INSTR # 2012000165769, Doc Type CER, Pages 5, Recorded 07/30/2012 at 10:50 AM, Charlie Green, Lee County Clerk of Circuit Court, Rec. Fee $44.00 Deputy Clerk DMAYS

Prepared by and return to:

Goede & Adamczyk, PLLC
Steve Adamczyk, Esq.
8950 Fontana Del Sol Way, Suite 100
Naples, Florida 34119

CERTIFICATE OF AMENDMENT

BY-LAWS

OF

MEADOWS OF ESTERO CONDOMINIUM, INC.

I HEREBY CERTIFY that the following amendments to the By-Laws of Meadows of Estero Condominium, Inc. (the "By-Laws") were adopted by the necessary unanimous votes of the Board of Directors at a duly noticed meeting of the Board of Directors pursuant to Article 12, Section 12.3 of the By-Laws.

The legal description of the Lee County, Florida real property which is subject to these amendments is recorded at Instrument Number 2005000036677 of the Public Records of Lee County, Florida.

(Additions are underlined; Deletions are ~~struck-through~~)

Section 1, subsection 1.5, of the Bylaws is hereby amended as follows:

1.5 Incorporation of the CONDOMINIUM ACT. All of the provisions of the CONDOMINIUM ACT, being Chapter 718, Florida statutes, as same ~~now exists~~ may be amended from time to time and may apply to the ASSOCIATION are, with permissible deviations therefrom, incorporated herein by reference. In the event of any conflict between these BYLAWS and the CONDOMINIUM ACT, the provisions of the CONDOMINIUM ACT shall control.

Section 3, subsection 3.4, of the Bylaws is hereby amended as follows:

3.4 Proxies. Every UNIT OWNER entitled to vote at a meeting of the UNIT OWNERS, or to express consent or dissent without a meeting, may authorize another person or persons to act on the UNIT OWNER's behalf by a proxy signed by such UNIT OWNER or his attorney-in-fact. Any proxy shall be delivered to the secretary of the meeting at or prior to the time designated in the order of business for delivering proxies. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the UNIT OWNER

executing it. Every proxy shall specifically set forth the name of the person voting by proxy, and the name of the person authorized to vote the proxy for him. Every proxy shall contain the date, time, and place of the meeting for which the proxy is given, and if a limited proxy, shall set forth those items which the proxy holder may vote, and the manner in which the vote is to be cast. Additionally, UNIT OWNERS may vote by electronic means, including electronic votes submitted through a secured website with adequate security safeguards and protections to reasonably ensure the UNIT OWNER's right to vote is protected as provided in Section 3.7 herein.

Section 3, subsection 3.7, of the Bylaws is hereby added as follows:

3.7 Electronic Consent, Notice, and Ballots. The Board of Directors, in its sole discretion, may adopt a mechanism for purposes of distributing written notices, obtaining written consents, and obtaining ballots and votes by electronic means. Electronic notice or consent shall be valid for all purposes allowed by the Board, Florida law, or the Association's governing documents. Notice by electronic mail shall only be effective as to those UNIT OWNERS who consent to receive electronic notice. The Association shall provide adequate safeguards to ensure that written consent by electronic means reasonably protects and ensures that the integrity of the UNIT OWNERS' right to vote and consent is preserved.

Section 4, subsection 4.1 of the By-Laws is hereby amended as follows:

4.1 Who May Attend. In the event any UNIT is owned by more than one person, all co-owners of the UNIT may attend any meeting of the UNIT OWNERS. In the event any UNIT is owned by a corporation, any director or officer of the corporation may attend any meeting of the UNIT OWNERS. Non-unit owners shall not be permitted to attend any meeting of the UNIT OWNERS, including any non-unit owners acting as a duly authorized attorney-in-fact for the UNIT OWNER. Nothing herein shall prohibit the ASSOCIATION's attorney or other professionals or guests from attending a meeting of the UNIT OWNERS at the request of the BOARD. However, the vote for any UNIT shall be cast in accordance with the provisions of Paragraph 3 above. INSTITUTIONAL MORTGAGEES have the right to attend all UNIT OWNER meetings. Any UNIT OWNER may tape record or videotape a meeting of the UNIT OWNERS.

Section 4, subsection 4.3, of the Bylaws is hereby amended as follows:

4.3 Notices. Written notice, which notice must include an agenda, stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed, including electronic mail, or delivered to each UNIT OWNER at least 14 days before the date of the meeting, by or at the direction of the president, the secretary or the officer or persons calling the meeting. Notice of any

meeting where ASSESSMENTS against UNIT OWNERS are to be considered for any reason shall specifically contain a statement that ASSESSMENTS will be considered and the nature of any such ASSESSMENTS. A copy of the notice shall be posted in a conspicuous place on the CONDOMINIUM PROPERTY at least 14 continuous days prior to any meeting. Upon notice to the UNIT OWNERS, the BOARD shall by duly adopted rule designate a specific location on the CONDOMINIUM PROPERTY or ASSOCIATION PROPERTY upon which all notices of UNIT OWNER meetings shall be posted: however if there is no CONDOMINIUM PROPERTY or ASSOCIATION PROPERTY upon which notices can be posted, this requirement does not apply. Unless a UNIT OWNER waives in writing his right to receive notice of a meeting by mail, the notice of any meeting shall be sent by mail, including electronic mail, to each UNIT OWNER.

[The remainder of Section 4.3 of the By-Laws remains unchanged]

Section 4, subsection 4.4, of the Bylaws is hereby amended as follows:

4.4 Approvals of UNIT OWNERS. Any approval by UNIT OWNERS called for by the CONDOMINIUM ACT, or the CONDOMINIUM DOCUMENTS, including but not limited to the approval requirement in Florida Statutes, Section 718.111(8), shall be made at a duly noticed meeting of the UNIT OWNERS and shall be subject to all requirements of the CONDOMINIUM ACT and the CONDOMINIUM DOCUMENTS relating to UNIT OWNER decision making, except that UNIT OWNERS may take action by written agreement, without meetings, on matters for which action by written agreement without meetings is expressly allowed by the foregoing documents or any statute which provides for such action. Written agreement may be supplied and/or accomplished via electronic approval as provided in Section 3.7 herein.

The first sentence of Section 4, subsection 4.13, of the Bylaws is hereby amended as follows:

4.13 Actions Without a Meeting. Any action required or permitted to be taken at any annual or special meeting of the members of the ASSOCIATION, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed, including electronic signature, by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

Section 5, subsection 5.7, of the Bylaws is hereby amended as follows:

5.7 Notice of Meetings. Notice of each meeting of the BOARD shall be given by the secretary, or by any other officer or director, which notice shall state the day, place and hour of the meeting. Except in the case of an emergency where necessary to protect life or property, notice of such meeting shall be delivered to each director either personally or by telephone or telegraph or electronic means, at least 48 hours before the time at which such meeting is to be held, or by first class mail, postage prepaid, addressed to such director at his resident, or usual place of business, at least three days before the day on which such meeting is to be held. Notice of a meeting of the BOARD need not be given to any director who signs a waiver notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened except when a director states, at the beginning of the meeting, an objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the BOARD need be specified in any notice or waiver of notice of such meeting.

Section 5, subsection 5.8 of the By-laws are hereby amended as follows:

5.8 Attendance at BOARD Meetings. Meetings of the BOARD at which a quorum of the members of the BOARD are present shall be open to all UNIT OWNERS and INSTITUTIONAL MORTGAGEES. Non-unit owners shall not be permitted to attend any meetings of the BOARD, including any non-unit owners acting as a duly authorized attorney-in-fact for the UNIT OWNER. Nothing herein shall prohibit the ASSOCIATION's attorney or other professionals or guests from attending a meeting of the BOARD at the request of the BOARD. Any UNIT OWNER may tape record or videotape meetings of the BOARD. The right to attend such meetings includes the right to speak at such meetings with reference to all designated agenda items. The ASSOCIATION may adopt reasonable rules governing the frequency, duration and manner of UNIT OWNER statements. Adequate notice of all meetings, which notice shall specifically incorporate an identification of agenda items, shall be posted conspicuously on the condominium property of each CONDOMINIUM operated by the ASSOCIATION at least 48 continuous hours preceding the meeting, except in an emergency. Any item not included on the notice may be taken up on an emergency basis by at least a majority plus one of the members of the BOARD. Such emergency action shall be noticed and ratified at the next regular meeting of the BOARD. However, written notice of any meeting at which non-emergency special ASSESSMENTS or at which amendment to rules regarding UNIT use will be considered shall be mailed or delivered to the UNIT OWNERS and posted conspicuously on the CONDOMINIUM property of each CONDOMINIUM operated by the ASSOCIATION or ASSOCIATION PROPERTY upon which all notices of the BOARD meetings shall be posted. If there is no CONDOMINIUM PROPERTY or ASSOCIATION PROPERTY upon which notices can be posted, notices of BOARD

meetings shall be mailed or delivered at least 14 days before the meeting s to the OWNER of each UNIT. Notice of any meeting in which regular ASSESSMENTS against UNIT OWNERS are to be considered for any reason shall specifically contain a statement that ASSESSMENTS will be considered and the nature of any ASSESSMENTS. Meetings of a committee to take final action on behalf of the BOARD or make recommendations to the BOARD regarding the ASSOCIATION budget are subject to the provisions of this paragraph; and any other meetings of a committee are exempt from the provisions of this paragraph.

MEADOWS OF ESTERO CONDOMINIUM, INC.
a Florida not-for-profit corporation

Michael Rahe
Witness

By: James Gilman
James Gilman, Jr., President

Michael Rahe
Printed Name of Witness

Witness

Luis A. Riera
Printed Name of Witness

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me, an officer duly authorized to take acknowledgments, by James Gilman, Jr., President of Meadows of Estero Condominium Inc., to me personally known or identified by a drivers' license and who did take an oath, on this 11 day of July, 2012.

Notary Public
Robin M Gillespie
Printed name of Notary
My Commission Expires:

ROBIN M. GILLESPIE
MY COMMISSION #EE111362
EXPIRES: JUL 11, 2015
Bonded through 1st State Insurance