

**AMENDMENT TO BYLAWS
OF
EMERALD PRESERVE – SUMERLIN HOMEOWNERS ASSOCIATION, INC.**

This Amendment is made the 9th day of July 2010 by Emerald Preserve – Sumerlin Homeowners Association, Inc, a Florida non-profit corporation (the “Association”).

RECITALS

A. Pursuant to the provisions of Article XIII, Section 1 of the Bylaws the Board of Directors of the Association (“Board”) has the power to amend the Bylaws at a regular or special meeting of the Board by majority vote of the Directors.

B. A meeting of the Board was held on July 9th 2010 at 6:00 p.m. after proper notice was given.

C. A quorum of the Board was in attendance, whereupon motion duly made and seconded the following amendments to the Bylaws was duly adopted by a majority vote of the Board.

AMENDMENTS

1. Article III, Section 3 shall read as follows:

Notice of Meeting & Proxy Voting.

a. Written notice of each meeting (the "Notice of Meeting") of the Members shall be given to each Member by or at the direction of the Secretary or person authorized to call the meeting at least fifteen (15) days, but no more than ninety (90) days before such meeting by (i) hand delivery to each Parcel; (ii) by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association for the purpose of notice; or (iii) by electronically transmitting (to those Members who consent to receive notice by electronic transmission) a copy of such notice to the Member's electronic mailing address last appearing on the books of the Association for the purpose of notice. The Notice of Meeting shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

b. The Notice of Meeting may also (i) designate a representative of the Secretary (or representatives) to accept proxies and specify an address where signed proxies must be delivered; and (ii) specify a deadline (which, absent approval of the Board, may not be sooner than 7 days after the date the notice is given) for delivering the signed proxies. The designated representative(s) shall be a licensed community association manager, employee of a licensed community association management firm, or an active member of the Florida Bar employed by the Association. Failure to designate a representative, specify an address or specify a deadline will not affect the validity of the

notice. The Notice of Meeting may also include a proxy form and a ballot for the Member to direct the proxy holder in the exercise of the Member's vote at the meeting. The Notice of Meeting may also include a voter authorization certificate to designate the person authorized to exercise the voting rights for a Parcel.

c. Any Member may waive such notice by a writing signed by such Member, and such waiver, when filed in the records of the Association before, at or after the holding of the meeting, shall constitute notice to such Member. Attendance of a Member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objection to the place of meeting, the time of meeting, or the manner in which it has been called or convened, unless the Member attends the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

2. Article III, Section 6 shall read as follows:

Proxies. At all meetings of the Members, each Member may vote in person or by proxy. Votes made by proxy will be valid and counted for the purposes of establishing a quorum and for election of directors if they comply with the following requirements:

(i) The proxy must be in writing and signed by the Member. Proxies do not need to be acknowledged by a Notary Public.

(ii) The proxy must be dated, and state the date, time, and place of the applicable meeting.

(iii) If the Notice of Meeting includes a proxy form or a ballot form, then the proxy (and ballot if applicable) must be executed on such form. Ballots may not be voted without an accompanying proxy, and a proxy which is not accompanied by a ballot may be counted for quorum purposes only.

(iv) If the Notice of Meeting designates a representative or representatives to accept signed proxies, or an address for delivery of signed proxies, then a Member must either hand deliver the proxy directly to a designated representative or mail the signed proxy to the specified address, and signed proxies may not be delivered by any other means.

(v) If the Notice of Meeting specifies a deadline for delivery of signed proxies, then prior to the deadline, the proxies must be delivered to the designated representative (or to the Secretary if there is no designated representative) or postmarked by the U.S. Postal Service for delivery to the specified address. If the Notice of Meeting does not specify a deadline, then proxies (i) must be received by a designated representative (or the Secretary if there is no designated representative) prior to the meeting, and (ii) may also be hand delivered to the designated representative (or to the Secretary if there is no designated representative) no later than the establishment of a quorum at the meeting;

provided however, such hand delivery must be personally effected by the Member granting the proxy.

(vi) If the Parcel is owned by an entity or by two or more persons, then (unless the owners of the Parcel have previously completed and filed a voter authorization certificate) the Proxy must be accompanied by a completed voter authorization certificate.

Proxies (and ballots) which do not comply with the above requirements shall not be valid and the holder of an invalid proxy may not cast a vote for the grantor of the proxy at the meeting. Invalid proxies will not be counted for the purposes of establishing a quorum. If a meeting is lawfully adjourned for lack of a quorum or otherwise, then the Secretary may, by announcement at the meeting, extend the deadline for delivery of proxies, and any proxies delivered by the new deadline (including previously delivered proxies) shall be valid, provided such proxies otherwise comply with the above requirements.

If a Member voting by proxy furnishes the proxy holder with a ballot, then the proxy holder shall exercise such vote in accordance with the ballot. If a new candidate, not named on the ballot accompanying the proxy, is nominated at the annual meeting, then the proxy holder shall nonetheless exercise the vote for the original candidate selected by the Member granting the proxy. If the candidate selected by the Member granting the proxy withdraws from the election, or is disqualified prior to the election, then the proxy holder shall not cast a vote.

A proxy may permit the holder to appoint in writing a substitute holder. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy is not valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the Member who executes it.

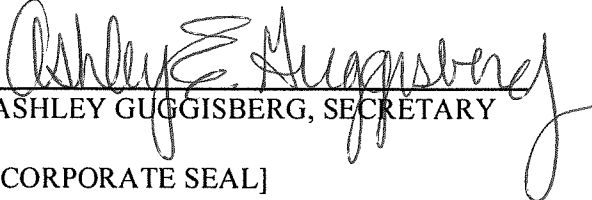
3. Article IV, shall include Section 8 as follows:

Holdover Directors. If there is no quorum of Members at the annual meeting and the election of Directors referenced in Article IV, Section 3, cannot be held, then, the Board may, but is not required to, adjourn the meeting to a later date to attempt to establish a quorum. If no election can take place for lack of quorum (at the original date or if applicable on the adjourned date) the existing Directors whose seats would have been up for election at the annual meeting ("Holdover Directors"), shall serve for a new three (3) year term, as if re-elected at meeting. If any Holdover Directors resign, or are removed from office, their successors shall be appointed by the Board in the manner provided in the Articles for filling vacancies, and the appointees shall serve for the balance of the three (3) year term.

MISCELLANEOUS

4. **Severability.** If any part or parts of this Amendment, or the application thereof in any manner, is found by a court of competent jurisdiction to be illegal, invalid, unlawful, void or unenforceable as written for any reason, then it is the intent of the Board that any such part or parts shall be given force and effect to the fullest possible extent that they are legal, valid and enforceable, that the remainder of this Amendment and the application of such part or parts shall be deemed valid and enforceable to the fullest extent possible and continue in force and effect.

THE PRECEDING AMENDMENT TO BYLAWS WAS DULY ADOPTED BY THE BOARD
ON JULY 9th 2010.


ASHLEY GUGGISBERG, SECRETARY
[CORPORATE SEAL]

