

CERTIFICATE OF SECOND AMENDMENT TO THE BYLAWS OF DIAMOND  
COVE HOMEOWNERS ASSOCIATION INC.

WHEREAS, those certain Bylaws of Diamond Cove Homeowners Association, Inc., were duly adopted by the first Board of Directors of the Diamond Cove Homeowners Association, Inc., on the 27<sup>th</sup> day of June 1994, a true and correct copy of which is attached hereto, incorporated herein by reference and marked Exhibit "A" (hereinafter referred to as "Bylaws"); and

WHEREAS, Section 11 of the Bylaws provides that the Bylaws are subject to amendment by first adopting a resolution of the Board of Directors proposing the amendment and thereafter approving said amendment by majority vote of the Board of Directors at a duly notice and called meeting of the Board, notice of which shall contain the substance of the amendment or a summary of the changes; and

WHEREAS, the proposed amendment was first formally proposed by Board Resolution on the 29 day of January 2024 by at least a majority of the Board of Directors and thereafter duly adopted by at least a majority of the Board of Directors at a duly noticed and called meeting of the Board of Directors held on the Z day of JANUARY 2024 following proper notice to the Members;

NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. Recitals. The foregoing whereas paragraphs are incorporated herein as if fully set forth.
2. Definitions. All capitalized terms set forth herein shall have the same meaning as those set forth in the Declaration and Bylaws unless expressly stated to the contrary herein.
3. Amendments. The following amendments to the Bylaws were duly adopted by the Board of Directors:

5.6 Number

The Board at all times shall consist of not less than three (3) nor more than nine (9) directors. The Board shall determine the number of current directors on the Board, in their sole discretion, by majority vote at a Board meeting. After such a time as the Developer no longer is entitled to appoint a member of the Board pursuant to Section 5.4 above, the number of members may be increased from time to time to a maximum of nine (9) members; provided, however, the established number of Board members shall always be an odd number. In the event that the number of members of the Board of Directors is changed, such changes in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year. All directorships shall expire during any given three (3) year period.

5.12 Ballots.

All elections to the BOD shall be made on written ballots which shall:

- a) describe the vacancies to be filled;
- b) set forth the names of those nominated whether by submission of an intent to run or by nomination from amongst the members in advance of the deadline imposed by the Board of Directors.
- c) 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 date not later than the day before the meeting at which the vote is to be taken.)
- d) Ballots shall be mailed to the address of the Association or such other address designated in the notice of the election as set forth above and there shall be no ballots distributed or cast during the annual meeting and election with the election being conducted strictly by absentee ballot.

#### 5.10 Election.

Election of the directors must be conducted in accordance with these Bylaws. All members of the Association shall be eligible to serve on the board. Election to the Board of Directors shall be by ~~written~~ absentee secret ballot as hereinafter provided. Door-to-door solicitation of ballots and/or proxies, offers to deliver the ballots and/or proxies on behalf of another member, and doorto-door communications concerning election communications are strictly prohibited. Ballots and proxies must be mailed to the Association's office in advance of the election, and within such timeframe as the Board shall establish. Ballots and proxies will not be accepted on the day of the annual meeting or at the annual meeting. At such election, the Members may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes cast by eligible voters for each vacancy shall be elected. Notwithstanding the foregoing, in the event quorum is not achieved at the annual membership meeting where the election is to take place, the board shall have the right, but not the obligation: to open any and all ballots received from eligible Members, and declare the outcome of the election based upon such ballots, as if a quorum had been achieved.

#### 5.13 Number of Ballots.

- a) Class A. Each Class A Member, if applicable, shall receive as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows:
  - (1) Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way;
  - (2) Each such "Ballot" envelope shall contain only one ballot;

- (3) The Members shall be advised that, because of the verification procedures of Section 5.16 the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return; and
- (4) Such "Ballot" envelope, or envelopes (if the Member is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the "Ballot" or "Ballots" contained therein. The ballots shall be Returned mailed to the Secretary at the address of the Association or such other address designated in the notice of the election.

I hereby certify that the amendments to the Bylaws set forth herein were approved by a majority vote of the Board of Directors at a duly noticed and called meeting of the Board held on the day of March, 2024.

WITNESSES:            DIAMOND    COVE    HON(EOWNERS

WALTER A. SCHUBERTH  
(Print name)

[Signature]  
(Signature)

ASSOCIATION, INC.

By    i-IDCa-  
QQJca    cLC  
\_\_\_\_\_, As President

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
(Signature)

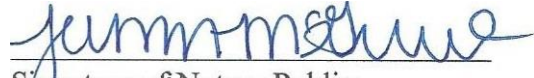
\_\_\_\_\_  
(Print name)

\_\_\_\_\_  
(Signature)

LULKIA DEBONDE  
(Print name)

STATE OF FLORIDA:  
COUNTY OF ORANGE:

The foregoing instrument was acknowledged before me this 1 day of —MQt-Ch—, 2024, by Rozalia Deborde, as President of the Diamond Cove Homeowners Association, Inc., a Florida not for profit corporation, who is personally known to me or produced D.L. as identification.

  
Signature of Notary Public

JASON MCGRAW  
Notary Public-State of  
Florida  
Commission # HH  
443200  
My Commission Expires  
September 13, 2027