

PREPARED BY AND RETURN TO:

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**CERTIFICATE OF FIRST AMENDMENT TO THE BYLAWS OF DIAMOND COVE
HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, that certain Bylaws of Diamond Cove Homeowners Association, Inc., were duly adopted by the first Board of Directors of Diamond Cove Homeowners Association, Inc., on the 27th day of June, 1994, a true and correct copy of which is attached hereto, incorporated herein by reference and marked Exhibit "A" (hereinafter referred to as "Bylaws"); and

WHEREAS, pursuant to Section 11 of the Bylaws, the Bylaws are subject to amendment pursuant to a majority vote of the Board of Directors following proposal by Board resolution of the amendment; and

WHEREAS, the proposed amendment was first formally proposed by Board Resolution on the 19th day of April, 2018 by at least a majority of the Board of Directors and thereafter duly adopted by at least a majority of the Board of Directors at a duly noticed and called meeting of the Board of Directors held on the 17th day of May, 2018 following proper notice to the Members;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Definitions All capitalized terms set forth herein shall have the same meaning as set forth in the Bylaws.

2. Amendments The following amendments to the Bylaws are hereby adopted as follows:

3.2. Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of the County in which the Property is located a deed or other instrument establishing record title to a Lot under the jurisdiction of the Association. The Owner designated as grantee by such instrument thus becomes a Member of the Association and the membership of the prior Owners terminated. The new Owner shall notify the Association of such property transfer and furnish the Association a copy of the recorded deed, the new Owner's address, and the Owner's local agent, if any; ~~in the event the Owner is located outside the State of Florida.~~ Any notice requirements set out in the Bylaws and in the Articles shall be deemed to be complied with the notice to and Owner is directed to the address of said Owner has been reflected in the Association's records.

3.4 Designation of Voting Representative. If a Lot is owned by one person ~~or entity~~, its his or her rights to vote shall be established by the record title to the Lot. If a Lot is owned by more than one person or entity, the person entitled to cast the votes for the Lot shall be designated by a certificate signed by all of the record Owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a general or limited partnership, the person entitled to cast the votes for the Lot shall be designated by one of the general partners and filed with the Secretary of the Association. If a lot is owned by a corporation, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by the President or Vice President of the Corporation and filed with the Secretary of the Association. If a Lot is owned in trust, the person entitled to vote for the Lot shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates shall be valid until revoked or ~~until~~ superseded by a subsequent certificate or until a change in the ownership of the Lot concerned. Notwithstanding the foregoing, the Board may require submission of a designated voting certificate as a means of verifying the accuracy of Owner address and contact information and failure to provide the certificate shall invalidate any vote submitted for the Lot on any matter requiring a vote of the Members until such time as the certificate is filed with the Secretary of the Association and the vote shall not be counted. A certificate designating the person entitled to cast the votes of a Lot may be revoked in writing by any Owner thereof. Provided, however, that no Lot shall vote in excess of the voting rights allocated to that Lot pursuant to the Declaration.

4.5 Proxies Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting, or his duly authorized attorney in fact, may do so in person or may authorize another person or persons to act for him by proxy on any such matter coming before the Members for a vote, other than the election of Directors, which shall be conducted by absentee secret ballot. Every proxy must be dated, must state the date, time and place of the meeting for which it was given and must be signed by the authorized person who executed the proxy. Door-to-door solicitation of proxies is strictly prohibited as solicitation is prohibited anywhere on the Properties. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvene from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. Every proxy shall be revocable at any time at the pleasure of the Member executing it and shall expire upon the transfer of title to the Lot giving rise to the voting rights to which the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Association officer responsible for maintaining the list of Members. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his place.

5.7 Term of Office. Except for the initial Board of Directors which may serve until such time allowed hereunder, the term of office of each director shall be for staggered terms of three (3) years each. Each director shall hold office for the a term for

~~of three years each, which he is elected~~ and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

5.10 Election. Election of the directors must be conducted in accordance with these Bylaws. All members of the Association shall be eligible to serve on the board. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Member ~~or their proxies~~ may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes cast by eligible voters for each vacancy shall be elected.

5.11 Nominations. ~~Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association. Notwithstanding the foregoing, a Member may nominate himself as a candidate for the Board at a meeting where the election is to be held informal in nature and shall not require the individual nomination of a candidate to run for the Board of Directors. All Members eligible to run for the Board of Directors as set forth in Chapter 720, Florida Statutes, as amended from time to time which amendments are expressly incorporated herein by reference, shall be eligible to run for the Board of Directors. Any Member wishing to run for the Board of Directors must submit their name in advance of election by the deadline imposed by the Board of Directors to allow their name to be included on the ballot in advance of the notice of election and annual meeting. Additionally, eligibility to run for the Board of Directors shall be determined as of the deadline imposed by the Board of Directors as aforesaid.~~

SECTIONS 5.12 AND 5.13 OF THE BYLAWS ARE HEREBY DELETED IN THEIR ENTIRETY DELETING THE REQUIREMENT FOR A NOMINATING COMMITTEE.

5.412 Ballots. 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 whether by submission of an intent to run or by nomination from amongst the Members in advance of the deadline imposed by the Board of Directors.~~
- (c) ~~Contain a space for a 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 a return (which shall be a date not later than the day before the meeting at which the vote is to be taken.)

5.4513 Number of Ballots.

(a) Class A. Each Class A Member, if applicable, shall receive as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows:

- (1) Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way;
- (2) Each such "Ballot" envelope shall contain only one ballot;
- (3) The Members shall be advised that, because of the verification procedures of Section 5.16 the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return; and
- (4) Such "Ballot" envelope, or envelopes (if the 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 address of the Association or such other address designated in the notice of the election.

5.1614 Election Committee: Counting of Ballots. Upon receipt of each ~~return~~ completed election and annual meeting envelope, completed and returned as set forth in the instructions included with the notice of the annual meeting, the Secretary shall immediately place it in a safe or other locked place until the day set for the meeting at which the elections are to be held. On that day, upon confirmation by the Board of Directors that a quorum for the annual meeting and election has been attained, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) members appointed by the Board of Directors. The Election Committee shall then:

- (a) establish that external envelopes were not previously opened or tampered with in any way;
- (b) open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member ~~or his proxy~~ identified on the external envelope; and
- (e) (c) confirm that the signature of the Member ~~or his proxy~~ on the outside envelope appears genuine; and
- (d) ~~if the vote is by proxy, determine that a proxy has been filed with the Secretary.~~

Such procedure shall be taken in such manner that the vote of any Member ~~or his proxy~~ shall not be disclosed to anyone, even the Election Committee. The opened external

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 any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.

5.1715 Recording. Any Member may tape record or videotape meetings of the Board of Directors and meetings of the Members; provided, however, that the Board of Directors may adopt reasonable rules governing the taping of meetings of the Board and the membership.

3. Full Force and Effect. Except as amended herein, the Bylaws shall remain in full force and effect.

WITNESSES:

[Signature]
(Signature)

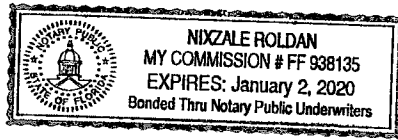
Deidyson Lueda
(Print name)

[Signature]
(Signature)

Matthew B. Copley
(Print Name)

DIAMOND COVE HOMEOWNERS
ASSOCIATION, INC.

By [Signature]
ROZALIA DEBORDE, As President



STATE OF FLORIDA:
COUNTY OF ORANGE:

The foregoing instrument was acknowledged before me this 05 day of aug, 2018, by ROZALIA DEBORDE, as President of the Diamond Cove Homeowners Association, Inc., a Florida not for profit corporation, who is personally known to me or produced FL DL as identification.

[Signature]
Signature of Notary Public