

This instrument prepared by and)
 should be returned to:)
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 Elizabeth A. Lanham-Patrie, Esq.)
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**CERTIFICATE OF FIRST AMENDMENT TO
 THE BYLAWS OF VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC.**

THIS IS TO CERTIFY that the following language amending Article IV, Section 1 constitutes the First Amendment to the Bylaws of Vizcaya Master Homeowners' Association, Inc., which was originally recorded as Exhibit "C" to the Master Declaration of Covenants, Conditions and Restrictions for Vizcaya in Official Records Book 6094, Page 2454 of the Public Records of Orange County, Florida. The Master Declaration of Covenants, Conditions and Restrictions for Vizcaya is recorded in Official Records Book 6094, Page 2377 of the Public Records of Orange County, Florida. Pursuant to the requirements in Article X of the Bylaws, the First Amendment was duly and properly adopted by the affirmative vote of a majority of the Board of Directors at a duly-noticed meeting of the Board of Directors on May 7, 2015.

Article IV, Section 1 of the Bylaws be amended to read as follows:

Section 1. Board of Directors; Selection; Terms of Office. The affairs of the Association shall be managed by a Board of Directors consisting of three (3), five (5), seven (7), or nine (9) members, **as determined by the Board.** ~~The initial Board of Directors shall consist of three (3) Directors who shall be selected by the Declarant. The Declarant shall have the sole right to appoint and remove any member or members of the Board of Directors of the Association pursuant to Article III of the Master Declaration so long as Declarant shall own more than ten percent (10%) of the Residential Units in the Properties. Thereafter, the members of the Board shall be determined as set forth in Article III of the Master Declaration.~~ **Directors shall be elected in accordance with Chapter 720, Florida Statutes, these governing documents, and election procedures established and utilized by the Board of Directors. Not less than sixty (60) days before a scheduled election, the Association shall mail, or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, and including electronic transmission for those Members who have so consented, to each Member entitled to vote, a first notice of the date of the election. Any eligible person who nominates himself to be a candidate may do so no later than forty (40) days prior to the Annual Meeting and may also submit a resume by such deadline on one side of an 8 and 1/2" x 11" sheet of paper. Nominations from the floor shall not be accepted. Not less than fourteen (14) days prior to the Annual Meeting, the Association shall send a Second Notice of Annual Meeting to all Members, along with either an election ballot for the election of Directors, any timely**

Additions to text are indicated by **bold underline**; deletion by ~~strikeout~~.

submitted candidates' resumes, a proxy and any other documents in the Board's discretion. The election ballot shall contain the names of all candidates who nominated themselves in a timely manner, listed in alphabetical order by surname. If a voter checks off the names of more candidates than the number of Directors to be elected, the election ballot shall not be counted for the election. Directors shall be elected by majority vote of the Members. The candidates who are elected shall take office upon the adjournment of the Annual Meeting.

The use of secret balloting provided for in Section 720.306(8), Florida Statutes, shall be followed. Ballots must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the member, the lot or parcel for which the vote is being cast, and the signature of the lot or parcel owner casting that ballot. If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that lot or parcel, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a lot or parcel, the ballots for that lot or parcel shall be disqualified. The Board may require all ballots to be received by the Association at some point prior to the Annual Meeting so that the votes can be tallied prior to the Annual Meeting and the results announced at the Annual Meeting. No election shall be necessary if the number of candidates is less than or equal to the number of vacancies.

[Signatures on Next Page]

Additions to text are indicated by **bold underline**; deletion by ~~strikeout~~.

Executed at Orlando (city), Orange County, Florida, on this the 15th day of May, 2015.

Signed, sealed and delivered in the presence of:

VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC.

Nancy Continelli
Printed Name: Nancy Continelli
Ariel Clarke
Printed Name: Ariel Clarke

By: [Signature]
Printed Name: Randolph Pinna
Title: President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of May, 2015, by Randolph Pinna, as President of VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or [] has produced as identification.

(NOTARY SEAL)



KHATUNA BEZHITASHVILI
MY COMMISSION # EE 685744
EXPIRES: May 23, 2015
Bonded Thru Budget Notary Services

[Signature]

NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Khatuna Bezhitashvili
Commission No.: 685744
Commission Expires: May 23, 2015

ACTIVE: V22980/355542:7071115_1_BPATRIE

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