

This instrument prepared by
Curtis D. Hamlin, Esquire
Porges, Hamlin, Knowles & Hawk, P.A.
Post Office Box 9320
Bradenton, Florida 34206
File No. 9717- 02

**CERTIFICATE OF AMENDMENT
TO
BYLAWS
OF
WATER OAK HOMEOWNERS' ASSOCIATION, INC.**

The undersigned officers of WATER OAK HOMEOWNERS' ASSOCIATION, INC., a not-for-profit Florida corporation, ("Association") being the entity responsible for the operation and maintenance of a residential community known as WATER OAK in Manatee County, Florida, pursuant to the Declaration of Maintenance and Land Use Provisions for Water Oak as recorded in O. R. Book1665, Page 6449, et. seq. of the Public Records of Manatee County, Florida, as the Declaration may have been amended through the date hereof, hereby certify that the following Amendment to the Bylaws of the Association were duly adopted on April 17, 2018 at a meeting of the Board of Directors of the Association in the manner provided in Article XII of the Bylaws of the Association by the requisite majority vote of the Directors present and voting after a quorum had been obtained at the meeting. The undersigned further certify that the amendments were proposed and adopted in accordance with the Bylaws of the Association, and applicable law.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by its authorized officers this 3rd day of April, 2018.

Witnesses:

Linda L. Bird
Print Name LINDA L. BIRD

Jean Wilczyński
Print Name JEAN WILCZYŃSKI

Witnesses:

Judith Balevre
Print Name JUDITH BALEVRE

Cassandra Brawner
Print Name CASSANDRA BRAWNER

WATER OAK HOMEOWNERS'
ASSOCIATION, INC

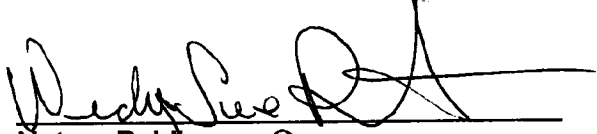
By: *Antaeus Balevre*
Antaeus Balevre, as its President

Attest: *Robert Thurber*
Robert Thurber, as its Secretary

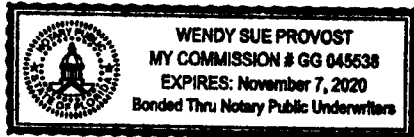
[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was sworn to, subscribed and acknowledged before me this 3rd day of April, 2018 by Antaeus Balevre and Robert Thurber, as President and Secretary, respectively, of WATER OAK HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of said Corporation and who acknowledged before me that the execution thereof is their free act and deed. Who are [] personally known to me or who [X] have produced Florida License (type of identification) as identification and who did take an oath.


Notary Public
Wendy Sue Provost
(Type or Print Notary Name Here)
GG 045538
Notary Commission Number
My commission expires:

(Affix Notary seal)



**AMENDMENT
TO
BYLAWS
OF
WATER OAK HOMEOWNERS' ASSOCIATION, INC.**

Key: Words underlined are additions to the existing provision being amended. Words ~~struck through~~ are deletions to the existing provision being amended.

I. The existing **Article 3, MEMBERSHIP, ASSESSMENTS, VOTING, QUORUM AND PROXIES**, Section 3, of the Bylaws of the Association is amended to read as follows:

3. Except as provided in Article V regarding the casting of written ballots for the election of Directors, V votes may be cast in person, by proxy, or by written ballot. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

II. The existing **Article 5, BOARD OF DIRECTORS**, of the Bylaws of the Association is amended to read add the following new subsections which, in the interest of clarity, have not been underscored:

3. The election of Directors to the Board of Directors shall be held at the annual meeting of the members of the Association. An election is not required unless more candidates are nominated than vacancies exist.

4. The nomination of Directors shall be conducted under the supervision of the Board of Directors of the Association as follows:

a. Not less than 45 days before a scheduled election the Association shall provide to each member entitled to vote a first notice of the date of the annual meeting and election.

b. Any eligible person desiring to be a candidate for a director position must give written notice to the Association not less than 35 days before a scheduled election in order to be included on the ballot that is mailed to the members. The ballot becomes an absentee ballot for those desiring to vote, but do not plan to attend the meeting.

c. The candidate may, at his or her option, also submit an information sheet (profile) printed on not more than one side of an 8-1/2 x 11-inch sheet of paper. This information sheet, if provided, shall then be included with the mailing of the ballot. The cost of mailing, delivery and copying is to be borne by the Association; however, the Association has no liability for the contents of the information sheet prepared by the candidates.

d. Members shall not be given an opportunity for self - nomination at the time of the election meeting. No write-in candidates are permitted to be added to the ballot sent to Members to cast votes in the election of directors.

5. The election of Directors to the Board of Directors shall be conducted as follows:

a. A second written notice of the annual meeting at which there will be an election of directors at large shall be provided to all members of the Association at least fourteen (14) days in advance of such meeting and shall specify the place, day and hour or such meeting. The notice shall include an agenda, proxy (for voting on matters other than for directors), ballot, information sheets submitted by candidates, envelopes for returning the ballots, instructions regarding mailing or hand delivery of the proxies to the secretary or delegee and other data, as determined by the Board of Directors.

b. Votes for the election of Directors shall be cast by written ballot, which ballot shall be cast in person or by mail. Proxies shall not be used in the election of Directors.

c. The ballot shall list all eligible candidates in alphabetical order by last name and shall not have any indication of whether the candidate is an incumbent. If a ballot does not indicate the names of each eligible person, any election held shall be null and void. The ballot is not to have a space for voter's signature or identification of the member's lot or parcel. Each member who is entitled to vote may cast only one vote for each vacancy. Cumulative voting is not permitted. The Board of Directors shall be elected by a plurality of the votes cast by eligible voters.

d. Two envelopes, one smaller than the other ("inner envelope"), shall be provided to the members with the ballot for the purpose of returning the ballot and ensuring secrecy in voting. The smaller inner envelope is to contain the completed ballot and is not to have any identifying marking on it. A vote is cast by the voter marking the ballot, placing it in the inner envelope and sealing it. The larger envelope ("outer envelope") is to be addressed to the person or entity authorized to receive the ballots on behalf of the Association. The outside of the outer envelope must include a space to indicate the name of the eligible voter, have a place for the lot identification, and a space for the voter's signature. The following actions shall then be taken by the member depending on whether or not he/she is going to attend the meeting:

1. For absentee voters:

(i) Complete the ballot, place it inside the inner (small) envelope and seal it.

(ii) Place the inner envelope inside the outer envelope and seal it.

(iii) Mark the outer envelope with the voter's lot number and sign it.

(iv) The sealed envelope is either mailed or delivered to the Association Secretary, or delegee, prior to the meeting.

(v) Once received by the Association, no ballot may be rescinded or changed. Envelopes containing ballots are to be collected and retained and are not to be opened until the election meeting.

2. For those attending the annual meeting where the election will occur:

(i) Bring the ballot and envelopes, unsealed, to the meeting.

(ii) Mark the ballot and place it inside the inner envelope and seal it.

(iii) Place the small, sealed envelope inside the outer envelope and seal it.

(iv) Mark the outer envelope with the voter's lot number and sign it.

(v) The completed outer envelope is then collected during the meeting as directed by the Association presiding officer.

e. At the annual meeting where the election will occur, the Board of Directors must appoint a committee to collect the envelopes containing the ballots and count the votes. The Secretary, or delegee, shall hand over to the committee all of the envelopes received from the absentee voters. The committee shall not include current Board of Directors members or their spouses, nor candidates for the Board of Directors or their spouses. The signature and lot identification on the outer envelope is to be checked by the committee against a list of qualified voters by lot numbers and the voter's name with lot number is checked off as having voted. Any outer envelope not signed by the voter is marked "disqualified" and the ballot inside is not counted.

f. After all the envelope information has been verified and the eligible voters' names with lot numbers are checked off the roster and it has been verified that there has been only one vote per lot, the outer envelopes may be opened. As soon as the first outer envelope is opened, the polls are closed, and no more ballots may be accepted. All the outer envelopes are placed in a large envelope or container and only then are the inner envelopes opened. The ballots shall be removed from the inner envelopes and counted in the presence of the lot owners. Any inner envelope containing more than one ballot is marked "disqualified" and the ballots contained inside are not counted. Tie votes shall be broken by agreement among the candidates who are tied, or, if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

g. All envelopes and ballots, including those marked "disqualified", shall be retained with the official records of the Association for a period of one (1) year after the date of the election in which the ballots are cast.