

THIS INSTRUMENT PREPARED BY AND
UPON RECORDATION RETURN TO:

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**AMENDMENT TO BY-LAWS
OF
RESORT VILLAS II AT LOST KEY GOLF & BEACH CLUB
HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

THIS AMENDMENT TO BY-LAWS OF RESORT VILLAS II AT LOST KEY GOLF & BEACH CLUB HOMEOWNERS ASSOCIATION, INC. (this "Amendment") is made this 29th day of JANUARY, 2019 by the Board of Directors (the "Board") of Resort Villas II at Lost Key Golf & Beach Club Homeowners Association, Inc., a Florida corporation not for profit (the "Association").

RECITALS

A. WCI Communities, LLC, a Delaware limited liability company ("Declarant"), recorded that certain Declaration of Covenants and Restrictions for Resort Villas II at Lost Key Golf & Beach Club on December 13, 2016 in Official Records Book 7636, at Page 809 of the Public Records of Escambia County, Florida, as the same may be amended from time to time (the "Declaration"), which contains the By-Laws of the Association (the "By-Laws") as Exhibit "C".

B. Article VII of the By-Laws permits the Board to amend the By-Laws prior to Transfer of Control (as defined in the Declaration) without any requirement or necessity for a vote of the Association membership or for consent by any party whatsoever.

C. Transfer of Control has not yet occurred.

D. The Board desires to amend the By-Laws as set forth herein.

NOW THEREFORE, the Board hereby declares to amend the By-Laws, and every portion of Resort Villas II at Lost Key Golf & Beach Club is to be held, transferred, sold, conveyed, used and occupied subject to this Amendment.

1. Recitals. The foregoing Recitals are true and correct and are incorporated into and form a part of this Amendment.

2. Conflicts. In the event that there is a conflict between this Amendment and the By-Laws, this Amendment shall control. Whenever possible, this Amendment and the By-Laws shall be construed as a single document. Except as modified hereby, the By-Laws shall remain in full force and effect.

3. Definitions. All initially capitalized terms not defined herein shall have the meanings set forth in the By-Laws.

4. Meeting of Members. Article III, Section 2 of the By-Laws is hereby amended as follows:

Section 2. Notice of Annual Meetings. Annual meetings of the Members of the Association shall be held ~~in the fourth quarter of each fiscal year~~ at least once each calendar year on a date and time to be determined by the Board. Notice of the meeting, which shall include an agenda, shall be mailed, delivered, or sent by electronic transmission to each Member listed in the membership book of the Association at the street, post office, or electronic mail address (as applicable) shown therein ("Member of Record") not less than 14 days prior to the meeting. Evidence of compliance with this 14-day notice requirement shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association. In addition to mailing, delivering, or electronically transmitting the notice of any meeting, the Association may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a closed-circuit cable television system serving the Association. When broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and the agenda.

5. Meeting of Members. Article III, Section 5 of the By-Laws is hereby amended as follows:

Section 5. Quorum. Until and including the date of Transfer of Control, a quorum shall be established by Declarant's presence, in person or by proxy, at any meeting. After Transfer of Control, Members present in person or represented by proxy, entitled to cast at least 1/3 of the votes of the membership of the Association, shall constitute a quorum.

[ADDITIONAL TEXT AND SIGNATURES APPEAR ON THE FOLLOWING PAGE]

