

Prepared by:  
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CERTIFICATE OF AMENDMENTS TO THE  
BY-LAWS OF THE  
TURTLE RUN FOUNDATION, INC.

WE HEREBY CERTIFY THAT the attached amendment to the By-Laws of The Turtle Run Foundation, Inc., an Exhibit to the Declaration and General Protective Covenants of The Turtle Run Venture, as described in Official Records Book 1409 at Page 742 of the Public Records of Broward County, Florida was duly adopted in accordance with the documents.

IN WITNESS WHEREOF, we have affixed our hands this 17 day of February, 2005, at Fort Lauderdale, Broward County, Florida.

By: [Signature]

Print: Chris E. Kapish

Attest: [Signature]

Print: CHRISTINE FINK

ROBERT KAYE & ASSOCIATES, P.A.  
WILL CALL #109

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of February, 2005, by Chris E. Kapish as President and Christine Fink as Secretary of The Turtle Run Foundation, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced \_\_\_\_\_ as identification and did take an oath.

NOTARY PUBLIC:

sign [Signature]

print DEE HENANN

State of Florida at Large

My Commission Expires:



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AMENDMENTS TO THE  
BY-LAWS OF THE  
TURTLE RUN FOUNDATION, INC.

(additions indicated by underlining, deletions by "----",  
and unaffected language by ". . .")

ARTICLE IV  
DIRECTORS

Section 1. GENERALLY:

There shall be a Board of Directors and all FOUNDATION powers shall be managed under the direction of the BOARD. The individual Directors shall be appointed in the manner set forth herein.

Section 3. NUMBER OF DIRECTORS:

The initial number of Directors shall be four (4), and shall be appointed by DECLARANT. Directors need not be MEMBERS. At no time shall there be less than three (3) Directors. Upon the effective date of this amendment, the BOARD shall consist of six (6) Directors, one from each NEIGHBORHOOD ASSOCIATION (for which there are four), one from the condominium(s) in the Community and one from the Commercial Properties. The size of the BOARD may be increased to seven (7) upon the affirmative vote of four (4) Directors.

Section 4. TERM:

A. ~~The terms of the initial BOARD shall be as follows:~~

~~One (1) Director shall serve a four (4) year term; one (1) Director shall serve a three (3) year term; one (1) Director shall serve a two (2) year term; and one (1) Director shall serve a one (1) year term. After completion of these initial terms a Director shall serve a four (4) year term so that each year one (1) Director will be elected.~~

B. ~~In the event any MEMBER of the BOARD shall be absent from three (3) consecutive regular meetings of the BOARD, the BOARD may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant. Each Director shall serve at the pleasure of the~~

respective Board of the NEIGHBORHOOD ASSOCIATION or CONDOMINIUM ASSOCIATIONS or COMMERCIAL PROPERTY OWNERS that have appointed them to the BOARD. It shall be up to the individual groups as to how often their representative will be changed and such change is effective upon written notification to the BOARD.

#### Section 6. ELECTION OF DIRECTORS:

A. ~~Election of Directors shall be by secret written ballot as is hereinafter provided. The individual receiving the largest number of votes shall be elected. Cumulative voting is prohibited.~~

B. ~~Nomination for election to the BOARD shall be made by a nominating committee. The nominating committee shall be appointed by the BOARD and consist of a chairman, who shall be a MEMBER of the BOARD, and two (2) or more other individuals who need not be MEMBERS. The nominating committee shall make as many nominations for elections to the BOARD as it shall at its discretion determine, but not less than the number of vacancies there are to be filled. Such nominations may be made among MEMBERS or NONMEMBERS.~~

C. ~~The FOUNDATION Secretary shall cause notice of each nomination to be included in the notice of the annual meeting, and shall, whenever a PLOT is controlled by a NEIGHBORHOOD ASSOCIATION, deliver a number of ballots equal to the number of PROPERTY UNITS assigned to the PLOTS.~~

D. ~~Whenever a PLOT is controlled by a NEIGHBORHOOD ASSOCIATION, MEMBER'S ballots shall be cast directly with the ASSOCIATION. It shall be the responsibility of the ASSOCIATION to tabulate the ballots and deliver the results of the voting and the ballots to the FOUNDATION Secretary, or his designee, no later than three (3) working days prior to the Annual Meeting. Any dispute as to the validity of any ballots(s) shall be resolved by the BOARD.~~

E. ~~If a PLOT is not controlled by a NEIGHBORHOOD ASSOCIATION, the vote(s) representing the PROPERTY UNIT(S) assigned to the PLOT shall be cast at the annual meeting.~~

F. ~~The BOARD may, at its discretion, supervise the casting and tabulating of any ballots in such manner as it deems advisable.~~

G. ~~All ballots shall be prepared at the discretion of the FOUNDATION~~

Secretary: The individual Directors shall be appointed or elected by the class from which they represent. It shall be within the discretion of each NEIGHBORHOOD ASSOCIATION, the CONDOMINIUM ASSOCIATIONS jointly and all Commercial Property Owners jointly to appoint their respective representatives to the BOARD from time to time. For the purpose of appointing a representative, a Committee shall be appointed by the BOARD consisting of Commercial Property Owners who shall organize the remaining Commercial Property Owners and conduct elections among the Commercial Property Owners as they deem appropriate to determine a representative to the BOARD from time to time. The Committee may establish its own organizational charter to effectuate this purpose. At the discretion of the BOARD, the FOUNDATION will fund the costs associated with the Committee.

#### Section 10. VACANCIES:

If any vacancy exists on the BOARD, such vacancy shall be filled by the ~~remaining Directors even though those remaining Directors might be less than a quorum~~ class which appointed the individual who has left the BOARD. Any person so elected a Director shall serve out the unexpired term of the Director who he has replaced.

#### Section 11. RESIGNATION AND REMOVAL OF DIRECTORS:

A. Any Director may resign at any time upon ~~thirty (30) days~~ written notice to the BOARD and/or the group which appointed that Director to the BOARD. The notice shall be delivered to the Secretary of the BOARD and shall clearly set forth the effective date of the resignation.

B. Any Director, or the entire BOARD, may be removed, with or without cause, by a ~~majority of the total number of votes entitled to be cast at a meeting of MEMBERS. Votes for the removal of a Director(s) shall be cast at a meeting called expressly for that purpose~~ that class which appointed that Director to the BOARD.