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OR BK 07117 PG 4908  
MARTHA C. HAYNIE, COMPTROLLER  
ORANGE COUNTY, FL  
09/24/2003 03:02:44 PM  
REC FEE 19.50

**AMENDMENT TO  
AMENDMENT AND RESTATEMENT OF BY-LAWS  
OF  
SOUTH BAY HOMEOWNERS' ASSOCIATION, INC.**

WHEREAS, Article XVII, Section 1, of the Amendment and Restatement of By-Laws of South Bay Homeowners' Association, Inc. provided that the By-Laws may be amended at any regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy; and

WHEREAS, a duly held and noticed meeting of the Association's membership was held on the 8<sup>th</sup> day of April, 2002; and

WHEREAS, more than a majority of the membership voting in person or by proxy at said meeting voted in favor of adopting this amendment to the By-Laws.

NOW, therefore, Article VIII of the By-Laws is hereby amended to read as follows:

**ARTICLE VIII. ELECTION OF DIRECTORS;  
NOMINATING COMMITTEE; ELECTION COMMITTEE**

~~Section 1.~~ Any Member who is elected a Director to the Board in accordance with Article VII hereinabove shall be elected by the Members, other than the Developer, by written ballots as herein provided. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The names receiving the largest number of votes shall be elected.

~~Section 2.~~ Section 1. Nominations for election to the Board of Directors shall may be made by a Nominating Committee which shall be one of the Standing Committees of the Association selected by the board of Directors. Each member shall be given the opportunity to nominate himself or herself as a candidate to run for the Board as prescribed by Florida Law.

Section 2. Election of Directors shall be conducted at the annual meeting of the Association's membership. All elections shall be held by secret ballot at the meeting. Except as to vacancies created by removal of Directors by Members, vacancies on the Board

**DELETION INDICATED BY STRIKE-OUT, NEW TEXT INDICATED BY UNDERLINE**

of Directors occurring between annual meetings of members shall be filled by the remaining Directors.

Section 3. All of those voting members present at the members meeting at which Directors will be elected will be provided with a secret ballot in which to cast their vote for Directors. Each holder of a Proxy appearing at said meeting will receive one ballot for completion for each Proxy held by that individual. Each ballot so provided will contain the names of those individuals selected by the Nominating Committee to run for the Board of Directors, if any, and shall also have provision for the write in of any candidate nominating himself or herself at the meeting as prescribed by Florida law.

~~Section 3. 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 other than the Developer. 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 such annual meeting.~~

~~Section 4. The Nominating Committee shall make as many nominations for the 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 other than the Developer. Nominations shall be placed on a written ballot as provided in Section 5 and shall be made in advance for the time fixed in Section 5 for the mailing of such ballots to Members.~~

~~Section 5. All elections to the Board of Directors shall be made on written ballots which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for return (which shall be a date not later than the day before the annual meeting or special meeting called for the elections).~~

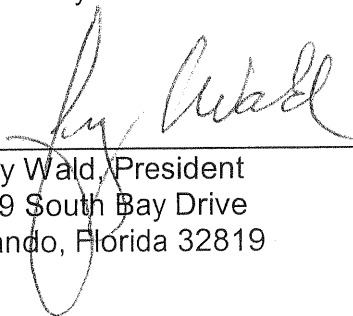
~~Section 6. Each Member shall receive as many ballots as he has votes. Notwithstanding that a Member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballot shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the Members shall be advised that because of the verification procedures of Section 7, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if a Member or his proxy is exercising more than one vote) shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the Secretary at the following address: 7491 Conroy - Windermere Road, Suite B, Orlando, Florida 32811, or such other address as may be designated by the Board of Directors.~~

~~Section 7. Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting in which the elections are to be held. On that day the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of five (5) Members, appointed by the Board of Directors, two (2) of which must be Members other than the Developer. The Election Committee shall then adopt a procedure which shall: (a) establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the outside of the envelope containing them; and (b) ensure that the signature of the Member or his proxy on the outside of the envelope is genuine; and (c) ensure that if the vote is by proxy that a proxy has been filed with the Secretary as provided in Article XV, Section 2 of the Bylaws, and that such proxy is valid. Such procedure shall be followed as to ensure that the vote of any Member or his proxy shall not be disclosed to anyone, including members of the Election Committee.~~

~~The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If a "Ballot" envelope is found to contain more than one "Ballot", all ballots in such envelope shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots and the outside envelopes shall be destroyed.~~

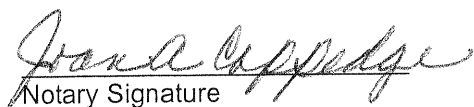
**CERTIFICATE OF AMENDMENT**

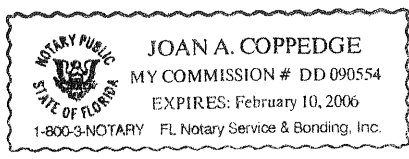
I hereby certify that the above amendment was approved by the membership of the South Bay Homeowner's Association, Inc. on the 8<sup>th</sup> day of April, 2002.

  
\_\_\_\_\_  
Jerry Wald, President  
9009 South Bay Drive  
Orlando, Florida 32819


STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of SEPTEMBER, 2003, by Jerry Wald, as President of South Bay Homeowner's Association, Inc., a not-for-profit Florida corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Signature  
Printed Name: JOAN A. COPPEDGE  
Commission # DD090554  
My Commission Expires: 2-10-2006

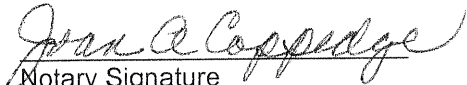


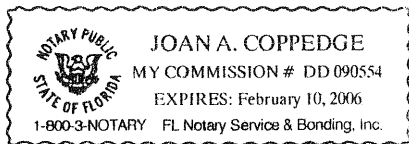
ATTEST:

  
\_\_\_\_\_  
Eli Portnoy, Secretary  
9009 South Bay Drive  
Orlando, Florida 32819

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29 day of August, 2003, by Eli Portnoy, as Secretary of South Bay Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Signature  
Printed Name: JOAN A. COPPEDGE  
Commission #  
My Commission Expires: 2/10/06



**This instrument prepared  
by and return to:**  
Richard E. Larsen, Esq.  
Larsen & Associates, P.A.  
34 E. Pine Street  
Orlando, Florida 32801

