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CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED BY-LAWS OF ROTONDA WEST ASSOCIATION, INC.

I HEREBY CERTIFY that the following amendments to the Amended and Restated Bylaws of Rotonda West Association, Inc. (formerly Rotonda West Waterway Maintenance Association, Inc. and hereinafter referred to as the "Association") were duly adopted by the Board of Directors at the duly noticed Board of Directors' Meeting held on the 26th day of June 2013. Said amendments were approved by a proper percentage of the Directors of the Association. The original Declaration of Restrictions for Rotonda West is recorded in O.R. Book 767, Page 721 *et seq.*, of the Public Records of Charlotte County, Florida. The Amended Restatement of Restrictions is recorded in O.R. Book 3713, Page 1538 *et seq.*, of the Public Records of Charlotte County, Florida. The Amended and Restated Bylaws are recorded in O.R. Book 3713, Page 1576 *et seq.*, of the Public Records of Charlotte County, Florida.

The property encompassed by the Declaration of Restrictions is further described by the following Plats: Rotonda Pinehurst recorded in Plat Book 8, Pages 12A through 12K; Rotonda Pebble Beach recorded in Plat Book 8, Pages 13A through 13L; Rotonda Oakland Hills recorded in Plat Book 8, Pages 15A through 15K and Plat Book 8; Page 3; Rotonda Pine Valley recorded in Plat Book 8, Pages 16A through 16K; Rotonda White Marsh recorded in Plat Book 8, Pages 17A through 17L; Rotonda Broadmoor recorded in Plat Book 8, Pages 18A through 18L; and Rotonda Long Meadow recorded in Plat Book 8, Pages 19A through 19K; all of the Public Records of Charlotte County, Florida.

Additions indicated by underlining.

Deletions indicated by striking through.

Amendment: Article II, Section 1 and Section 2 (renumbered); Bylaws

ARTICLE II

DIRECTORS

Section 1. NUMBER AND TERM: The Association shall be governed by a Board of Directors consisting of seven (7) directors. Six of these directors will be elected to staggered

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three (3) year terms by the members entitled to vote at said meeting. Cape Cave shall be entitled, but not required, to appoint one member thereof who need not be a Lot/Tract Owner. Annually, two (2) directors shall be elected for a term of three (3) years to fill those three (3) year terms then expiring. The two candidates receiving the highest vote totals shall be elected to a term of three (3) years. However, in a case where there are fewer pre-qualified candidates than open seats, there will be no election and the pre-qualified candidates shall automatically be seated following the annual meeting for a term of three (3) years. In the event Cape Cave fails to appoint a member to the Board of Directors, the Board of Directors shall by majority vote, appoint said member for a term of one (1) year. Following assignment by Cape Cave to the Association of all reserved rights set forth in Section 28 of the Declaration of Restrictions, in the event that Cape Cave is dissolved without an assignment of reserved authority to a successor entity, or if Cape Cave voluntarily relinquishes its right to appoint a Board member, the Board member appointed by Cape Cave shall resign from the Board and the open seat shall be filled at the next annual meeting for a three (3) year term, thus resulting in three (3) Directors being elected at one of every three annual meetings for a three-year term. After the date of the first annual meeting of the voting membership, the Board of Directors shall have the right at any annual or special meeting called for that purpose to change the number of directors constituting the Board of Directors within the limits set forth herein and in the Articles of Incorporation. Any additional seats created shall be filled at the next annual meeting of the voting membership. Reduction in the number of members of the Board of Directors shall not affect the terms of those members duly elected to the Board of Directors.

Persons seeking to be members of the Board of Directors must be members in good standing pursuant to Chapter 720, Florida Statutes and the Governing Documents, both as amended from time to time, ninety (90) days prior to the notice of election. The following classes of persons shall be eligible to serve on the Board of Directors: (1) Owners (which for purposes of this section shall include the fee title owner(s) of multi-family dwelling units nominated by the condominium or community association in charge of the complex in which the unit is located), (2) co-owners, (3) a designated representative of a corporate owner, (4) a designated representative of a partnership owner, or (5) an owner trustee; provided, however that a lot or unit may only be represented by one person on the Board of Directors at a time.

Section 2. ELECTION NOTICE AND PROCEDURE. The regular election of Directors shall occur as the first item of business at the annual meeting.

A. Election to the Board of Directors shall be by written secret ballot. At such election the Members may vote in advance of the annual meeting, provided that the written secret ballot is received by the Association no later than 5:00 PM on the day before the annual meeting, or may vote in person at the annual meeting. A member may cast, in person or by secret absentee ballot in respect to each such Vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration of Restrictions or these By-Laws. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted

B. Any person desiring to be a candidate for the Board of Directors shall give written notice to the Association by regular U.S. Mail Certified Return Receipt, or receipted hand delivery to the Association office during regular business hours, provided that the Association receives such notice no later than 12:01 PM on the second Friday of August of the year in which the election will be held. To comply with this requirement, a member must either submit a "Notice of Intent" form promulgated by the Association or state by letter or other writing his or her desire to run for the Board of Directors. A member may also submit a "Candidate Information Sheet" in the form prescribed by the Association.

C. In the event that there are only as many (or fewer) candidates pre-qualified for election as there are open seats on the Board, no election shall be held and the pre-qualified candidates shall automatically become members of the Board after the annual meeting.

D. When an election is required, not less than 14 days before the election, the Association shall mail or deliver a second notice of the election to all Members entitled to vote therein, together with a written secret ballot containing the names of all properly pre-qualified candidates and the Candidate Information Sheet, no larger than 8½ inches by 11 inches, furnished by each pre-qualified candidate, with the costs of mailing and copying to be borne by the Association.

E. The Board or Election Committee may establish additional election rules or procedures as it deems appropriate to ensure a fair election process. Substantial compliance with these Bylaws, Chapter 720, Florida Statutes, and the election rules and procedures adopted by the Board, all as amended from time to time, as to the election procedures is sufficient.

(Remainder of Article II Renumbered Accordingly, but Otherwise Unchanged)
