

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

This Amendment is made the \_\_\_\_ day of January, 2011 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 January 12, 2011 at 7:10 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 is deleted and substituted with the following verbiage:**

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. The Notice of Meeting may also include a proxy form (the "Proxy Form") approved by the Board, and a ballot approved by the Board (the "Ballot Form") 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. In order to accommodate voting by secret ballot, the Notice of Meeting shall include both an inner envelope with no identifying markings for insertion of the completed ballot; and an outer envelope with a printed area for the name of the Member casting the ballot, the lot owned by such Member, and the signature of the Member casting that ballot. The proxy accompanying the ballot must be inserted

in the outer envelope not the inner envelope. However, if the Notice of Meeting is sent by electronic transmission, then in lieu of sending the envelopes, the Notice of Meeting shall include a statement that ballots must be cast in accordance with the provisions of Section 720.306(8)(b) and designate a location where a Member can obtain the envelopes to use in casting a ballot.

b. The Notice of Meeting may also (i) designate a representative of the Secretary (or representatives) to accept each proxy and ballot and specify an address where each signed proxy and ballot must be delivered; and (ii) specify a reasonable deadline for delivering each proxy and ballot. 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.

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 is deleted and substituted with the following verbiage:**

6. 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 personally signed by the Member (electronic or facsimile signatures shall not be allowed). 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 deliver the proxy and ballot to a designated representative or mail the signed proxy and ballot to the specified address, and signed proxies and ballots 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 and ballots 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 and ballots (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 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.

(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, Section 8 deleted and substituted with the following verbiage:**

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 until their successors are appointed by the Board. Upon such occurrence, the Board shall within sixty (60) days after the scheduled date of the annual meeting (or adjourned date if applicable) make appointments to serve as Directors for the seats which were up for election in the same manner provided in the Articles for filling vacancies, and the appointees shall serve for the balance of the three (3) year term. The Directors may re-appoint the Holdover Directors to their current seat.

**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.

Except as otherwise provided herein, the previously amended Bylaws shall remain in effect.

THE PRECEDING AMENDMENT TO BYLAWS WAS DULY ADOPTED BY THE BOARD ON JANUARY \_\_\_\_, 2011.

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ASHLEY GUGGISBERG, SECRETARY

[CORPORATE SEAL]