

This instrument was prepared by:  
MARK D. FRIEDMAN, ESQUIRE  
Becker & Poliakoff, P.A.  
625 North Flagler Drive 7<sup>th</sup> Floor  
West Palm Beach, FL 33401

(W-C112)

**CERTIFICATE OF AMENDMENT  
TO THE RESTATED BYLAWS FOR  
SIENA OAKS HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the Declaration of Restrictions for Siena Oaks has been duly recorded in the Public Records of Palm Beach County, Florida, in Official Record Book 6607 at Page 395; and

WHEREAS, the Bylaws are recorded and attached as Exhibit "C", thereto; and

WHEREAS, the Restated Declaration of Restrictions for Siena Oaks has been duly recorded in the Public Records of Palm Beach County, Florida, in Official Record Book 18744 at Page 1951; and

WHEREAS, the Restated Bylaws for Siena Oaks Homeowners Association, Inc. are recorded and attached as Exhibit "C", thereto

WHEREAS, at a duly called and noticed meeting of the membership of Siena Oaks Homeowners Association, Inc., a Florida not-for-profit corporation, held on March 31, 2009, the aforementioned Restated Bylaws were amended pursuant to the provisions of said Restated Bylaws.

NOW, THEREFORE, the undersigned hereby certify that the following amendments to the Restated Bylaws are a true and correct copy of the amendments as amended by the membership:

**AMENDMENTS TO THE  
RESTATED BYLAWS FOR  
SIENA OAKS HOMEOWNERS ASSOCIATION, INC.**

(Additions shown by "underlining",  
deletions shown by "strikeout",  
unaffected text indicated by "...")

**ARTICLE V**

**NOMINATION AND ELECTION OF DIRECTORS**

At such time as members of the Association are permitted to elect Directors, the nomination and election of Directors shall be conducted as follows:

~~Section 1. Nomination. At least sixty (60) days prior to each annual members' meeting, the Board of Directors shall notify the membership of the number of seats open for election, which notice shall also inform the members that any member seeking election shall submit his/her intention to be a candidate for Director, in writing, together with an information sheet and/or resume, which forms shall be submitted to the Board no later than forty (40) days prior to the meeting. The information sheet/resume shall not be required, but may be submitted at the option of the candidate. The submission of said notice of intent to be a candidate shall constitute the nomination of the member submitting the same. No further nominations shall be received or accepted within the forty (40) day period prior to the election. No later than thirty (30) days prior the election, the Board shall notify the membership of the names of the nominees, together with a copy of each nominee's information sheet and/or resume. During the time between thirty (30) days prior to the election and ten (10) days prior the election, the Board shall schedule at least one meeting for those members who wish (a quorum is not required) to meet with, hear from and question the nominees. In addition to the foregoing, nominations shall also be accepted from the floor at the annual meeting, or any other meeting at which an election of a Director or Directors is conducted. Any member at such meeting may nominate himself or herself, and no nominations need be seconded.~~

~~Section 21. Election. All elections shall be by secret written ballot, unless unanimously waived by all Owners of the same Unit type who are present at such meeting. At such election, the members may cast, in respect to each vacancy which they are entitled to fill, one (1) vote for each Unit owned. Cumulative voting is not permitted. Directors elected by Patio Home Owners shall be known as Patio Home Directors, and Directors elected by Estate Home Owners shall be known as Estate Home Directors. Directors shall be permanent residents at Siena Oaks which is defined as being in residence at Siena Oaks at least nine months in each calendar year. An election shall be held if the total number of nominations from the floor taken together with the nominations established prior to the annual meeting exceed the number of vacancies on the Board with respect to the Patio Home Directors or the Estate Home Directors. Should there be an insufficient number of nominations to fill any vacancy on the Board, then the remaining Board members after the meeting shall be authorized to fill the vacancy(ies) in the same manner as if such vacancy was created by the death, resignation or removal of such Director.~~

~~Section 32. Term of Office. The term of office of each Director shall terminate upon the election or appointment of such Director's successor pursuant to the provisions in this Section. Notwithstanding anything herein or in the Articles of Incorporation to the contrary, any director may be reelected.~~

The term of office of Directors shall be two (2) year staggered terms, commencing with the annual meeting in 2009. To accomplish the staggered terms, the following election procedures shall be followed:

**ESTATE HOME DIRECTORS:** Two (2) Directors shall be elected from the Estate Homes. The candidate receiving the highest number of votes in 2009 will be elected for two (2) years. The candidate receiving the second highest number of votes will be elected for one (1) year. In all subsequent election years, one (1) Estate Home Director will be elected to two (2) year terms.

**PATIO HOME DIRECTORS:** Three (3) candidates shall be elected. The two (2) candidates receiving the highest and second highest number of votes in 2009 will be elected for two (2) years. The candidate receiving the third highest number of votes will be elected for one (1) year. At the expiration of each of the preceding terms, the Patio Home Directors will all be elected for two (2) year terms.

In case of a tie in the number of votes, the decision shall be determined by the toss of a coin. Vacancies not filled by the election process shall be filled by appointment by the Board of Directors. Should the annual meeting/election be delayed, the term of office will be extended until the annual meeting can be held.

The term of office of each Director shall terminate upon the election or appointment of such Director's successor pursuant to these Bylaws. Election of directors shall be held at the annual Members' meeting.

Section 3. The Board of Directors shall be elected by written ballot or voting machine. Proxies shall not be used in the election of the Board of Directors, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise. No Owner shall permit any other person to vote his or her ballot, and any such ballots improperly cast shall be deemed invalid. Elections shall be decided by a plurality of those ballots cast. Cumulative voting is prohibited.

Section 4. Written notice of the scheduled election shall be sent to each Member at his last known address as it appears on the books of the Association. The first notice of the date of the election shall be mailed, hand delivered or electronically transmitted to each member not less than sixty (60) days before the scheduled election. The first notice must contain the name and correct mailing address of the Association.

Section 5. Any Owner or other eligible person desiring to be a candidate for the Board shall give written notice to the Association which must be received by the Association not less than forty (40) days before the scheduled election. Written notice

shall be effective when received by the Association. As long as the Statute applicable to homeowners associations so requires, nominations will also be permitted from the floor at the election. No other nominations will be permitted.

Section 6. Not less than fourteen (14) days before the scheduled election, the Association shall mail, deliver or electronically transmit to the eligible voters at the addresses listed in the official records of the Association a second notice of the election, together with a ballot. Each Unit shall receive one (1) ballot. The second notice and accompanying documents shall not contain any communication by the Board which endorses, disapproves or otherwise comments on any candidate. Accompanying the ballot shall be an outer envelope addressed to the person or entity authorized to receive the ballots and a smaller inner envelope in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the voter and the Unit numbers being voted and shall contain a signature space for the voter. Once the ballot is completed, the voter shall place the completed ballot in the inner smaller envelope and seal that envelope. The inner envelope shall then be placed within the larger outer envelope and the outer envelope shall then be sealed. Each inner envelope shall contain only one ballot, but if a person owns more than one Unit and is, therefore, entitled to cast more than one ballot, the separate inner envelopes required may be enclosed within a single outer envelope. The voter shall sign the exterior of the outer envelope in the space provided for his or her signature. The outer envelope shall either be mailed or hand delivered to the Association. Upon receipt by the Association, no ballot may be rescinded or changed. The submission of a ballot in the form required shall count as attendance at the annual meeting for purposes of establishing a quorum.

Section 7. The written ballot shall indicate in alphabetical order by surname, each and every Owner or other eligible person who desires to be a candidate for the Board and who gave written notice to the Association not less than forty (40) days before a scheduled election, unless such person has, prior to the mailing of the ballot, withdrawn his candidacy in writing. No ballot shall indicate which candidates are incumbents on the Board. Write-in candidates shall be permitted only for those candidates nominated from the floor, so long as the applicable Statute requires that such nominations be permitted. No ballot shall contain a section providing for the signature of a voter. Envelopes containing ballots received by the Association shall be retained and collected by the Association and shall not be opened until the time of the election, after nominations are closed, and after a motion is approved by a floor vote at the annual meeting to close the polls.

Section 8. The Association shall have available additional blank ballots and envelopes at the meeting for distribution to the eligible voters who have not cast their votes. Each ballot distributed at the meeting shall be placed in an inner and outer envelope as provided in Section 7 hereof. At the meeting, as the first order of business in the election procedure, ballots not yet cast shall be collected and motion to close the polls shall be adopted. Next, a committee shall be appointed by a motion and vote from the floor at the election and the signatures and Unit identifications on the outer envelopes shall be checked against the list of qualified voters. Any exterior envelope not signed by the eligible voter shall be marked "disregarded" and any ballots contained therein shall not be counted. The voters shall be checked off on the list as having voted. Then, in the presence of any Owners in attendance, all inner envelopes shall be first removed from the outer envelopes and shall be placed in a receptacle. Upon the commencement of the opening of the outer envelopes, the polls shall be closed, even if no such motion has been made and approved, and no more ballots shall be accepted. Inner envelopes shall then be opened and the ballots shall be removed and counted in the presence of any Owners. Any inner envelopes containing more than one ballot shall be marked "disregarded" and any ballots contained therein shall not be counted.

Section 9. Notwithstanding anything contained herein to the contrary, an election is not necessary unless there are more eligible candidates than vacancies.

**[Signature Page to Follow]**

WITNESS my signature hereto this 21<sup>ST</sup> day of MAY, 2009, at Palm Beach Gardens, Palm Beach County, Florida.

**SIENA OAKS HOMEOWNERS ASSOCIATION, INC.**

[Signature]  
Witness

By: [Signature] President

ALFRED S. DeMott  
(PRINT NAME)

[Signature]  
Witness  
Cherlynn Fannebecker  
(PRINT NAME)

Attest: [Signature] Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 21<sup>ST</sup> day of MAY 2009, by AL BROWN and MARIE MAUCERI, as PRESIDENT and SECRETARY respectively, of Siena Oaks Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced \_\_\_\_\_ as identification and did take an oath.

[Signature] (Signature)

BILLIE INTAGLIATA (Print Name)

Notary Public, State of Florida at Large

WPB\_DB: 1151927\_1

