

Prepared by/Return to:
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110 Solana Rd., Ste. 102
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**FIRST AMENDMENT TO THE
BYLAWS
FOR
LONGLeAF MASTER HOMEOWNERS ASSOCIATION, INC.**

THIS FIRST AMENDMENT TO THE BYLAWS for Longleaf Master Homeowners Association, Inc. ("Association") is made as of the date indicated below by the Class B Member and Developer per Section 8.1 of the Bylaws. Except where it would hinder, rather than assist, the understanding of the amendment, additions are indicated by underline; deletions are indicated by ~~strikethrough~~.

**ARTICLE 4.
BOARD OF DIRECTORS**

4.1 Number of Directors. The affairs of the Association shall be managed by a Board of Directors. There shall be three (3) Directors of the Association prior to Turnover. The first Board of Directors after Turnover shall include three (3) Directors. After Turnover, the total number of Directors may be increased or decreased periodically by majority vote of a quorum of the Class A Members voting in person or by proxy at a membership meeting but shall always be established at an odd number of total Directors of no fewer than three (3) total Directors. All Directors shall be elected or appointed in accordance with the applicable provisions contained in the Articles of Incorporation of the Association and herein.

4.2 Election and Removal.

(a) Appointment of Directors Prior to Turnover. Prior to Turnover, Directors shall be appointed by the Class B Member, which Directors need not be Members of the Association; provided however members other than the Developer are entitled to elect at least one Member of the Board of Directors if 50% of the Lots in all phases of the Longleaf development which will ultimately be operated by the Association have been conveyed to the Members other than the Developer.

Section 4.2(b) of the Bylaws is deleted in its entirety and replaced with the following. Substantial rewording. See governing documents for current text.

(b) Election of Directors by Class A Members. Except for Directors appointed by the Class B Member per Section 4.2(a) above, the Board of Directors shall be elected by written ballot. The election shall occur in conjunction with the annual meeting, and eligible candidates elected shall take office upon the adjournment of the annual meeting. At least forty-five (45) days before a scheduled election, the Association shall mail, deliver, or electronically transmit, whether by separate Association mailing or included in another Association mailing (including any regularly published newsletters) to each Member entitled to vote, a first notice of the date of the annual meeting and election. Any Member or other eligible person desiring to be a candidate for

the Board of Directors shall give written notice to the Association not less than thirty (30) days before the scheduled election. Nomination of candidates from the floor at the annual meeting is prohibited. The Association shall thereafter mail, deliver, or electronically transmit a second notice of the annual meeting and election to all Members entitled to vote, together with an agenda, a ballot which shall list all eligible candidates in alphabetical order by surname, and any candidate information sheets which have been timely provided to the Association, at least ten (10) days before the annual meeting and election. Members entitled to vote shall return their completed ballots using a two-envelope system, described further below, to preserve anonymity of ballots. The election shall be decided by a plurality of ballots cast. There shall be no quorum requirement to conduct an election; however, the Association must receive ballots from at least ten percent (10%) of the total, eligible voting interests of the Members in order to have a valid election for the Board of Directors. There shall be no cumulative voting, and no Member shall permit any other person to vote his or her ballot. Ballots for election of Directors may not be cast by proxy. Any improperly cast ballots will be deemed invalid; provided, however, that the Association may accept ballots cast in a manner that does not strictly comply with the two-envelope system so long as the Board, in its reasonable discretion, does not have reason to suspect that the ballot was cast fraudulently or by someone other than the Member eligible to vote.

(i) Two-Envelope Election Process. Along with the second annual meeting notice, the Association shall provide a ballot, an outer envelope addressed to the agent authorized by the Association to receive the completed ballots, and a smaller, inner envelope into which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the Member authorized to cast the ballot, the Lot number (or property address) for which the vote may be cast, and shall contain a signature space for the Member authorized to cast the vote. Once the ballot is completed, the voting Member shall place the completed ballot in the inner, smaller envelope and seal the envelope. The inner envelope shall be placed within the outer, larger envelope, and the outer envelope shall then be sealed. Each inner envelope shall contain only one ballot. The person authorized to cast the ballot shall sign the exterior of the outer envelope in the space provided for such signature. The outer envelope containing the inner envelope and completed ballot shall either be mailed or hand delivered to the Association. Upon receipt by the Association, no ballot may be rescinded or changed.

(ii) Candidate Information Sheet. Upon request of a candidate, the Association shall include a one-page information sheet, no larger than 8 ½ inches by 11 inches, which must be furnished by the candidate at least thirty (30) days before the annual meeting and election to be included with the mailing of the second annual meeting notice, ballots, and envelopes. The costs associated with the copying, mailing, and delivery shall be borne by the Association. The candidate information sheet may contain information regarding the educational and professional background of the candidate, along with other truthful information and reasons for which the candidate believes he or she should be elected.

(iii) Assistance for Disability. Any Member who needs assistance with casting a ballot for reasons related to a blindness, inability to read or write, or other disability may obtain assistance in casting his or her ballot by contacting the Association.

(iv) Counting of Ballots. The counting of ballots shall occur at the annual meeting in the presence of Members in attendance. The agent authorized to receive ballots on behalf of the Association shall bring all sealed outer envelopes to the annual meeting. A committee of at least three persons who are not current Directors, Officers, candidates, or persons within the third degree of consanguinity of Directors, Officers, or candidates, shall either be appointed by the Board before the annual meeting or by the membership at the annual meeting. The committee shall first review all outer envelopes and compare the signatures thereon to the roster of Members maintained by the Association to confirm that the outer envelope was signed by a person authorized to exercise the vote for the Member and Lot. If the outer envelope is signed by an authorized person, it shall be opened and the inner envelope shall be placed in a separate receptacle. If the outer envelope is not signed by an authorized person, it shall be marked "disregarded," shall not be opened, and shall be set aside to be kept with the Association's Official Records for at least one year following the annual meeting. Once all outer envelopes have been reviewed and verified, the committee may begin to open the inner envelopes and count the ballots therein. If any ballot purports to indicate a number of votes exceeding the total number of positions available on the Board to be elected, it shall be marked "disregarded," shall not be counted, and shall be set aside to be kept with the Association's Official Records for at least one year following the annual meeting. After all ballots have been counted, the committee shall announce the results at the annual meeting.

(v) Election Not Required. An election and balloting are not required unless more candidates timely submit notices of intent to run than vacancies exist on the Board. If the number of eligible candidates who timely submit notices of intent to run is less than or equal to the total number of vacancies on the Board of Directors, then no balloting or election is necessary, and the eligible candidates shall take office upon adjournment of the annual meeting, regardless of whether a quorum was attained.

(vi) Candidate Eligibility; Director Delinquencies. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association on the last day that he or she could provide written notice of his or her intent to be a candidate for election may not seek election to the board, and his or her name shall not be listed on the ballot. A person serving as a board member who becomes more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation to the Association shall be deemed to have abandoned his or her seat on the board, creating a vacancy on the board to be filled according to law. For purposes of this paragraph, the term "any fee, fine, or other monetary obligation" means any delinquency to the association with respect to any parcel. A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, may not seek election to the board and is not eligible for board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the board. The validity of any action by the board is not affected if it is later determined that a person was ineligible to seek election to the board or that a member of the board is ineligible for board membership.

(vii) Terms of Directors. Directors of the Association shall serve one-year terms, with the term of service of each director commencing upon adjournment of one annual meeting until adjournment of the next annual meeting.

(viii) Electronic Notices & Voting. Notwithstanding anything herein to the contrary, the Association may conduct elections and other membership votes through an Internet-based online voting system if a Member consents, in writing, to online voting and any requirements imposed by law are followed. In addition, any notice required or permitted to be provided by the Association to a Member may be provided by electronic transmission if the Member consents in writing to receive notice by electronic transmission and provides an e-mail address to the Association to be used for such purposes.

(c) Developer's Right to Appoint One Director after Turnover. The Developer is entitled to elect one member of the Board of Directors of the Association so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the parcels in all phases of the community. To enable the Association to determine how many candidates will be elected by the Class A Members in any given election, the Developer shall provide written notice designating the Director to be appointed by the Developer at least thirty (30) days before an annual meeting and election is scheduled to occur. If Developer does not timely provide written notice of its appointment of a Director, the Developer shall be deemed to have waived the right to appoint one Director for that annual meeting and election, and in such case all vacancies may be filled by election by the Class A Members.

Section 4.3 of the Bylaws is deleted in its entirety and replaced with the following. Substantial rewording. See governing documents for current text.

4.3 Recall of Directors. Except for Directors appointed by the Developer, Directors may be recalled by an agreement in writing or written ballots executed by a majority of the total voting interests of the Class A Members. Any agreement in writing or written ballots to recall a Director shall be served on the Association by certified mail or by personal service in the manner authorized by Chapter 48 of the Florida Statutes and the Florida Rules of Civil Procedure. Recall of Directors at a membership meeting is prohibited. When a majority of the Board of Directors is subject to recall, the agreement in writing or written ballots shall list as many eligible replacement Directors as there are Directors subject to the recall. When less than a majority of the Board of Directors is subject to recall, the agreement in writing or written ballots shall not list any replacement candidates, and any vacancies created by recall of less than a majority of the Board of Directors may be filled by the remaining members of the Board of Directors who were not subject to recall.

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**ARTICLE 7.
MEETINGS OF MEMBERS**

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Additions are indicated by underline; deletions are indicated by ~~strikethrough~~

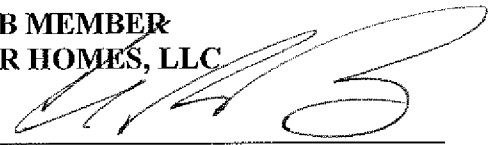
7.3 Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to the address appearing on the records of the Association. Each Member shall register his or her address with the Secretary, and notices of meetings shall be mailed to him or her at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least ~~six (6)~~ ten (10) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

7.4 The presence in person or by proxy at the meeting of Members entitled to cast at least ~~thirty percent (30%)~~ ten percent (10%) of the votes of the membership shall constitute a quorum for any action governed by these Bylaws. Unless a greater percentage is expressly required, decisions of the members shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

7.5 Except for the election of Directors, Members have the right to vote in person or by proxy. To be valid, a proxy must be in writing and be signed by the Member and the proxy must state the date, time and place of the meeting for which it was given. A proxy is effective only for the meeting for which it was given, as the meeting may be legally adjourned and reconvened from time to time, and automatically expires ninety (90) days following the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form so provides, the proxy holder may appoint, in writing, a substitute to act in the proxy holder's place.

APPROVED on this 29th day of November, 2021, by the Developer as Class B Member per Section 8.1 of the Bylaws.

**CLASS B MEMBER
LENNAR HOMES, LLC**

By: 

Printed: Christine Blain

As its: VP

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me by means of physical presence
or ~~online~~ notarization this 29th day of November , 2021, by
 Christine Blawn as VP , of Lennar Homes, LLC, on behalf of
the corporation.

 Zenji Rogers

(Signature of Notary Public – State of Florida)
(Print, Type, or Stamp Commissioned Name of Notary Public)

~~Personally Known or Produced Identification~~
Type of Identification Produced: _____

