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INSTRUMENT # 2013056698 2 PGS  
2013 APR 24 10:06 AM  
KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA  
JOLSON Receipt#1613450

THIS INSTRUMENT PREPARED BY  
AND RETURN TO:  
KEVIN L. EDWARDS, ESQ.  
BECKER & POLIAKOFF, P.A.  
6230 UNIVERSITY PARKWAY, SUITE 204  
SARASOTA, FL 34240

**CERTIFICATE OF AMENDMENT  
TO THE  
BYLAWS  
OF  
MUIRFIELD HEATH HOMEOWNERS ASSOCIATION, INC.**

The undersigned officers of Muirfield Heath Homeowners Association, Inc., a not for profit Florida corporation organized and existing to operate and govern Single-Family Homes in Muirfield Heath of The Meadows, Unit 4, according to the original Declaration of Restrictions, thereof as recorded in the public records of Sarasota County in O.R. Book 1545, Page 276, et seq., which encloses as an exhibit the original Bylaws, hereby certifies that the following amendment to the Bylaws was duly adopted by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors, as required by Article XV of the Bylaws and in accordance with applicable law at a duly convened Board Meeting held on January 15, 2011.

(Additions indicated by underlining, deletions by ~~strike-through~~)

**1. Amendment to Article V, to read as follows:**

**BOARD OF DIRECTORS**

1. The affairs of the Association shall be managed by a Board of Directors consisting of ~~three directors~~ no more than five directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

2. The election of Directors shall be conducted in the following manner:

(a) Election of Directors shall be held at the annual members' meetings.

(b) A nominating committee of five (5) members shall be appointed by the Board of Directors not more than thirty (30) days prior to the annual members' meeting.

The committee shall nominate one person for each Director then serving whose term is expiring. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominating may be made from the floor.

(c) The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors.

(e) Any Directors may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting, provided however, the consent of Monarch Homes of Sarasota, Inc., or its successors or assigns shall be required for removal of a Director appointed by it.

(f) Provided, however, Monarch Homes of Sarasota, Inc., as Developer of Muirfield heath, or its successors, nominees or assigns, shall have the right to remove any director appointed by it, and to fill any vacancy created by the death, resignation or inability to serve further as to any Director appointed by it.

MUIRFIELD HEATH HOMEOWNERS  
ASSOCIATION, INC.

By: William J. Hoegel  
William J. Hoegel, President

Attest: Mary Marden  
Mary Marden, Secretary

Marilyn J. Aiello  
Witness Signature

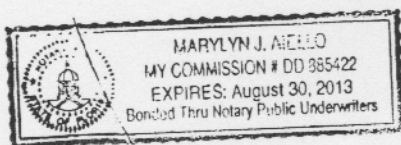
Marilyn J. Aiello  
Printed Name

Richard C. Aiello  
Witness Signature

Richard C. Aiello  
Printed Name

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of APRIL 2013 by William J. Hoegel, as President and Mary Marden, as Secretary of MUIRFIELD HEATH HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced \_\_\_\_\_ as identification. If no type of identification is indicated, the above-named persons are personally known to me.



Marilyn J. Aiello  
Notary Public  
Printed Name MARYLYN J. AIELLO  
State of Florida  
My Commission Expires 8-30-13

ACTIVE: 3061781\_1

BOARD RESOLUTION

MUIRFIELD HEATH HOMEOWNERS ASSOCIATION, INC.

JAN 15 <sup>2011</sup>  
~~2010~~  
(DATE OF BOARD MEETING)

In accordance with Article XIV of the Articles of Incorporation and Article XV of the Bylaws, the Board of Directors hereby approves the attached amendments to the Articles of Incorporation and the Bylaws. The number of Board members who voted in favor of this Resolution is 5. The number of Board members who voted against this Resolution is 0.

WITNESSES:  
(TWO)

MUIRFIELD HEATH HOMEOWNERS ASSOCIATION, INC.

[Signature]  
Signature

BY: [Signature]  
William J. Hoegel, President

MARVIN J. AIELLO  
Printed Name

Date: 1-26-11

[Signature]  
Signature

PATRICIA B. HOEGEL  
Printed Name

ATTEST: [Signature]  
Mary Marden, Secretary

Date: 1/26/11

(CORPORATE SEAL)