

**CERTIFICATE OF AMENDMENT
TO THE
BYLAWS OF MAGNOLIA LAKES RESIDENTS' ASSOCIATION, INC.**

A Corporation Not-For-Profit Under
the Laws of the State of Florida

The Bylaws for Magnolia Lakes Residents' Association, Inc. has been recorded in the public records of St. Lucie County, Florida at Official Records Book 3297, Page 1305, et. seq. Magnolia Lakes Residents' Association, Inc., by its duly authorized officers, hereby certifies that the Amendment to these Bylaws was approved by the Board of Directors at a duly convened Board Meeting held on April 20, 2011, and by the membership by vote sufficient for approval by written consent in lieu of a Members Meeting.

1. Article VII is amended to read as follows:

Section 1. The Annual Meeting of the members shall be held each year during the month of February at such time and place as shall be determined by the Board of Directors.

Section 2. All Directors shall be members of the Association. Members of the Board of Directors shall be nominated and elected at the Annual Meeting in accordance with the following process:

2.1 The members of the Board shall be elected by written ballot which may be mailed in or cast in person at the Annual Meeting. Proxies may not be used in electing members to the Board of Directors.

2.2 At least sixty (60) days before the Annual Meeting and Election, the Association shall mail, deliver or electronically transmit to each Lot Owner entitled to vote, a First Notice of the date, time and place of the Annual Meeting and Election.

2.3 A written Notice of Intent to be a Candidate for Election to the Board of Directors shall be included in the mailing of the First Notice of Annual Meeting.

2.4 Any Association member desiring to be a candidate for the Board must submit his or her written notice of intent to be a candidate to the Association not less than forty (40) days before the scheduled

election. Upon the request of a candidate, an information sheet no larger than 8 1/2" by 11", which must be furnished by the candidate at least thirty-five (35) days before the election, must be included with the mailing, delivery or transmission of the election ballot.

- 2.5 Not less than fourteen (14) days prior to the Annual Meeting and Election, the Association shall mail, deliver or electronically transmit a Second Notice of Annual Meeting and Election to all Lot Owners together with a ballot that lists all candidates, who timely submitted a notice of intent to run for the Board. The Ballot form shall also include blank spaces for write-in candidates who may be nominated from the floor at the Annual Meeting in number equal to the number of Director seats to be filled at the Election.
- 2.6 Notwithstanding anything to the contrary in the foregoing, any member may be nominated from the floor during the Annual Meeting to run as a candidate for election to the Board of Directors.
- 2.7 Election shall be decided by a plurality of the ballots that have been cast.
- 2.8 Any Lot Owner who needs assistance in casting the ballot for reasons stated in Florida Statute §101.051 may obtain such assistance.

(The balance of Article VII remains unchanged)

2. The foregoing amendment to the Bylaws of Magnolia Lakes Residents' Association, Inc. was adopted by the board by a vote sufficient for approval at a Board Meeting held on April 20, 2011 and by the membership by vote sufficient for approval by written consent in lieu of a Members Meeting.

3. The adoption of this amendment appears upon the minutes of said meeting and are unrevoked.

4. All provisions of the Bylaws of Magnolia Lakes Residents' Association, Inc. are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 16 day of June, 2011.

WITNESSES AS TO PRESIDENT:


By: James Tortora

Printed Name: Gail Logan
Gail Logan

IT's, President

Tom Krol
Printed Name: Tom Krol

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was acknowledge before me on 6/16/11, 2011, by James Tortora, as President of Magnolia Lakes Residents' Association, Inc. who is personally known to me, or [] who has produced identification [Type of Identification: _____].



Notarial Seal

Gail Logan
Notary Public **Gail Logan**

WITNESSES AS TO SECRETARY:

Gail Logan
Printed Name: Gail Logan

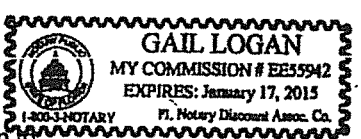
Janet Younce
By: Janet Younce
IT's, Secretary.

Tom Krol
Printed Name: Tom Krol

STATE OF FLORIDA
COUNTY OF St. Lucie



The foregoing instrument was acknowledge before me on 6/14, 2011, by Janet Younce, as Secretary of Magnolia Lakes Residents' Association, Inc. who is personally known to me, or [] who has produced identification [Type of identification: _____].



Notarial Seal

Gail Logan
Notary Public **Gail Logan**

Record and Return to:
ROSS EARLE & BONAN, P.A.
Post Office Box 2401
Stuart, FL 34995

BYLAWS
OF
MAGNOLIA LAKES
RESIDENTS' ASSOCIATION, INC.

TABLE OF CONTENTS

Page

ARTICLE I 1

ARTICLE II 1

ARTICLE III 1

ARTICLE IV 1

ARTICLE V 1

ARTICLE VI 6

ARTICLE VII 7

ARTICLE VIII 9

ARTICLE IX 9

ARTICLE X 9

BYLAWS
OF
MAGNOLIA LAKES
RESIDENTS' ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

All defined terms used in these Bylaws shall have the meaning assigned to them in the Declaration of Restrictions and Protective Covenants for Magnolia Lakes.

ARTICLE II

LOCATION

Section 1. The principal office of the Association shall be 7777 Glades Road, Suite 410, Boca Raton, Florida 33434.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided in the Declaration to which the Properties are subject.

ARTICLE IV

FISCAL YEAR

Section 1. The fiscal year of the Association shall be the calendar year.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Subsequent to the appointment of directors by the Class B Member, as provided in the Articles of Incorporation, the directors of the Association shall be elected at the annual meeting of the members. The election procedure is set forth in Article VII of these Bylaws.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the directors elected by the Class B Member including those named in the Articles of Incorporation may be removed only by the Class B Member.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of association members, provided the majority of the members of the elected Board are present. Any action taken at such meeting shall be by a majority of the Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty days after the annual meeting of members upon three days' notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within St. Lucie County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. Notice of regular meetings shall be posted in a conspicuous place on the Association Property at least 48 hours in advance, except in an emergency. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board and may be held at any place or places within St. Lucie County, Florida, and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, except in the event of an emergency, shall be (i) posted in a conspicuous place on the Association Property at least 48 hours in advance or (ii) given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of a majority of the members of the Board to each member of the Board not less than seven days prior to the scheduled date of the special meeting by mail, telegraph, overnight courier, hand delivery or telecopy. Emergency meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the directors. Notices of all meetings of the board of directors will comply with Chapter 720, Florida Statutes.

Section 8. No Director shall receive any compensation from the Association. A Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

Section 9. Subject to the provisions of Section 10 of this Article, all meetings of the Board shall be open to all Members, but no Member other than Directors may participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the Board may limit the time that any Member may speak.

Section 10. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing,

setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

Section 11. The Board of Directors shall be responsible for maintaining the official records of the Association in accordance with Florida Statute § 720.303, as may be amended from time to time. The said official records of the Association shall be available for examination by the Owners and mortgagees, their duly authorized agents, accountants, or attorneys, during reasonable times and places which shall be at least ten (10) business days after receipt of a written request for examination. All financial and accounting records of the Association shall be kept according to good accounting practices.

The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the Managing Agent or Manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by Chapter 720, Florida Statutes, together with these Bylaws, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- a. preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the Common Expenses;
- b. making assessments to defray the Common Expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment, which may be payable in annual, semi-annual, or quarterly installments, as determined by the Board of Directors;
- c. providing for the operation, care, upkeep, and maintenance of all of the Common Areas;
- d. designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
- e. collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association; the reserve fund may be deposited, in the directors' best business judgment, in depositories other than banks;
- f. making and amending rules and regulations;
- g. opening of bank accounts on behalf of the Association and designating the signatories required;

h. making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty;

i. enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association after receiving the proper authorization, if any, required by the Declaration;

j. obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

k. paying the cost of all services rendered to the Association or its Members and not chargeable to Owners;

l. keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the Owners and mortgagees, their duly authorized agents, accountants, or attorneys, during general business hours on working days at the time and in a manner that shall be set and announced by the Board of Directors for the general knowledge of the owners. All books and records shall be kept in accordance with generally accepted accounting practices;

m. make available for review to any prospective purchaser of a Lot, any Owner of a Lot, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Unit, current copies of the Declaration, the Articles of Incorporation, the Bylaws, rules governing the Lot and all other books, records, and financial statements of the Association; and

n. permit utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties.

o. exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to members in the Declaration of Restrictions and Protective Covenants for the Property or in the Articles of Incorporation of the Association.

Section 12. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws, other than the powers set forth in subparagraphs a, b, f, g and i of Section 11 of this Article. The Declarant, or an affiliate of the Declarant, may be employed as managing agent or manager. No management contract may have a term in excess of one (1) year and must permit termination by either party without cause and without termination fee on ninety (90) days, or less, written notice.

Section 13. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

- a. accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- b. accounting and controls should conform with established AICPA guidelines and principles, which require, without limitation, (i) disbursements by check requiring two (2) signatures, and (ii) cash disbursements limited to amounts of Seventy-Five (\$75.00) Dollars and under;
- c. cash accounts of the Association shall not be commingled with any other accounts;
- d. no remuneration shall be accepted by a managing agent from vendors, independent contractors, or others Providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association;
- e. any financial or other interest which a managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors; and
- f. an annual report consisting of at least the following shall be prepared within sixty (60) days after the close of the fiscal year: (1) financial statements presented in conformity with generally accepted accounting principles; or (2) a financial report of actual receipts and expenditures, cash basis, showing the amount of receipts and expenditures by classification and the beginning and ending cash balances of the association. The Association shall provide each Member with a copy of the annual report or with written notice that a copy of the financial report is available upon request at no charge to the Member.

Section 14. The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Areas without the approval of the Members of the Association; provided, however, the Board shall obtain Member approval in the same manner provided in the Declaration for special assessments in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed five (5%) percent of the budgeted gross expenses of the Association for that fiscal year.

Section 15. The Board shall have the power to impose reasonable fines, which shall constitute a lien upon the property of the violating Owner, and to suspend an Owner's right to vote or to use the Common Area for violation of any duty imposed under the Declaration, these Bylaws, or any rules and regulations duly adopted hereunder; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit ingress and egress to or from a Lot. In the event that any occupant of a Lot violates the Declaration, Bylaws, or a rule or regulation and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board, the fine shall constitute a lien upon the Lot in which the occupant resides, and the Owner shall pay the fine upon notice from the Association. The failure of the Board to enforce any provision of the

Declaration, Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the Board to do so thereafter.

a. Notice. Prior to imposition of any sanction here-under, the Board or its delegate shall serve the alleged violator with written notice describing (i) the nature of the alleged violation, (ii) the proposed sanction to be imposed, (iii) a period of not less than fourteen (14) days within which the alleged violator may present a written request to the committee designated by the Board, if any, or Board of Directors for a hearing; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within fourteen (14) days of the notice. If a timely challenge is not made, the sanction stated in the notice shall be imposed.

b. Hearing. If a hearing is requested in a timely manner, the hearing shall be held in executive session before the body specified in the notice which shall afford the Owner a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, Director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or his designated representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. The hearing shall be conducted in accordance with Florida Statute 720.305.

c. Appeal. If the hearing is held before a body other than the Board, then the violator shall have the right to appeal the decision to the Board of Directors. To perfect this right, a written notice of appeal must be received by the manager, President, or Secretary of the Association within thirty (30) days after the hearing date.

d. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provision of the Declaration, these Bylaws, or the rules and regulations of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity for compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation for abatement is sought shall pay all costs, including reasonable attorney's fees actually incurred.

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members, as herein set forth in Article VII.

Section 2. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 3. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the Board of Directors where notice of such meetings is required by law or in these Bylaws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 4. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 5. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. Subsequent to such time the Class A Members are entitled to elect a director, a meeting of members shall be held annually at such time and place as shall be determined by the Board of Directors.

Section 2. For election of members of the board of directors, members shall vote in person at a meeting of the members or by proxy.

Section 3. The Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of

the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

Section 4. Special meetings of the members may be called for any purpose at any time by the President or a majority of the members of the Board of Directors.

Section 5. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, (postage thereon fully paid), by overnight courier or by telecopy transmittal, to his address appearing on the records of the Association. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed, personally delivered, overnight couriered or telecopied at least five (5) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meetings shall be given or sent as therein provided.

Section 6. The presence at the meeting of members entitled to cast thirty percent (30%) of the Class A membership votes shall constitute a quorum for any action governed by these Bylaws.

Section 7. If any meetings of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that Members representing at least twenty-five (25%) percent of the total votes of the Association remain present, and provided further that any action taken shall be approved by at least a majority of the Members required to constitute a quorum.

Section 8. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. Roberts Rules of Order shall govern the conduct of meetings.

Section 9. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE VIII

COMMITTEES

Section 1. The Architectural Control Board shall be a standing committee of the Association. The Board of Directors may appoint such other committees as it deems advisable.

Section 2. The Architectural Control Board shall be appointed, shall serve and shall have the duties and functions as described in the Declaration. A party aggrieved by a decision of the Architectural Control Board shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, so that the Board of Directors may review such decision. The determination of the Board of Directors, upon reviewing such decision of the Architectural Control Board, shall in all events be dispositive.

ARTICLE IX

BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member of the Association.

ARTICLE X

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by the affirmative vote of Members representing two-thirds of the total votes in the Association; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration of Restrictions and Protective Covenants referred to herein may not be amended except as provided in such covenants. Notwithstanding anything herein to the contrary, for so long as the Developer as described in the Articles of Incorporation of the Association has the right to appoint the entire Board of Directors of the Association, the Class B Member shall be permitted to unilaterally amend these Bylaws. For so long as the Developer has the right to appoint the entire Board of Directors of the Association, no amendment of these Bylaws shall be effective without the consent of the Developer. For so long as the Developer owns any portion of the Property, no amendment affecting the rights of Developer or its successor or assigns, as Developer granted hereunder shall be effective without the prior written consent of said Developer and/or its successors or assigns, as Developer, as applicable.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the said Declaration shall control.

I hereby certify that the foregoing Bylaws of Magnolia Lakes Residents' Association, Inc. were duly adopted by the Board of Directors of said association in a meeting held for such purpose on this ____ day of _____, 2002.

Doug Flinn, Secretary

