

Prepared by and return to:
Tyrone T. Bongard, Esq.
Gunster, Yoakley & Stewart, P.A.
Phillips Point
777 South Flagler Drive, Suite 500
West Palm Beach, FL 33401

**FIRST AMENDMENT TO BY-LAWS OF
GARDENIA ISLES HOMEOWNERS' ASSOCIATION, INC.**

THIS FIRST AMENDMENT TO BY-LAWS OF GARDENIA ISLES HOMEOWNERS ASSOCIATION, INC. (this "First Amendment"), is made as of this 30th day of June, 2016, by KH GARDENIA ISLES LLC, a Florida limited liability company ("Declarant").

RECITALS:

WHEREAS, the By-Laws of Gardenia Isles Homeowners Association, Inc. (the "By-Laws") were attached as Exhibit "C" to that certain Declaration of Covenants, Easements and Restrictions for Gardenia Isles, which was recorded in Official Records Book 26711, Page 344, of the Public Records of Palm Beach County, Florida;

WHEREAS, Section 1 of Article XIV, AMENDMENTS, of the By-Laws provides that prior to the date of Turnover, Declarant shall have the right to amend the By-Laws as it deems appropriate, without the consent or joinder of any person or entity whatsoever;

WHEREAS, the date of Turnover has not yet occurred;

WHEREAS, in anticipation of Turnover and to simplify the Turnover meeting and election procedures (including but not limited to allowing proxy voting), Declarant desires to amend the By-Laws as more particularly provided herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Declarant does hereby amend the By-Laws as follows:

1. Recitals; Definitions. The above recitals are true and correct and are incorporated herein by this reference. All initially capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the By-Laws.

2. Board of Directors. Section 1 of ARTICLE IV, BOARD OF DIRECTORS, of the By-Laws is hereby deleted in its entirety and replaced with the following:

"Section 1. The affairs of the Association shall be managed initially by a Board of Directors consisting of no less than three (3) persons. After the date of

Turnover, the Board shall consist of either three (3) or five (5) persons, as determined by the Board. The election of directors shall take place after Declarant no longer has the authority to appoint majority of the Board and shall take place at a meeting of Members held for the purpose of effecting Turnover. Board members appointed by Declarant need not be Members of the Association. Board of Directors elected by the other Members must be Members of the Association.”

3. Election of Directors. ARTICLE V of the By-Laws is hereby deleted in its entirety and replaced with the following:

“ARTICLE V
ELECTION OF DIRECTORS”

Section 1. Election to the Board of Directors shall be by secret written ballot, in person or by proxy. At such election, the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The person(s) receiving the largest numbers of votes shall be elected. Cumulative voting is not permitted.

Section 2. Nominations for election to the Board of Directors shall be made from the floor by Members at the time of the meeting. Nominations shall be placed on a written ballot, which shall (i) describe the vacancies to be filled, and (ii) set forth the names of those nominated for such vacancies.”

4. Notice of Members Meetings. Section 3 of ARTICLE X, MEETINGS OF MEMBERS, of the By-Laws is hereby deleted in its entirety and replaced with the following:

“Section 3. Written notice of each Members meeting shall be given by, or at the direction of, any officer of the Board or any management company retained by the Association. A copy of the notice shall be mailed to each Member entitled to vote, postage prepaid, not less than fourteen (14) days before the meeting (provided, however, in the case of an emergency, two (2) days notice will be deemed sufficient). The notice shall be addressed to the Member’s address last appearing on the books of the Association. The notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of the Members, the purpose of the meeting. Alternatively, and to the extent not prohibited by the Florida Statutes, the Board may adopt from time to time, other procedures for giving notice to the Members of the annual Members meeting or a special Members meeting. By way of example, and not of limitation, such notice may be (a) included in a newsletter sent to each Member by the Association or (b) conspicuously posted and repeatedly broadcast on a closed-circuit cable television system servicing the Association.”

5. Proxies. Section 1 of ARTICLE XI, PROXIES, of the By-Laws is hereby deleted in its entirety and replaced with the following:

"Section 1. At all meetings of Members, each Member may vote in person or by proxy."

6. Full Force and Effect. Except as modified or amended by this First Amendment, the terms and provisions of the By-Laws are hereby ratified and confirmed.

IN WITNESS WHEREOF, Declarant has executed this First Amendment, effective as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

KH GARDENIA ISLES LLC, a Florida
limited liability company

Name: Michelle Sanchez

By: [Signature]
Print Name: William Johnson
Title: Manager

Name: Jane Thomas

STATE OF FLORIDA)

)ss.

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me as of this 30 day of June, 2016, by William Johnson, as manager of KH GARDENIA ISLES, LLC, a Florida limited liability company, on behalf of the limited liability company. The foregoing individual ☒ is personally known to me or ☐ has produced as identification.

[Signature]
Print Name: Michelle Sanchez
NOTARY PUBLIC - STATE OF Florida
Commission Number: FF058832
My commission expires: 9-30-17

(Notarial Seal)

