

**AMENDMENT TO THE BYLAWS OF LELY RESORT MASTER PROPERTY
OWNER ASSOCIATION, INC.**

NOTE: WORDS BEING ADDED ARE UNDERLINED AND WORDS BEING REMOVED ARE ~~STRUCK THROUGH~~.

**ARTICLE V
MEETINGS OF THE MEMBERSHIP**

Section 7. QUORUM: A quorum shall be ~~Fifty One~~Thirty Percent (~~51~~30%) of the voting interests of the membership as represented by the Neighborhood Voting Representative, including all of the votes of Lely Development Corporation. ~~Members may be~~ present in person or by proxy. A quorum may transact any business of the Corporation, except as otherwise provided by Florida Statutes. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat via their Neighborhood Voting Representative, present in person or represented by written proxy, shall have the power to adjourn the meeting from time to time without notice, other than an announcement at the meeting until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be presented or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 8. VOTE REQUIRED TO TRANSACT BUSINESS: When a quorum is present at any meeting, the vote of a majority of the voting interests of the members as represented by the Neighborhood Voting Representatives who are present and voting, in person or represented by written proxy, shall decide any question brought before the meeting unless the question is one upon which by express provisions of the Statutes or the Certificate of Incorporation or of these By-Laws a different vote is required, in which case such expressed provisions shall govern and control the decision of such question.

Section 9. WAIVER AND CONSENT: Whenever the vote of the members at a meeting is required or permitted by any provisions of the Statutes or the Certificate of Incorporation, the Declaration or these By-Laws, to be taken in connection with any action of the corporation, the meeting and vote of the members may be dispensed with if all the minimum number of the voting interests of the members as represented and cast by the Neighborhood Voting Representatives who would have been entitled to vote if such meeting were held, shall consent in writing to such action being taken.

Section 10. MASTER ASSOCIATION VOTING: All votes of Members and Owners as defined in the Declaration of General Protective Covenants, Conditions and Restrictions for Lely Resort shall be cast by their respective Neighborhood Voting

Representative via “block voting” which shall be implemented and administered as follows:

A. “Block Voting” means a voting mechanism wherein all possible votes cast by the Master Association Members and Owners in a Neighborhood (based on the total number of Units or Lots or Apartment Units within the Neighborhood or commercial parcel with voting rights), are cast either uniformly (i.e. entirely “for” or entirely “against”) or in the proportions of actual votes relative to the total possible votes within the Neighborhood (i.e. if 65% of the votes cast were “for” and 35% were “against” then 65% of the total possible votes in the Neighborhood will be cast “for” and 35% will be cast “against”) for a given Master Association proposal at a Master Association membership meeting by the Neighborhood’s designated Voting Representative, based on the procedure mandated in the Neighborhood’s governing documents and if the Neighborhood’s governing documents contain no procedure then the votes shall be cast as provided for herein below.

B. Neighborhood Voting Representative (NVR). An individual “Neighborhood Voting Representative” herein referred to as the NVR will be appointed by the Neighborhood Association Board of Directors or the Owner of any commercial parcel with voting rights to be responsible for performing the duties prescribed within the Neighborhood and Master Association governing documents or if none as prescribed herein below concerning votes cast by Master Association Members on applicable Master Association business. Unless otherwise approved or substituted by the Neighborhood Association Board or the Owner of a commercial parcel with voting rights, the NVR shall be the President of the Neighborhood Association or the Owner of the commercial parcel. The NVR’s duties include attending meetings of the Master Association wherein votes on applicable Master Association business will be conducted. In addition, the NVR has the authority, to the extent permitted and/or limited by Florida law, the Master Association governing documents and the Neighborhood governing documents, to take action in the best interests of the Neighborhood and its members at Master Association membership meetings.

C. Notice. When notice is provided to Master Association Members by the Master Association regarding an applicable Master Association Member vote, on matters to which Master Association Members are entitled to vote on, the Neighborhood Association shall notice and hold a Neighborhood Association membership meeting, pursuant to the requirements contained within Florida law and the Bylaws of the Neighborhood Association, prior to the respective Master Association membership meeting where the Member vote will occur.

D. Vote. At the above-referenced Neighborhood Association membership meeting the Neighborhood Association will tabulate the results of the votes cast, in person by meeting ballot or by proxy by the Neighborhood Association members, on the subject of the Master Association proposal. The Master Association proposal which receives the highest number of votes from the

Neighborhood Association members (hereinafter the "Master Association Member Proposal Result") will be announced at the Neighborhood Association membership meeting and, thereafter, the NVR will be required to cast, via block voting, all one hundred percent (100%) of the applicable Master Association Member votes for or against (as determined by the Master Association Member Proposal Result) the Master Association Member Proposal at the designated Master Association membership meeting or shall cast all one-hundred percent (100%) of the votes in the proportions of the "for" and "against" results. In the event of a tie vote on the subject Master Association proposal, the Neighborhood Association Board of Directors will vote to break the tie at a duly noticed Board meeting and, thereafter, instruct the NVR how to cast all one hundred percent (100%) of the applicable Master Association Member votes for the Neighborhood in a uniform manner. Notwithstanding the foregoing, if a quorum at the above-referenced Neighborhood Association membership meeting is not attained or in lieu of this procedure altogether, the Neighborhood Association Board of Directors may vote to decide the subject Master Association proposal at a duly noticed Board meeting and, thereafter, instruct the Voting Representative how to cast all one hundred percent (100%) of the applicable Master Association Member votes in a block uniform manner. This procedure does not apply to the Owner of a commercial parcel with voting rights and said Owner may simply cast their votes in a block at the Master Association Meeting

E. Conflict. In the event of a conflict between the Master Documents and the Neighborhood Association governing documents, the terms and conditions of the Master Documents shall prevail.