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CERTIFICATE OF AMENDMENT

BY-LAWS

SEAWATCH-ON-THE-BEACH CONDOMINIUM ASSOCIATION, INC.

OR2545 PG0707

RECORD VERIFIED - CHARLIE GREEN, CLERK
BY: L TALONE, D.C.

WE HEREBY CERTIFY that the attached amendment to the By-laws for Seawatch On-the-Beach Condominium Association, Inc., a Condominium, which Declaration is recorded at O.R. Book 1583, Pages 485 through 499, and all amendments thereto, all of the Public Records of Lee County, Florida, which were duly adopted by the Association membership at a duly noticed Member's meeting held on February 21, 1994 and that said Amendments were passed by the required vote.

IN WITNESS WHEREOF, we have fixed our hands this 12th day of September, 1994.

WITNESSES:

Cindy Glasenapp

E.J. Nees

Cindy Glasenapp

E.J. Nees

SEAWATCH On-the-BEACH CONDOMINIUM ASSOCIATION, INC.

BY: Cheryl Parker

Cheryl Parker, President

ATTEST: A. Dulchavsky

Alexander Dulchavsky, Vice President

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO AND SUBSCRIBED by Cheryl Parker in my presence this 12 day of September 1994.

Patricia J. Doyle

Notary Public State of Florida

My Commission Expires:

PATRICIA J. DOYLE
Notary Public, State of Florida
My Comm. Expires June 20, 1998
No. CC 384803
Bonded Thru Official Notary Service

STATE OF FLORIDA

COUNTY OF LEE

SWORN TO AND SUBSCRIBED by Alexander Dulchavsky in my presence this 12 day of September 1994.

Patricia J. Doyle

Notary Public State of

My Commission Expires:

PATRICIA J. DOYLE
Notary Public, State of Florida
My Comm. Expires June 20, 1998
No. CC 384803
Bonded Thru Official Notary Service

Prepared by: Cindy Glasenapp, Hilton Grand Vacations Company

Return to: Hilton Grand Vacations Company, 13391 McGregor Boulevard, Fort Myers, FL 33919

# BY - LAWS
# OF
# SEAWATCH ON-THE-BEACH CONDOMINIUM ASSOCIATION, INC.

***EXISTING***

ARTICLE IV. DIRECTORS

Section 1. Number, Term and Qualifications: The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) nor more than seven (7) persons, as it is determined from time to time by the members of the Board. All Directors shall be members of the Association. All officers of a Corporate Unit Owner shall be deemed to be members of the Association so as to qualify as a Director herein. The term of each Director's service shall extend until the expiration of their term and thereafter until the successor is duly elected. Beginning in 1987, at the annual members meeting, seven (7) Directors were elected; the three owners receiving the highest number of votes were elected to serve a two (2) year staggered term; and the four (4) owners receiving the next highest number of votes were elected to serve a one (1) year term. Thereafter, the term of each duly elected Board Member will be for two years. Nothing in this Section shall preclude the removal from office of any Director as provided in Section 3 below.

***REVISED TEXT***

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Section 1. Number, Term and Qualifications: The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) nor more than seven (7) persons, as it is determined from time to time by the members of the Board. All Directors shall be members of the Association. All officers of a Corporate Unit Owner shall be deemed to be members of the Association so as to qualify as a Director herein. The term of each Director's service shall extend until the expiration of their term and thereafter until the successor is duly elected. Beginning in 1987, at the annual members meeting, seven (7) Directors were elected; the three owners receiving the highest number of votes were elected to serve a two (2) year staggered term; and the four (4) owners receiving the next highest number of votes were elected to serve a one (1) year term. Thereafter, the term of each duly elected Board Member will be for two years. No one Director will be allowed to hold office for more than four consecutive years. A Director who has served for four consecutive years would be allowed to place his name in candidacy again after not serving for one year. Nothing in this Section shall preclude the removal from office of any Director as provided in Section 3 below.

Words deleted are ~~stricken,~~ those underlined are additions.

CHARLIE GREEN LEE CTY, FL
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***EXISTING***

Section 4. Vacancies on Directorate: If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the balance of the unexpired term in respect to which such vacancy occurred. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board of Directors.

Section 5. Disqualification and Resignation of Directors: Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. Commencing with the Directors elected at such first annual meeting of the membership, the transfer of title of his Unit by a Director shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of any assessment or maintenance fee and said delinquency shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors.

***REVISED TEXT***

Section 4. Vacancies on Directorate: If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, ~~a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors,~~ the Board president will appoint the person having received the next highest vote as of the last election to fill that vacancy. If that person is unable to accept the appointment, the next in line will be appointed, et cetera, who shall hold office for the balance of the unexpired term in respect to which such vacancy occurred. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board of Directors.

Section 5. Disqualification and Resignation of Directors: Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. Commencing with the Directors elected at such first annual meeting of the membership, the transfer of title of his Unit by a Director shall automatically constitute a resignation, or missing two consecutive Board of Directors meetings, effective when such resignation is accepted by the Board of Directors. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of any assessment or maintenance fee and said delinquency shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors.

Words deleted are ~~stricken,~~ those underlined are additions.