

This instrument prepared by:
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**CERTIFICATE OF AMENDMENT
TO THE
BYLAWS
OF
RIVER STRAND GOLF AND COUNTRY CLUB, NC.**

THIS AMENDMENT is made the 22 day of DECEMBER, 2016 by the River Strand Golf and Country Club, Inc. and consented to by Lennar Homes, LLC, a Florida limited liability company, hereinafter called the "Developer" to the Bylaws of River Strand Golf and Country Club, Inc.

WHEREAS, the Bylaws of River Strand Golf & Country Club are recorded in Official Records 2076, Page 6453 *et seq.*, and as may have been subsequently amended, in the Public Records of Manatee County, Florida, (hereinafter the "Bylaws"); and

WHEREAS, pursuant to the Assignment of Declarant's Rights recorded in Official Records Book 2234, Page 4887 *et seq.*, Public Records of Manatee County, Florida, Harbourvest, LLC, a Florida limited liability company, assigned all of its rights as developer under the Declaration to Lennar HV, LLC, a Florida limited liability company ("Lennar HV"); and

WHEREAS, pursuant to the Notice of Merger recorded in Official Records Book 2236, Page 1, Public Records of Manatee County, Florida, Lennar HV merged with and into Lennar Homes, LLC, a Florida limited liability company (the "Developer"); and

WHEREAS, pursuant to Article 12 of the Bylaws, the Bylaws may be amended by the majority vote of the Directors at a duly constituted meeting of the Board of Directors; and

WHEREAS, the undersigned, being duly appointed and acting President and Secretary of River Strand Golf and Country Club, Inc., a Florida not-for-profit corporation, do hereby certify that the amendment set forth below was approved, as evidenced by a written statement or vote manifesting the intention that such amendment be adopted. This amendment was approved and adopted by the votes indicated for the purposes of amending the Bylaws of River Strand Golf and Country Club, Inc., originally recorded as Exhibit "C" to the Declaration of Covenants, Conditions, and Restrictions for River Strand Golf and Country Club; and

WHEREAS, Developer consents to the following amendments to the Bylaws for River Strand Golf and Country Club, Inc.; and

The following amendment was approved by not less than a majority of the Board of Directors of the Association at a duly noticed Board of Director meeting of the Association:

RESOLVED: That the Bylaws of River Strand Golf and Country Club, Inc., be, and hereby are, amended, and the amendment to the Bylaws of River Strand Golf and Country Club, Inc., is adopted in the form attached hereto as **Exhibit "A"** and made a part hereof; and

RESOLVED: That the Officers and Directors are hereby instructed and authorized to execute the aforementioned document and cause it to be filed of public record, together with a Certificate of Amendment.

Dated this 22 day of DECEMBER, 2016.

WITNESSES (2):

Sign: Tara Angels
Print: Tara Angels
Sign: Amy Hofschrider
Print: Amy Hofschrider

RIVER STRAND GOLF AND COUNTRY CLUB, INC.

Sign: [Signature]
Print: DAVID NEGIT
Title: President

WITNESSES (2):

Sign: Tara Angels
Print: Tara Angels
Sign: Amy Hofschrider
Print: Amy Hofschrider

ATTEST:

Sign: [Signature]
Print: Lance Ellis
Title: Secretary

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 22 day of DECEMBER, 2016, by DAVID NEGIT, **President of River Strand Golf and Country Club, Inc.**, who (check one): is personally known to me OR produced _____ as identification.

(Notary Seal/Stamp)

Notary Public



Sign: [Signature]
Print: Deanna J. Craft
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 22 day of DECEMBER, 2016, by LANCE ELLIS Secretary of River Strand Golf and Country Club, Inc., who (check one): is personally known to me OR produced _____ as identification.

(Notary Seal/Stamp)



Notary Public

Sign: [Signature]
Print: Deanna J. Craft
My Commission Expires: _____

CONSENTED TO BY this 22 day of DECEMBER 2016.

Witnesses:

LENNAR HOMES, LLC,
a Florida Limited Liability Company

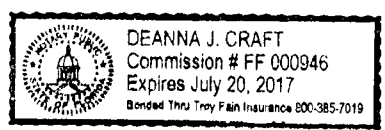
Print name: _____

Print name: _____

By: _____
Printed: DARIN MCMURRAY
Title: VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was executed before me this 22 day of DECEMBER, 2016, by DARIN MCMURRAY, VICE PRESIDENT (title) of **LENNAR HOMES, LLC**, a Florida Limited Liability Company, on behalf of the company. He/She is personally known to me or did produce _____ as identification.



Print, Type, or Stamp Commissioned Name
of Notary Public (Affix Notarial Seal)

[Signature]
Signature of Notary Public
Deanna J. Craft
Print name

EXHIBIT "A"
AMENDMENT TO THE
BYLAWS
OF
RIVER STRAND GOLF AND COUNTRY CLUB, INC.

The Bylaws of River Strand Golf and Country Club, Inc., shall be amended as follows (otherwise, all other provisions shall remain the same):

(NOTE: New language is shown in double-underlined; language being deleted is shown in ~~strike-through~~ type, otherwise all other provisions remain the same)

1. Article 3 of the Bylaws shall be amended as follows:

ARTICLE 3
MEMBERSHIP. VOTING. QUORUM. AND PROXIES

3.1 Classification. The qualification and classification of members, the manner of their admission to membership and termination of such membership, and the method of voting by the members shall be governed by Article 4 and Article 5 of the Club's Articles of Incorporation, as supplemented by the provisions of these Bylaws. The voting rights appurtenant to each class of membership shall be as follows:

A. Golf: Each Lot or ~~Living~~ Unit to which a regular Golf membership is appurtenant shall have one (1) indivisible vote in all matters upon which the members are entitled to vote. A Golf Member is a Class A Member.

B. Social: Each Lot or ~~Living~~ Unit to which a Social membership is appurtenant shall have one (1) indivisible vote in all matters upon which the Social members are entitled to vote. A Social Member is a Class A Member.

C. Interim: Interim, social, dining or other members shall not have voting rights.

D. ~~Community: The rights and privileges associated with community members, if any, are undetermined at this time.~~ Developer: The Developer shall be the Class B Member and its voting rights are defined in the Declaration and the Articles of Incorporation.

3.2 Quorum. A quorum at any meeting of the Club's members shall consist of ~~Voting~~ Members entitled to cast votes representing at least ~~one-third~~ twenty percent (20%) of the total votes of the Club's Members as determined in the manner set forth in Article 5 of the Declaration and Article 4 of the Bylaws.

3.3 Proxies. Votes may be cast by ~~Voting~~ Members 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.

3.4 Record Date. The number of votes to which any Member is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than 60 days or less than 10 days prior to the date of such meeting. In the event the Board of Directors does not set a record date for any meeting of members, the record date for such meeting shall be the date of the notice of such meeting. The determination of the number of votes to which any Member is entitled as of the record date shall be final, and no conveyance or acquisition of any Parcel arising after such record date shall be taken into consideration in determining the number of votes to which such member is entitled at such meeting.

3.5 Required Vote. Except as otherwise provided by law or by the provisions of the Articles of Incorporation, these Bylaws, or the Declaration, the affirmative vote of ~~Voting~~ Members representing a majority of the Membership voting rights (as determined pursuant to Article 5 of the Declaration and Article 4 of these Bylaws) represented at any duly called members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

2. **Article 4 of the Bylaws shall be amended as follows:**

ARTICLE 4 ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

4.1 Annual Meeting. An annual meeting of the Club's membership shall be held each year during February or such other month as the Board of Directors may determine. The date, time, and place of the annual meeting shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

4.2 Special Meetings. Special meetings of the Club's members shall be held whenever called by the President or by a majority of the Board of Directors.

4.3 Member Attendance. ~~Although Members shall be represented at meetings of the Club membership exclusively by their respective Voting Members.~~ Each Member of the Club shall be entitled to attend, and observe, and vote at all annual and special meetings of members. ~~Although Class B and C members have no voting rights generally, they shall be entitled to attend and participate in all annual and special meetings of members.~~

4.4 Notices. ~~Written notice of all members' meetings, annual or special, shall be given to all Class B and C members and to all Voting Members (but not to Members individually). Such notice shall be given by the President, Vice President, or Secretary or by such other officer of the Club as may be designated by the Board of Directors. Such notice shall state the time and place of the meeting and the purpose for which the meeting is called and shall be given not less than 14 days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the member or Voting Member, indicating the date on which such notice was received. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member or Voting Member at his post office address as the same appears on the records of the Club. Proof of such mailing may be given by the affidavit of the person giving the notice and filed with the Club's minutes of meetings. Any member or Voting Member may, by written waiver signed by such member or Voting~~

Member, waive such notice, and such waiver, when filed with the Club's minutes of meetings (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such member or Voting Member. Notice of all Members' meetings shall be provided to all Members and must state the time, date and place of the meeting. The notice of meeting must be mailed to each Member at the address which appears on the books of the Association, or may be furnished by personal delivery or electronic transmission as provided by law. The Members are responsible for providing the Association with notice of any change of address. The Association shall only be obligated to mail or deliver notice to one location, no matter how many persons own a Lot or Unit and no matter how many other residences such Owner may have. In the absence of written direction to the contrary, notices will be given to the address of the Lot or Unit. The Notice of Meeting must be mailed, delivered or electronically transmitted at least fourteen (14) days before the meeting. An affidavit of the Officer or other person making such mailing or delivery shall be retained in the Association records as proof of mailing. Attendance at any meeting by a Member constitutes waiver of notice by that Member unless the Member objects to the lack of notice at the beginning of the meeting and attends solely to object to notice. A Member may waive notice of any meeting at any time, but only by written waiver or attendance.

Notice to the Members of meetings of the Board, meetings of a Committee for which the Act requires notice in the same manner as meetings of the Board, and annual and special meetings of the Members, may be electronically transmitted in the manner set forth in Chapter 720 and Section 617.0141, Florida Statutes (2016), as amended from time to time. Notice by electronic transmission is effective when actually transmitted by facsimile telecommunication, if correctly directed to a facsimile number at which the Member has consented to receive notice; or when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the Member has consented to receive notice. Notice is also effective when posted on an electronic network that the Member has consented to consult, upon the later of such correct posting; or the giving of a separate notice to the Member of the fact of such specific posting; or when correctly transmitted to the Member, if by any other form of electronic transmission consented to by the Member to whom notice is given. Consent by a Member to receive notice by electronic transmission must be in writing and shall be revocable by the Member by written notice to the Association. Any such consent shall be deemed revoked if the Association is unable to deliver by electronic transmission two (2) consecutive notices given by the Association in accordance with such consent and such inability becomes known to the Secretary, Assistant Secretary or other authorized person responsible for the giving of notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action.

The Members are responsible for providing the Association with notice of any change of mailing address, facsimile number or electronic mail address. To the extent that a Member has provided the Association with a facsimile number or electronic mail address and consented to receive notices by electronic transmission, such information shall be considered an "official record" until the Member has revoked his consent. However, the Association is not liable for an erroneous disclosure of an electronic mail address or facsimile number. As used in these Bylaws, the term "electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, telegrams, facsimile transmission of images, and text that is sent via electronic mail between computers and attachments to such text which

is readily capable of being viewed through customary home or office computing systems, including but not limited to Word®, PDF® or similar attachments. An affidavit of the Secretary, an Assistant Secretary, or other authorized agent of the Association that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the notice.

4.5 Lack of Quorum. If any members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required by the terms of the Articles of Incorporation, these Bylaws, or the Declaration, ~~Voting~~ Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

4.6 Presiding Officer. At meetings of the membership, the President, or in his absence the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairman.

4.7 Electronic Voting. To the extent that the Association wishes to provide for and allow Members to vote electronically, Members who have consented to vote electronically shall be permitted to do so and the Association shall comply with Florida Statute Section 720.317 (2016) and as later amended.

3. **Article 5 of the Bylaws shall be amended as follows:**

ARTICLE 5 BOARD OF DIRECTORS

5.1 Number. The affairs of the Club shall be managed by a Board of Directors consisting initially of three Directors. ~~The number of Directors may be changed by resolution of the Board of Directors. After turnover and when the Class B Member is no longer entitled to appoint any Directors, the number of Directors on the Board shall be increased to seven (7) Directors.~~

5.2 Quorum. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board of Directors, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

5.3 Vacancies. Any vacancy occurring on the Board of Directors due to a director's death, resignation, or removal shall be filled by the Board of Directors, except that the Class B member shall fill any vacancy created by the death, resignation, or removal of any Director appointed by the Class B member. A Director appointed to fill a vacancy, whether by the Board of Directors or the Class B member, shall serve for the unexpired term of his predecessor in office

5.4 Election. Directors shall be elected in accordance with the Florida Not-For-Profit Corporation Act, as it may be amended from time to time, and as a homeowners' association pursuant to Chapter 720, Florida Statutes, as same may be amended from time to time (the "Act"), these Bylaws and the election rules, if any, and process established and utilized by the Board of Directors. Not less than sixty (60) days before a scheduled election, the Association shall mail, or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, and including electronic transmission for those Members who have so consented, to each Member entitled to vote, a first notice of the date of the election. Any eligible person who nominates himself to be a candidate may do so no later than forty (40) days prior to the annual meeting and may also submit a resume by such deadline on one side of an 8 and ½" x 11" sheet of paper. As Members have been given the opportunity to nominate themselves in advance and prior to the annual meeting where the

election will take place, nominations from the floor shall not be accepted. Not less than fourteen (14) days prior to the annual meeting, the Association shall send a Second Notice of Annual Meeting to all Members, along with either an election ballot for the election of Directors, any timely submitted candidates' resumes, a proxy and any other documents in the Board's discretion. The election ballot shall contain the names of all candidates who nominated themselves in a timely manner, listed alphabetically by surname. If a voter checks off the names of more candidates than the number of Directors to be elected, the election ballot shall not be counted for the election. Elections shall be determined by a plurality of the votes cast; a quorum of the Members need not cast a vote for a valid election to occur, so long as at least ten percent (10%) of the eligible Members cast a ballot. The candidates who are elected shall take office upon the adjournment of the annual meeting. The use of secret balloting provided for in Section 720.306(8) of the Act, shall be followed. The Board may require all ballots to be received by the Association at some point prior to the annual meeting so that votes can be tallied prior to the annual meeting and the results announced at the annual meeting. No election shall be necessary if the number of candidates is less than or equal to the number of vacancies. In addition to the foregoing, to the extent that the Association wishes to provide for and allow Members to vote electronically, Members who have consented to vote electronically shall be permitted to do so as otherwise provided for by Florida Statute Section 720.317 (2016) or as later amended.

4. Article 12 of the Bylaws shall be amended as follows:

**ARTICLE 12
AMENDMENTS**

~~These Bylaws may be altered, amended, or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors. Any proposed alteration, amendment, or repeal shall be contained in the notice of the meeting at which it will be considered. Notwithstanding the foregoing, no amendment to the Bylaws prior to the Final Development Date shall be effective without the written consent of the Class B member. Amendments to these Bylaws shall be proposed and adopted in the following manner:~~

12.1 Proposal. Amendments to these Bylaws may be proposed either by a resolution approved by a majority of the whole Board of Directors, or by a petition to the Board signed by at least twenty-five percent (25%) of the voting interests of the Association through the Members. Once so proposed, the amendments shall be submitted to a vote of the membership at a meeting no later than the next annual meeting for which notice can still properly be given.

12.2 Vote Required. Except as otherwise provided by law, or by specific provision of the Governing Documents, these Bylaws may be amended by concurrence of at least 66 2/3% of the voting Members present, in person or by proxy and voting, at any annual or special membership meeting at which a quorum is present and called for the purpose of amending these Bylaws further provided that notice of the text of each proposed amendment was sent to the Members with notice of the meeting.

12.3 Amendment by Board. As long as the Class B Membership exists, the Board of Directors, by majority vote, may unilaterally amend these Bylaws in any manner which it deems advisable, including but not limited to amendments to correct errors or conform the Bylaws to any applicable statute or local ordinance. Such amendments shall not require consent of the Members.

12.4 Certificate; Recording. A copy of each approved amendment shall be attached to a certificate reciting that the amendment was duly adopted, which certificate shall be executed by the President

or Vice-president of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Manatee County. The certificate must identify the book and page of the Public Records where the Declaration was originally recorded.