



**CERTIFICATE OF A
TO THE
BY-LAWS
OF
MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC.**

The Bylaws of Martin Downs Property Owners Association, Inc. were adopted on May 2, 1983; amended and restated at Official Records Book 1458, Page 819; amended at O.R. Book 1547, Page 764, et seq.; amended and restated at O.R. Book 1597, Page 147, et seq.; amended at O.R. Book 1841, Page 2508, et seq.; and amended and restated at O.R. Book 2331, Page 2490, et seq., Public Records of Martin County, Florida. The same Bylaws of Martin Downs Property Owners Association, Inc. are hereby amended as approved by a majority of the votes at the Member Representative Meeting on October 22, 2020.

1. Article III, Sections 2, 5(D) and 7 are amended to read as follows:

**ARTICLE III
DIRECTORS, OFFICERS AND EXECUTIVE COMMITTEE**

Section 2. Officers. The executive officers of the Master Association shall be: President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. Officers elected at the annual meeting of the Board shall hold office until the next annual meeting of the directors, or until their successors shall have been appointed and shall qualify. No individual shall serve in one of the four elected officer positions for more than five (5) consecutive one (1) year terms.

Section 5. Resignation, Vacancy, Removal.

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D. Removal: Except as otherwise provided herein, any Directors may be removed by the Member which appointed him/her, with or without cause, and any officer, Executive Committee Member or Standing Committee Member of the Master Association may be removed by the Board of Directors or Executive Committee, at any time, with or without cause.

Section 7. The Master Association is prohibited from employing an Officer or Executive Committee Member or any person related by blood, marriage or adoption to an Officer or Executive Committee Member. Additionally, the Master Association is prohibited from employing any person related by blood, marriage or adoption to the Association Administrator or Chief of Security.

(The balance of Article III remains unchanged.)

2. Article VIII, Section 1 is amended to read as follows:

ARTICLE VIII
MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held upon a date appointed by the Executive Committee, during the month of April in each calendar year. No meeting shall be held on a legal holiday. The meeting shall be held at such time as the Executive Committee shall appoint from time to time. The purpose of such meeting shall be the election of the Executive Committee and officers of the Master Association and the transaction of other business authorized to be transacted by the Board of Directors. The order of business shall be as determined by the presiding officer of the Board of Directors. All meetings shall be held at the office of the Master Association, or at such other place in Martin County, Florida, as shall be stated in the notice thereof. Additionally, a regular meeting of the Board of Directors will be held during the fourth quarter of each calendar year. The President shall designate the date, time and location of such regular meeting.

(The balance of Article VIII remains unchanged.)

3. Article IX, Section 1 is amended to read as follows:

ARTICLE IX
NOTICE OF MEETINGS

Section 1. Annual and Regular Meetings. Written notice of the annual and regular meetings of Directors shall be served upon or mailed to each Member entitled to notice, at least ten (10) days, and no more than sixty (60) days, prior to the meeting. Such notice shall be hand delivered or mailed to each member at its address as it appears on the books of the Master Association. Proof of such mailing may be given by the affidavit of the person giving the notice.

(The balance of Article IX remains unchanged.)

4. The foregoing amendments to the Bylaws of Martin Downs Property Owners Association, Inc. were approved by a majority of the votes at the Member Representative Meeting on October 22, 2020.

5. The adoption of these amendments appears upon the minutes of said meeting and is unrevoked.

6. All provisions of the Bylaws of Martin Downs Property Owners Association, Inc. are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 4th day of November, 2020.

WITNESSES AS TO PRESIDENT:

Deena M Gephart
Print Name: Deena M Gephart

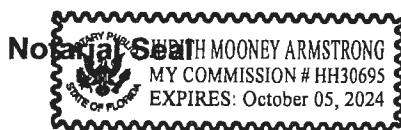
Kyle A. Hughes
Print Name: Kyle A. Hughes

STATE OF FLORIDA
COUNTY OF Martin

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC.

By: Timothy Graham
Timothy Graham President

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of [☒] physical presence or [☐] online notarization, by Timothy Graham, as President of Martin Downs Property Owners Association, Inc., [☐] who is personally known to me, or [☐] who has produced _____ as identification on 11/04/20, 2020.



Judith Mooney Armstrong
Notary Public
Print Name: Judith Mooney Armstrong
My Commission Expires: 10/05/24

WITNESSES AS TO SECRETARY:

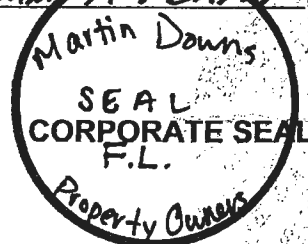
Deena M Gephart
Print Name: Deena M Gephart

Kyle A. Hughes
Print Name: Kyle A. Hughes

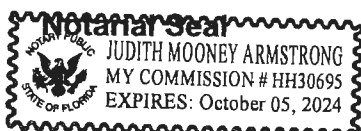
STATE OF FLORIDA
COUNTY OF Martin

MARTIN DOWNS PROPERTY OWNERS ASSOCIATION, INC.

By: Frank A. Trapani
Frank A. Trapani Secretary



The foregoing instrument was subscribed, sworn, and acknowledged before me by means of [☐] physical presence or [☐] online notarization, by Frank Trapani, as Secretary of Martin Downs Property Owners Association, Inc., [☒] who is personally known to me, or [☐] who has produced _____ as identification on 11/19/20, 2020.



Judith Mooney Armstrong
Notary Public
Print Name: Judith Mooney Armstrong
My Commission Expires: 10/05/24