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This Instrument Prepared Without the
Benefit of Title Examination
By: MICHAEL J. FUREN, ESQ.
ICARD, MERRILL, CULLIS, TIMM,
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**CERTIFICATE OF 2016 AMENDMENTS TO THE BYLAWS
OF THE BAY ISLES ASSOCIATION, INC.**

WHEREAS, Arvida Corporation, a Delaware corporation authorized to do business in the State of Florida ("Arvida"), was the original developer of a planned unit development located within the municipal limits of the Town of Longboat Key, Sarasota County, Florida and known as "Bay Isles" ("Bay Isles"); and

WHEREAS, Arvida, as the original developer of Bay Isles, imposed that certain Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles that was recorded in Official Records Book 116, Pages 1858, *et. seq.*, Public Records of Sarasota County, Florida (the "Original Declaration"); and

WHEREAS, the Original Declaration was subsequently amended by amendments recorded in Official Records Book 1554, Page 1222, Official Records Book 2347, Page 354 and Official Records Book 2543, Page 2185, and in Official Records Instrument #2009045404, all in the Public Records of Sarasota County, Florida (the "Previous Amendments to the Declaration"); and

WHEREAS, Arvida, as the original developer of Bay Isles, also created, incorporated and established the Bay Isles Association, Inc., a non-profit Florida corporation (the "Association"), to be the master community association for Bay Isles and to manage, operate and maintain "The Commons" (common areas) of Bay Isles; and

WHEREAS, copies of the initial Bylaws of the Association were attached as Exhibit C to the original Declaration; and

WHEREAS, the Bylaws of the Association have been previously amended; and

WHEREAS, the Bylaws of the Association, as previously amended, provide in Article XV thereof as follows:

**"ARTICLE XV
AMENDMENTS**

These Bylaws may be altered, amended or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors provided that the proposed alteration, amendment or repeal is contained in the

notice of such meeting. No amendment affecting Arvida Corporation, or its successors or assigns, as Developer of Bay Isles, shall be effective without written consent of Arvida Corporation, or its successors or assigns."

WHEREAS, all of the rights of Arvida Corporation as the original developer of Bay Isles under the Original Declaration were assigned by Arvida to Arvida/JMB Partners, a Florida general partnership ("Arvida/JMB") by instruments recorded in Official Records Book 1974, Page 2908 and Official Records Book 1974, Page 2911, Public Records of Sarasota County, Florida; and

WHEREAS, all of the developer's rights of Arvida Corporation as the original developer of Bay Isles under the Original Declaration and all of Arvida/JMB's rights as successor developer under the Original Declaration were subsequently assigned by Arvida/JMB to the Association by that certain Assignment of Developer's or Declarant's Rights, Powers, Privileges, Benefits and Protections under the Declaration of Maintenance, Covenants and Restrictions on The Commons for Bay Isles, recorded in Official Records, Instrument #2000047847, Public Records of Sarasota County, Florida; and

WHEREAS, the Association, on April 4, 2006, recorded a "NOTICE BY BAY ISLES ASSOCIATION, INC. PURSUANT TO SECTION 712.05, FLORIDA STATUTES TO PRESERVE COVENANTS AND RESTRICTIONS", as Instrument # 2006062541 (the "Notice"), in order to preserve and protect the Declaration pursuant to the Florida Marketable Record Title Act (Chapter 712, Florida Statutes); and

WHEREAS, the Association, as successor to all of the developer's rights under the Original Declaration, as subsequently amended by the Previous Amendments to the Declaration and as preserved and protected by the Notice, including those rights of developer under Sections 21, 22 and 24 thereof, does hereby certify that the following additional amendments to the Bylaws of the Association were duly adopted by the Board of Directors of the Association at a duly noticed meeting of the Board of Directors held on December 20, 2016:

1. The Bylaws of the Association are amended as follows:

A. Article VI of the Bylaws is amended to read as follows:

**"ARTICLE VI
ELECTION OF DIRECTORS; NOMINATING AND ELECTION COMMITTEES**

1. Nominations for the election of members of the Board of Directors shall be made pursuant to this Article by the Nominating Committee or by self-nomination by a candidate.

2. (a) Any eligible person desiring to be a candidate for a seat on the Board of Directors may submit a self-nomination application in writing to the Secretary not less than sixty (60) days prior to the scheduled meeting of the membership at which the election shall be held. All such self-nomination candidates shall be listed on the election ballot. All self-nomination candidates shall be encouraged to submit a one-page biography and/or statement in support of their candidacy.

(b) Not less than forty-five (45) days prior to the scheduled election, the Nominating Committee shall notify the Secretary of any additional candidates exclusive of those candidates who have self-nominated themselves, that the Nominating Committee is nominating for election to the Board. All candidates nominated by the Nominating Committee shall also be listed on the election ballot.

(c) The Secretary shall, not more than forty-four (44) days prior to the date of the scheduled election and not less than thirty (30) days prior to the date of the scheduled election, prepare and mail election ballots to the voting delegates and Class B member(s) in the manner described in these Bylaws.

(d) There shall be no nominations for seats on the Board of Directors made from the floor at the meeting of the members at which the election is held.

3. The Nominating Committee shall not be limited in the number of candidates it nominates and shall use its discretion to include candidates that, among other things, foster a broad representation of all sub-Associations as opposed to a concentration of board candidates representing only a small minority of the sub-Associations.

4. Only members of the Association may nominate themselves or be nominated by the Nominating Committee.

5. All elections to the Board of Directors shall be made by and on written ballots, which shall (a) describe the vacancies to be filled, (b) set forth the names of candidates for such vacancies in alphabetical order by surname and (c) show the Condominium or Homeowners Association in which the candidate is a member, if applicable. Copies of biographies and/or statements in support of the candidate's qualifications as prepared and submitted by the candidates shall be included with the ballots and shall be mailed by the Secretary to the voting delegates and to the Class B member(s).

6. Voting shall be by written ballot in the following manner:

(a) The ballot to be furnished by the Association to the voting delegate designated by each condominium or neighborhood non-profit corporation or association shall show the names of the individual members of said organization and the number of votes to which each respective member is entitled, shall contain space for indicating the aggregate of both affirmative and negative votes as to questions posed, shall designate the

names of the nominees for the Board of Directors and a space to insert the total number of votes cast for each nominee, and shall make provision for the signing of such ballot under oath by the voting delegate. It shall then be the responsibility of said voting delegate to report on said ballot the tabulation made by him of the individual votes cast by the constituent members of his organization.

(b) The ballot to be furnished by the Association to each Class B member shall show the member's name and the number of votes to which he is entitled, shall contain space for indicating either an affirmative or a negative vote as to each question posed, shall designate the names of the nominees for the Board of Directors and a space for such member to check the name of the candidate or candidates of his choice, and shall make provision for the signing of such ballot by such member.

(c) The total number of votes which are allocated to each member may be cast for each vacancy shown on the ballot. Cumulative voting shall not be permitted.

7. The completed ballots shall be returned to the Secretary at the principal office of the Association or at such other address as designated upon each ballot, prior to the date of the scheduled meeting. Upon receipt of each ballot, the Secretary shall immediately place it in a safe or other locked place until the day set for the meeting at which said ballots are tabulated. On that day the ballots shall be turned over to an Election Committee which shall consist of five members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall:

(a) establish that the number of votes cast by a voting delegate or Class B member corresponds to the number of votes allowed to each member; and

(b) establish that the signature of the member or voting delegate is genuine; and

(c) tabulate the votes cast and report the results thereof to the Chairman of the Board of Directors.

8. The Chairman of the Board of Directors shall declare that nominee or those nominees receiving the greatest number of votes cast relative to each vacancy to be duly elected.

9. The members of the Board of Directors elected or appointed in accordance with the procedures set forth in this Article shall take office as of the date of the first meeting of the Board of Directors after the meeting of members at which they were elected."

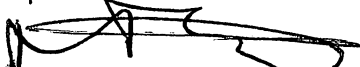
B. Article X, Section 2. of the Bylaws is revised to read as follows:


**"ARTICLE X
COMMITTEES**

2. The Nominating Committee shall consist of at least three (3) members. No more than one member of the Nominating Committee shall be a current member of the Board of Directors whose term is not expiring at the next Annual Meeting of the members. The other members of the Nominating Committee shall be voting delegates or Class B member(s) who are elected by the Board using a secret ballot. Any member of the Nominating Committee shall not be eligible for nomination by the Nominating Committee but shall be eligible for self-nomination. The Nominating Committee shall have the duties and functions described in these Bylaws."

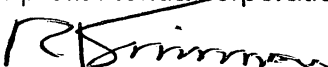
IN WITNESS WHEREOF, the undersigned do hereby certify that the foregoing Amendments to the Bylaws were adopted by the Board of Directors of the Association at a duly noticed meeting of the Board of Directors of the Association held on December 2016 and that they have therefore executed this Certificate of 2016 Amendments to the Bylaws of the Bay Isles Association, Inc. this 20 day of December, 2016.


Signed, sealed and delivered
in the presence of:


Print Name: NEIL FLEET


Print Name: DAVID CROMWELL
As to All Signatures

BAY ISLES ASSOCIATION, INC.,
a non-profit Florida corporation


By: 
Type Name: Robert Simmons
Its: President

By: 
Type Name: Robert Loyne
Its: Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of December, 2016 by Robert Simmons, as President of Bay Isles Association, Inc., a non-profit Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

 DONNA MESSINA
MY COMMISSION # FF 982160
EXPIRES: August 1, 2020
Bonded Thru Budget Notary Services


Notary Public
Type Name: Donna Messina
My Commission Expires: 08/2020

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of December, 2016 by Robert Coyne, as Secretary of Bay Isles Association, Inc., a non-profit Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.



Donna Messina
Notary Public
Type Name: Donna Messina
My Commission Expires: 8/1/2020