

Instrument prepared by and return to:
Steven M. Falk, Esq.
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(Space above line for recording information)

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President of Mahogany Run Association, Inc., a Florida corporation not for profit, does hereby certify that the required number of members approved the amendment to the Amended and Restated Bylaws attached hereto as Exhibit "A" at the duly noticed and held Annual Meeting held on February 11, 2020, at which a quorum was present. The original Declaration of Covenants, Easements and Restrictions for Mahogany Run was recorded in O.R. Book 1266, Page 367, Public Records of Collier County, Florida and the Amended and Restated Declaration of Covenants, Restrictions and Easements for Mahogany Run was recorded in O.R. Book 2652, Page 1579, Public Records of Collier County, Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and the seal of the corporation.

Witnesses:

MAHOGANY RUN ASSOCIATION, INC. (SEAL)

[Signature]
Witness
Print Name: Ch. [unclear]
[Signature]
Witness
Print Name: FATECIA Scherry

[Signature]
By: [Signature]
Print Name: SHARON P. Hoffma
Its: President

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 24th day of FEBRUARY, 2020, by () physical presence or () online notarization, by Sharon P. Hoffma as President of Mahogany Run Association, Inc., the corporation described in the foregoing instrument, who is () personally known to me and who took an oath, and acknowledged executing the same under authority vested in him/her by said corporation.

(SEAL)



[Signature]
Notary Public, State of Florida
SUZANNE E. GEPHART
Printed Name of Notary Public
Serial Number _____
My Commission expires: 5/22/2022

EXHIBIT "A"

**AMENDMENT TO AMENDED AND RESTATED BYLAWS
MAHOGANY RUN ASSOCIATION, INC.**

Additional language indicated by underlining.

Deleted language indicated by ~~hyphens~~.

Section 4.2 of the Amended and Restated Bylaws is amended as follows:

4.2 Selection of Directors. All Members of the Association, and their spouses, shall be eligible to serve on the Board, ~~and a Member may nominate himself as a candidate for the Board at a meeting where the election is to be held.~~ In the event a Parcel is owned by a corporation, partnership, limited liability company, or other entity other than a natural person, or title to the Parcel is in the name of a trustee of a trust, any officer, director, partner, manager, managing member or trustee, as the case may be, and such person's spouse, shall be eligible to serve on the Board of Directors. The Directors must be elected by a plurality of the votes cast by the eligible voters.

The First Notice of the election of directors shall be mailed, hand-delivered or electronically transmitted to all Members at least 60 days in advance of the meeting. Any person who wishes to qualify as a candidate shall notify the Association in writing of his or her desire to be a candidate at least 40 days prior to the meeting and must be eligible to serve on the Board of Directors at the time of such 40 day deadline in order to have his or her name listed as a proper candidate on the election ballot or to serve on the Board of Directors. Notice shall be deemed effective when received by the Association. Any person indicating his or her desire to qualify as a candidate may also return a separate information sheet, no larger than 8 1/2" by 11", which describes the candidate's background, education and qualifications for office, and any other information deemed relevant by the candidate, which information sheet must be furnished by the candidate at least 40 days prior to the election. The Association has no liability for the contents of the information sheets prepared by the candidates.

If the number of candidates does not exceed the number of vacancies, an election shall not be required. The Association shall mail, hand-deliver or electronically transmit a Second Notice of the election at least 14 days in advance of the meeting. If an election is not required, the candidates become members of the Board of Directors at the meeting, regardless of whether a quorum is attained. However, if a quorum is attained, the candidates commence service on the Board of Directors effective upon the adjournment of the meeting.

If the number of candidates for an election exceeds the number of seats to be filled, an election shall be required. The Association shall mail, hand-deliver or electronically transmit a Second Notice, together with any candidate information sheets, a ballot which shall list all candidates in alphabetical order by surname, and (unless the Second Notice is electronically transmitted), "inner" and "outer envelopes", at least 14 days in advance of the meeting. Directors shall be elected by a plurality of the ballots cast. A Member shall not permit any other person to vote his ballot, and any ballots improperly cast are invalid. In an election of Directors, there shall be appurtenant to each Parcel as many votes for Directors as there are Directors to be elected, but no Parcel may cast more than one vote for any candidate, it being the intent hereof that voting for Directors shall be non-cumulative.

After indicating the name(s) of the candidate(s) for which the Member has voted, the ballot must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the Member, the Member's address in the Properties (i.e., Mahogany Run) and the signature of the Member casting that ballot. If the eligibility of the Member to vote is confirmed and no other ballot has been submitted for that Parcel, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. Nominations from the floor and write-in nominations are prohibited and there shall not be a nominating committee. If more than one ballot is submitted for a Parcel, the ballots for that Parcel shall be disqualified. Upon receipt by the

Association, no ballot may be rescinded or changed. Any vote by ballot received after the closing of the balloting may not be considered.

In the event of a tie vote, the Association shall proceed with a runoff election, unless the candidates who have tied voluntarily agree on which candidate shall take office.