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ShadowWood Comm. Assoc.
9990 Coconut Rd Ste 102
Bonita Springs FL 34135

INSTR # 2005000157748, Pages 3
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#1

Declaration: Book: 2909 Page: 935

AMENDMENT TO THE BY-LAWS OF
SHADOW WOOD COMMUNITY ASSOCIATION, INC.

THIS AMENDMENT ("Amendment") to the By-Laws of Shadow Wood Community Association, Inc. is made this 7th day of December, 2005, by Long Bay Partners LLC ("Declarant").

WITNESSETH:

WHEREAS, on January 14, 1998, Declarant filed those certain By-Laws of Shadow Wood Community Association, Inc., recorded in Book 2909, Page 935, *et seq.*, of the Official Records of Lee County, Florida (as amended from time to time, the "By-Laws"), which By-Laws have been duly adopted by the board of directors ("Board") of Shadow Wood Community Association, Inc. ("Association"); and

WHEREAS, pursuant to Section 6.6(a) of the By-Laws, prior to termination of the Class "B" Membership, the Class "B" Member may unilaterally amend the By-Laws for any purpose; and

WHEREAS, Declarant is the Class "B" Member and the Class "B" membership has not terminated;

NOW, THEREFORE, pursuant to the powers retained by Declarant as the Class "B" Member under the By-Laws, Declarant hereby amends the By-Laws as follows:

1.

Section 3.1 of the By-Laws is hereby amended by deleting such section in its entirety and replacing it with the following:

3.1 Governing Body: Composition. The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one equal vote.

Except with respect to directors appointed by the Class "B" Member, each director shall be an Owner or the spouse of an Owner, provided, no Owner or spouse representing the same Unit may serve on the Board at the same time. Co-Owners of a Unit may not serve on the Board at the same time. In the case of a Member which is not a natural person, any officer, director, partner or trust officer of such Member shall be eligible to serve as a director unless otherwise specified by written notice to the Association signed by such Member.

2.

Section 3.2 of the By-Laws is hereby amended by deleting such section in its entirety and replacing it with the following:

3.2. Number of Directors. The Board shall consist of five directors.

3.

Section 3.4 of the By-Laws is hereby amended by deleting the subsection in its entirety and replacing it with the following:

3.4. Nomination and Election Procedures.

(b) Election Procedures. Each Neighborhood Representative may cast all votes assigned to the Units which it represents for each position to be filled from the slate of candidates on which such Neighborhood Representative is entitled to vote. Cumulative voting is not allowed. That number of candidates which equals the number of positions to be filled and receiving the greatest number of votes shall be elected.

4.

Section 3.5 of the By-Laws is hereby amended by deleting such section in its entirety and replacing it with the following:

3.5. Election and Term of Office. Not later than the expiration of the Class "B" membership, or such earlier time as may be determined by the Class "B" Member, the President shall call for an election by which the Neighborhood Representatives shall be entitled to elect all five directors of the Board. The three directors receiving the greatest number of votes at such election shall serve a term of two years. The remaining two directors shall serve a term of one year.

Thereafter, upon the expiration of the term of office of each director, the Neighborhood Representatives entitled to elect such director shall be entitled

to elect a successor to serve a term of two years. The directors elected by the Neighborhood Representatives shall hold office until their respective successors have been elected. No director may serve more than three consecutive terms or six consecutive years, whichever is less.

IN WITNESS WHEREOF, Long Bay Partners LLC, a Florida limited liability company, through its undersigned managing general partner, has duly executed this amendment and affixed its corporate seal thereto as of this 2nd day of December 2005.

DECLARANT: LONG BAY PARTNERS LLC, a Florida limited liability company

[Signature]
WITNESS
[Signature]
WITNESS

By: Bonita Bay Properties, Inc., a Florida corporation

By: [Signature]
JOEY GARON

Attest: _____

Its: V.P. Bonita Bay Prop
[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 2nd day of December, 2005, by Joey Garon, as V.P. for Bonita Bay Properties, Inc., a Florida corporation, on behalf of such entity. He is personally known to me or has produced _____ as identification.

Given under my hand and official seal this 2nd day of December, 2005.

My term of office expires on 12/1/08.

Robin N. Leete [SEAL]
NOTARY PUBLIC
Robin N. Leete
Printed Name
DD 342861
Commission No.

