

**RESOLUTION OF THE BOARD OF DIRECTORS OF
WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, Inc. ("Association") is a homeowners association organized under the laws of the State of Florida and pursuant to the Declaration of Covenants, Conditions, and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 8267, Page 4394 of the Public Records of Orange County, Florida, as amended ("Declaration").

WHEREAS, the Amended and Restated Bylaws were recorded as an Exhibit to the Second Amendment to Declaration of Covenants and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 9541, Page 2354 of the Public Records of Orange County, Florida, and the First Amendment to the Amended and Restated Bylaws were recorded as an Exhibit to the Eight Amendment to Declaration of Covenants and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 10987, Page 5520 of the Public Records of Orange County, Florida (the original Bylaws, Amended and Restated Bylaws, and First Amendment to the Amended and Restated Bylaws are collectively referred to hereinafter as "Bylaws")

WHEREAS, Section 11 of the Bylaws provides that the Board of Directors may amend the Bylaws by adopting a resolution by a vote of the Board of Directors at a meeting of the Directors;

WHEREAS, the Board of Directors of the Association has determined that it is in the best interest of the Association to amend the Bylaws; and

WHEREAS the Board of Directors, at a duly-noticed meeting held on 2/24/16 approved of and adopted this resolution to amend the Bylaws pursuant to the Second Amendment to Amended and Restated By-Laws of Wyndham Lakes Estates Homeowners Association, Inc., a Florida Corporation Not for Profit ("Amendment"); and

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Association that the Amendment hereto as Exhibit "A" is hereby adopted and approved by not less than a majority of the Board of Directors. Such rule shall be hereafter incorporated into and published with all of the governing documents of the Association.

PASSED AND DULY adopted at a meeting of the Board of Directors of Wyndham Lakes Estates Homeowners' Association, Inc. this 24th day of February, 2016.



President

ATTEST:



Secretary

**THIS INSTRUMENT PREPARED BY
AND SHOULD BE RETURNED TO:**

Don H. Nguyen, Esquire
DHN Attorneys, PA
801 N. Magnolia Ave., Ste. 216
Orlando, FL 32803
(407) 269-5346

**SECOND AMENDMENT TO AMENDED AND RESTATED
BY-LAWS OF WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

THIS SECOND AMENDMENT TO BYLAWS OF AMENDED AND RESTATED WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, INC. ("Second Amendment to Bylaws") is made and entered into this 24th day of February, 2016, by Wyndham Lakes Estates Homeowners Association, Inc, a Florida not for profit corporation, whose post office address is 811 Mabbette Street, Kissimmee, FL 34741 (the "Association")

WITNESSETH

WHEREAS, Association is a Florida not for profit corporation operating and existing under the laws of the State of Florida;

WHEREAS the Bylaws of Association were recorded as an Exhibit to the Declaration of Covenants, Conditions, and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 8267, Page 4394 of the Public Records of Orange County, Florida, and the Amended and Restated Bylaws were recorded as an Exhibit to the Second Amendment to Declaration of Covenants and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 9541, Page 2354 of the Public Records of Orange County, Florida, and the First Amendment to the Amended and Restated Bylaws were recorded as an Exhibit to the Eight Amendment to Declaration of Covenants and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 10987, Page 5520 of the Public Records of Orange County, Florida (the original Bylaws, Amended and Restated Bylaws, and First Amendment to the Amended and Restated Bylaws are collectively referred to hereinafter as "Bylaws");

WHEREAS, Section 11 of the Bylaws provides that the Board of Directors may amend the Bylaws by adopting a resolution by a vote of the Board of Directors at a meeting of the Directors;

WHEREAS, at a meeting of the Board of Directors held on 24th February, 2016, the Board of Directors voted to adopt a resolution to amend the Bylaws as more fully set forth herein.

NOW THEREFORE, in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. **Recitals.** The above-mentioned Recitals are hereby incorporated and made a part of this First Amendment to Bylaws as if more fully set forth herein.
2. **Amendment.** The Declarant having authority to make such amendments, modifies the Bylaws as follows (additions are indicated by underlining; deletions are indicated by strikeouts):
 - a. Article 3.4 shall be amended as follows:

Designation of Voting Representative. If a Lot is owned by one person or entity, its rights to vote shall be established by the record title to the Lot. If a Lot is owned by more than one person or entity, or by a general or limited partnership, or by a corporation, or in trust, if the person entitled to cast the votes for the Lot shall be has not been designated by a certificate signed by all of the record Owners of the Lot, the President of the corporation, or the trustee for the trust, and filed with the Secretary of the Association, then the Association may accept the first vote cast on behalf of the Lot, but in the event more than one vote is cast purportedly on behalf of the Lot, the may deem the vote for the Lot forfeited for that particular meeting. ~~If a Lot is owned by a general or limited partnership, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Association. If a Lot is owned by a corporation, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If a Lot is owned in trust, the person entitled to vote for the Lot shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates~~ A certificate designating the person entitled to cast the votes of a Lot shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot concerned. A certificate designating the person entitled to cast the votes of a Lot may be revoked in writing by any Owner thereof. Provided, however, that no Lot shall vote in excess of the voting rights allocated to that Lot pursuant to the Declaration.

b. Article 5.11 shall be amended as follows:

5.11 **Nominations.** Nominations for election to the Board of Directors shall may be made by a Nominating Committee ~~which shall be one of the standing committees of the Association or by the Board of Directors themselves.~~ Notwithstanding the foregoing, a Member may nominate himself or herself as a candidate for the Board at a meeting where the election is to be held.

c. Article 5.12 shall be amended as follows:

5.12 **Nominating Committee.** ~~If the Board of Directors appoints a Nominating Committee, such~~ The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The ~~Such~~ Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

d. Article 5.13 shall be amended as follows:

5.13 **Duties of Nominating Committee.** ~~If appointed, the~~ The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or officers, directors or agents of the Developer, as the Committee in its discretion shall determine. Officers, directors or agents of Developer are the only non-Members that may serve on the Board. Separate nominations shall be made for each vacancy to be filled. Nominations shall be placed on a written ballot as provided in Section 5.14 and shall be made in advance of the time fixed in Section 5.14 for the mailing of such ballots to Members.

e. Article 5.14(c) shall be amended as follows:

(c) contain a space for a write-in vote by the Members for each vacancy. Such ballots shall be ~~prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not~~

later than the day before the meeting at which the vote is to be taken) made available at the meeting at which the vote is to be taken.

3. **Effect of this Amendment.** Except as modified by, all other terms and provisions of the Bylaws shall remain applicable, unchanged, and in full force and effect.

IN WITNESS WHEREOF, the undersigned has caused this Second Amendment to Amended and Restated Bylaws to be executed as of the date set forth adjacent to its signature below.

WITNESSES

ASSOCIATION

WYNDHAM LAKES ESTATES
HOMEOWNERS ASSOCIATION, INC., a
Florida not for profit corporation

Benjamin E. Purdum
Print Name: BENJAMIN E. PURDUM

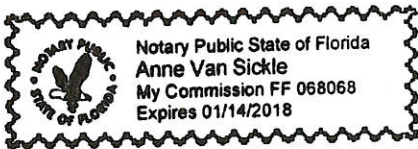
Nelson Pena
Print Name: Nelson Pena
As Its President

Mark Hills
Print Name: MARK HILLS

STATE OF Florida)
COUNTY OF Orange)

This instrument was acknowledged before me on this the 24 day of February, 2016 by Nelson Pena as President of WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, INC., an Florida not for profit corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

My Commission Expires:



Anne Van Sickle
Notary Public in and for the State of FL
Print Name Anne Van Sickle

Director Acknowledgment

The aforementioned Director hereby acknowledges and certifies that, pursuant to an Association meeting duly noticed and held for the purpose of considering the amendment contained herein, a majority of the Board of Directors have voted to approve this Second Amendment to Amended and Restated Bylaws.

Angel Morales
Print Name: Angel Morales
As Its Secretary