

This Instrument prepared by:  
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**CERTIFICATE OF AMENDMENT  
TO THE BYLAWS FOR  
HERITAGE BAY GOLF & COUNTRY CLUB, INC.**

**THE UNDERSIGNED**, being duly elected and acting President and Secretary, respectively, of **Heritage Bay Golf & Country Club, Inc.**, a Florida corporation not-for-profit, do hereby certify that all the resolutions set forth below were approved by the Board of Directors of the Club. The resolutions were approved and adopted by the votes indicated for the purposes of amending the Bylaws for Heritage Bay Golf & Country Club, Inc., which Bylaws was originally recorded in Official Records Book 3989, Page 2218, *et. seq.*, and which may have been subsequently amended, in the Public Records of Collier County, Florida.

1. The following resolutions were approved by at least a majority of the Board of Directors at a duly called Board meeting of the Club:

**RESOLVED:** That the following sections of the Bylaws for Heritage Bay Golf & Country Club be and are hereby amended:

(NOTE: Underlined language is added and ~~cross through~~ language is deleted).

4.2 Number: Qualifications: and Eligibility. Initially the Board of Directors shall consist of three (3) Directors appointed by the Declarant member, who are not subject to removal by the members, and who need not be members of the Club. Each Director elected by the regular members must be a member, or the spouse of a member. Each Director elected by the members to represent a single voting group must be an Owner or the spouse of an Owner of a parcel in the Neighborhoods comprising that voting group. A vacancy is created, and a new Director shall be appointed pursuant to Section 4.5 of these Bylaws, if and when a Director who has been elected by and from a single voting group to represent that single voting group ceases to be eligible to serve that voting group (i.e. the Director is no longer is an Owner or the spouse of an Owner of a parcel in a Neighborhood within the voting group that the Director was elected to represent). At the Turnover Meeting, all Directors then serving shall resign, and the size of the Board shall increase to nine (9) Directors elected by the members, with at least one (1) Directors to be elected by each voting group, as specified by the Declarant in a Supplemental Declaration of Covenants or amendment creating voting groups, to be recorded before the Turnover Meeting as stated in Section 11.6 of the Declaration of Covenants. Any of the remaining seats will be filled at large by the vote of all members. As long as at least 5% of the parcels remain unsold, the Declarant shall be entitled to appoint one additional Director.

4.3 Terms of Office. In order to provide for a continuity of experience by establishing a system of staggered terms of office, at the Turnover Meeting five (5) Directors shall each be elected for a term that ends at the next annual meeting of the Club, and four (4) Directors shall be elected for a term which expires at the annual meeting after the next annual meeting. The first Director in each of the four (4) voting groups who receives the most votes shall be elected to a term which expires at the annual meeting after the next annual meeting and the second Director in each of the four (4) voting groups that is elected, shall be elected for a term that ends at the next annual meeting of the Club. The last seat on the Board shall be elected by all the members of the Club "at-large" and shall be elected for a term that ends at the next annual meeting of the Club. Thereafter, each Director shall be elected for a term of two (2) years, which will end upon final adjournment of the annual meeting in conjunction with which the Director's successor is to be elected. It shall be the intent that the Board will have staggered terms. There is no limit on the number of consecutive terms to which a Director may be elected. A resignation must be in writing to be effective, and may not be revoked once the resignation is tendered and received by the Club.

4.4 Nominations and Elections. The Members in each voting group are entitled to vote in the election of the Director(s) that represents their voting group, as well as in the election of any Directors-at-large.

- (A) Candidates. The Club Board shall adopt and utilize procedures whereby any member or other person eligible to serve as a Director may qualify nominate themselves as a candidate and have his/her name placed on the ballot, by notifying the Club in writing, at least forty-five (45) days in advance of the election, of his/her desire to be a candidate for any vacancy which he/she is eligible to fill and include a one page candidate information sheet, if any. To the extent that any person desiring to run for the Board owns multiple properties located in more than one voting group, and is therefore eligible to run as a candidate from multiple voting groups, that candidate is only eligible to run and be placed on the ballot to run for the Board from one voting group. In addition, all candidates running for the Board must designate in writing whether they wish to run and be placed on the ballot from their voting group or run as a candidate "at-large" but not both. All eligible persons giving timely written notice of desire to be a candidate shall be listed alphabetically by surname on any ballots disturbed or used by the Club. Candidates may also be terminated in any other way permitted by law.
- (B) Election and voting materials. Candidates shall have reasonable opportunity to communicate their qualifications to the voting members and to solicit votes at their own expense. Any written materials distributed to the members of the Club regarding any election shall be non-partisan, and Club funds shall not be used in any way to promote the election of any candidate over another. No ballot or other election materials used by the Club shall endorse, disparage, or comment on any candidate or indicate whether a candidate is an incumbent, however, the Club shall duplicate and distribute without editing brief resumes of background and qualifications candidate information sheets provided by any candidates who would like it distributed. The ballots and all other election and voting materials shall be distributed by the Club with the notice of annual meeting described in section 3.5 above.
- (C) Balloting. Elections shall be by written ballot. The candidate within each voting group who receives a plurality of the votes shall be elected. The balloting for at-large seats (if any) shall be separate. Each member may cast as many votes as there are Director to be elected by his Group, but not more than one vote for any candidate. Each member may also cast one vote for each Director to be elected at-large, if any, it being the intent hereof that cumulative voting is prohibited. ~~A member may waive the right of secrecy of his ballot. Election ballots shall be cast by the members directly with their Neighborhood Association, which shall count the ballots at a Neighborhood Association Board Meeting which is properly noticed and open to all owners in the Neighborhood, and deliver the certified results and the ballots to the Secretary of the Club in a sealed envelope, no later than 5:00 p.m. on the day before the election. Any ballots received after the first vote is counted at the Neighborhood Association Board Meeting shall be invalid.~~ The Club shall conduct Board elections for each voting group and for the Board member elected at-large. The Club will furnish the notice of the Annual Meeting to each member which will include: (i) the names of all candidates and any candidate information sheets if timely furnished by the candidate and which must be limited to one page, (ii) ballots which bear a marking or color indicating the voting group, (iii) a return envelope to be used to return the ballot which envelope may, but is not required to, bear a marking or color indicating the voting group for which the ballot is being returned, and (iv) the time and place for counting ballots at which any member may be present to observe the tallying of votes for each voting group. In order to be valid and counted, all ballots must either be signed by the member eligible to cast the vote or, alternatively, the member casting the ballot must sign and print their name and identify the member's Heritage Bay address on the outside of the return envelope. Either the ballot itself on the outside ballot envelope must be signed by the member casting the vote. Original ballots must be returned and delivered to the Club by 5 P.M. EST on the day before

the date of the annual meeting to be counted. Faxes, copies, or emails containing ballots will not be counted and must be disregarded.

**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 29 day of February, 2012.

**HERITAGE BAY GOLF & COUNTRY CLUB INC.**

WITNESS:  
Karen Hughes  
Print name: KAREN HUGHES

By: Amy Burk  
Printed: ANTHONY BURDET  
Title: President

WITNESS:  
Tara Cruz  
Print name: Tara Cruz

Attest: [Signature]  
By: [Signature]  
Printed: Bryan West  
Title: Secretary

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 2/29/12 day of FEB, 2012, by ANTHONY BURDET President of Heritage Bay Golf & Country Club, Inc., a non-profit Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_, as identification and did not take an oath.



[Signature]  
Notary Public

Printed Name of Notary  
**Deanna J. Craft**

STATE OF FLORIDA )  
COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 2/29 day of FEB, 2012, by BRYAN WEST, Secretary of Heritage Bay Golf & Country Club, Inc., a non-profit Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced \_\_\_\_\_, as identification and did not take an oath.

[Signature]  
Notary Public

Printed Name of Notary  
**Deanna J. Craft**

(SEAL)

