

Prepared by and returned to:

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CERTIFICATE OF AMENDMENT

SECOND AMENDED AND RESTATED BYLAWS

OF

WYNDEMERE HOMEOWNERS ASSOCIATION, INC,

I HEREBY CERTIFY that the following amendment(s) to the Second Amended and Restated Bylaws of Wyndemere Homeowners Association, Inc. were duly adopted by the Association membership at the duly noticed Board of Governors Meeting of the Association on the 18th day of November 2014. Said proposed amendment(s) were approved by a proper percentage of voting interests of the Association. The Declaration of Covenants, Conditions, and Restrictions is recorded at O.R. Book 916, Page 1080 *et seq.* of the Public Records of Collier County, Florida. The property encompassed by the Declaration of Covenants, Conditions, and Restrictions is further described at Plat Book 13, Page 39, of the Collier County Public Records.

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Amendment No. 1:

**Article 3, Section 3.19;
Bylaws**

3. BOARD OF GOVERNORS.

(Sections 3.3 through 3.18 remain unchanged)

3.19 Executive and Other Committees. To facilitate the performance of the Master Association so it may function during times when some of the Governors are not in residence, ~~the Board of Governors may, by resolution, delegate its powers, to the extent lawful, to an Executive Committee. Said an~~ Executive Committee shall exist which shall consist of the President, Vice-President, Treasurer, Secretary, and a standing Governor who is on the Facilities and Planning Committee. Executive Committee meetings may be called by the President in the same manner as provided for Board meetings in Section 3.6 of the Bylaws. The minutes of all Executive

Committee meetings shall be available to all Governors and will be distributed to all Governors upon request. In no event shall the Executive Committee: 1.) approve or recommend to members actions or proposals required to be approved by members by any statute or the Governing Documents, 2.) fill vacancies on the Board or any Committee thereof, 3.) adopt, amend, or repeal the Bylaws, or 4.) approve the assessment or expenditure of funds not presently accounted for in any current budgets, including the Board Designated Emergency Fund, of the Association, and four (4) other Governors. The President shall have the authority, in addition to that of the Board of Governors, to appoint replacements to the Executive Committee should one (1) or more of the Governors originally appointed be unable to attend a meeting of the Committee. It is intended that the composition of the Executive Committee be capable of easy change so that it may function when needed and that all Governors will have the opportunity to serve at such times as they are available. The Board of Governors also may, by resolution, designate such other standing or temporary committees as it may deem advisable. Each such committee shall have such authority as shall be specified in the resolution designating such committee, The Board of Governors shall have the power at any time to remove any member of any committee or committees (except the President), with or without cause, and to fill vacancies in and to dissolve any committee or committees. Each committee designated by the Board of Governors shall keep regular minutes of its meetings and shall report the same to the Board when required. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Governors or any member thereof, of any responsibilities imposed by law. In addition to the obligation to keep minutes of all meetings, the meetings of any committee, including the Architectural Review Committee, must be conducted with all other formalities as required for the Board.

Nothing in this Section 3.19 shall alter or limit the emergency powers provided for in Section 3.20 of these Bylaws.

(Remainder of Article 3 Remains Unchanged)

Amendment No. 2:

**Article 4, Section 4.2;
Bylaws**

4. OFFICERS.

(Section 4.1 remains unchanged)

4.2 President. The President shall be the chief executive officer of the Master Association; he shall preside at all meetings of the Board of Governors, shall be ex-officio a member of all standing committees, shall have general and active management of business of the Master Association, and shall see that all orders and resolutions of the Board are carried out. He shall execute bonds, mortgages and other contracts and documents requiring the seal of the Master Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Governors to some other officer or agent of the

Master Association. The President shall be elected for a two (2) year term, subject to removal by a majority vote of the entire Board at any time.

(Remainder of Article 4 remains unchanged)

WITNESSES:
(TWO)

WYNDEMERE HOMEOWNERS
ASSOCIATION, INC.

[Signature]
Signature
Robert Oliveria
Printed Name

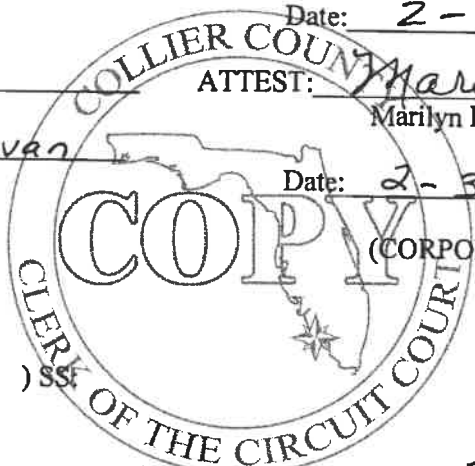
BY: [Signature]
Stephen Erhardt, President

Date: 2-5-2015

[Signature]
Signature
Donna Sullivan
Printed Name

ATTEST: [Signature]
Marilyn Kaey, Secretary

Date: 2-3-2015



(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 5th day of FEBRUARY 2015, by Stephen Erhardt as President of Wyndemere Homeowners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification.



[Signature]
Notary Public

SUZANNE E. GEPHART
Printed Name

My commission expires: 5-22-2018