experience on the Board of Directors, there shall be two classes of directors: a class comprised of three (3) directors whose regular two year terms of office expire in those years ending with an odd number, (for example, 2005); and a class comprised of two (2) directors whose regular two year terms of office expire in those years ending with an even number, (for example, 2006). To transition to a system of staggered terms, the three (3) candidates receiving the highest number of votes cast in the election at the 2003 annual election shall be elected for a two year term ending 2005. The two (2) candidates receiving the next highest number of votes shall be elected for a one year term ending in 2004. Thereafter, each Directors shall be elected for a two (2) year term, ending at the annual election in conjunction with which his or her successor is to be elected.~~

Directors are elected by the members in an annual election, or in the case of a vacancy, as provided in Section 5.4 below. If an insufficient number of persons are willing to serve on the Board so as to constitute a seven (7) member Board, the Board may, by Resolution or motion, reduce its number to five (5) or six (6). It is the intent of this provision that there shall always be a minimum of five (5) Directors and a maximum of seven (7) Directors, and when there are sufficient candidates, seven (7) Directors. The Board may also, by Resolution or motion, increase the size of the Board if it was previously decreased, but there shall be a maximum of seven (7) Directors. All Directors will be elected for a two (2) year term. At the 2015 Annual Meeting, four (4) seats shall be held open for election for two-year terms, and the three (3) incumbents shall have one (1) year left on their terms. If a seven (7) member Board can be maintained, it is the intention of these By-Laws that a staggered Directorate be maintained, with four (4) Directors elected for two-year terms in odd years (2015, 2017, etc.) and three (3) Directors elected for two-year terms in even years (2016, 2018, etc.). To maintain a staggered Directorate, the Board may hold seats in future elections open for one or two year terms, when necessary or appropriate. In any election where candidates are elected for different terms, those candidates receiving the higher number of votes shall be elected to the lengthier seat. In the event that there is no election, such as in a case where there are fewer pre-qualified candidates than open seats, the Directors who are seated may agree amongst themselves which shall serve the two-year terms and which shall serve the one-year terms. This decision shall be recorded in the minutes of a duly noticed Board of Directors' meeting. In the event the Directors cannot agree on which among them shall serve the lengthier and shorter seats, the Board shall hold a "run-off" election, wherein those receiving the most votes will be elected to a lengthier term. The term of each Director's service shall extend until their elected or appointed term is completed.

(Remainder of Article 5 Remains Unchanged)

WITNESSES:
(TWO)

THE HERON AT PELICAN BAY
CONDOMINIUM ASSOCIATION, INC.

Donna Martin
Signature
DONNA MARTIN
Printed Name

BY: Janet S. Averill
Janet Averill, President

Date: 12/29/14

Leo Wierman
Signature
LEO WIERMAN
Printed Name

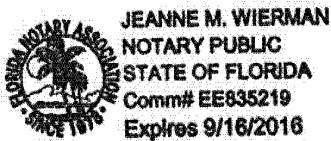
ATTEST: Shanna Weller
Shanna Weller, Secretary

Date: 12/29/14

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 29th day of DECEMBER 2014, by Janet Averill as President of The Heron at Pelican Bay Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced (type of identification) _____ as identification.



Jeanne M. Wierman
Notary Public
JEANNE M. WIERMAN
Printed Name

My commission expires: 9-16-2016
ACTIVE: 6507594_1