

Doc# 1815631 12/06/2010 1:49PM
Filed & Recorded in Official Records of
MONROE COUNTY DANNY L. KOLHAGE

This instrument prepared by
and return to:

Robert H. Gebaide, Esq.
BAKER & HOSTETLER
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Orlando, FL 32802-0112
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**FIRST AMENDMENT TO THE BYLAWS
OF
SUNSET HARBOR RESORT
CONDOMINIUM ASSOCIATION, INC.**

THIS FIRST AMENDMENT TO THE BYLAWS OF SUNSET HARBOR RESORT CONDOMINIUM ASSOCIATION, INC. ("Amendment"), is made and executed by Sunset Harbor Resort Condominium Association, Inc., a Florida not-for-profit corporation ("Association") whose address is 450 Carillon Parkway, Suite 210, St. Petersburg, Florida 33716, pursuant to Article VIII of the Bylaws of Sunset Harbor Resort Condominium Association, Inc. ("Bylaws").

RECITALS

WHEREAS, the Association is the entity responsible for the operation and management of Sunset Harbor Resort, a Condominium ("Condominium") created pursuant to that certain Declaration of Condominium for Sunset Harbor Resort, a Condominium as recorded in Official Records Book 1376, Page 1093, as amended by that First Amendment to the Declaration of Condominium of Sunset Harbor Resort, a Condominium, as recorded in Official Records Book 1376, Page 1257, and as further amended by that Second Amendment to Declaration of Condominium of Sunset Harbor Resort, a Condominium, as recorded in Official Records Book 1422, Page 1356, and as further amended by that Third Amendment to Declaration of Condominium of Sunset Harbor Resort, a Condominium, as recorded in Official Records Book 1426, Page 1588, all in the Public Records of Monroe County, Florida (collectively the "Declaration");

WHEREAS, the powers and duties of the Association are exercised by a board of directors ("Board"), the majority of which are elected by Owners of Units and Unit Weeks other than the Developer;

WHEREAS, the Association desires to extend the terms of office of the members of the Board from one-year terms to two-year terms;

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WHEREAS, the Association desires to amend the Bylaws to allow all notices or other information sent by the Board to be delivered to Owners of Units and Units Weeks by electronic mail, provided that the Owners of Units and Unit Weeks first consent electronically to the use of electronic mail for notice purposes in accordance with Section 721.13(9), *Florida Statutes*.

WHEREAS, the Association desires to amend the Bylaws to change the terms of office of the members of the Board as described above and to provide Owners of Units and Unit Weeks with the option to receive notices by electronic mail; and

WHEREAS, this Amendment has been approved by the Board and the members of the Association pursuant to the procedures described in Article VIII of the Bylaws.

NOW THEREFORE,

1. The above Recitals are incorporated herein.
2. All terms used in this Amendment shall have the definitions defined in the Declaration.
3. Article II, Section 1 of the Bylaws is amended to read as follows (additions are underlined):

1. The annual members' meeting shall be held at such time, place and date as may be designated by the board of directors, for the purpose of electing directors in years ending in 0, 2, 4, 6, or 8 and of transacting any other business authorized to be transacted by the members.

4. Article II., Section 3 of the Bylaws is amended to read as follows (additions are underlined and deletions are ~~struck through~~):

3. Notice of all members' meetings stating the time and place and the agenda for which the meeting is called shall be mailed or electronically transmitted by the president or secretary, unless waived in writing. Notice of all members' meetings may be delivered to a member by electronic mail, provided that the member first consents electronically to the use of electronic mail for notice purposes. Such consent shall be automatically revoked if the Association is unsuccessful in providing notice via electronic transmission for two consecutive transmissions to a member, if and when the Association becomes aware of such electronic transmission failures. ~~Such a~~ Notice of all members' meetings shall be sent in writing to each member at his physical or electronic address as it appears on the books of the Association and shall be sent by mail or electronically transmitted to each member not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. An affidavit executed by the secretary attesting to the physical or electronic mailing or t~~The~~ post office certificate of mailing shall be retained in the records of the Association as proof of such mailing. In addition, a notice of the meeting shall be posted at a conspicuous place on the Condominium Property or Association Property, which location shall be duly adopted by rule by the board, upon notice to the Unit Owners, at least fourteen (14) days prior to said meeting; however, if there is no Condominium Property or Association Property upon which notices can be posted, this requirement does not apply. Members may waive notice of specific meetings and may take

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action by written agreement without meetings. Mortgagees, as that term is defined in the Declaration, shall, upon prior written request, be entitled to receive notice of all members' meetings. Failure to provide such notice shall not invalidate any action taken at an otherwise properly noticed meeting. Where assessments against members are to be considered for any reason at a members' meeting, the notice must contain a statement that assessments will be considered and will specify the nature of any such assessment.

5. Article II., Section 9 of the Bylaws is amended to read as follows (additions are underlined):

9. The order of business at annual members' meetings and, as far as practicable at all other members' meetings, shall be:

- A. Call to order.
- B. Election of chairman of the meeting.
- C. Calling of the roll and certifying of proxies.
- D. Proof of notice of meeting or waiver of notice.
- E. Reading and disposal of any unapproved minutes.
- F. Report of officers.
- G. Report of committees.
- H. Election of directors (in years ending in 0, 2, 4, 6, or 8).
- I. Unfinished business.
- J. New business.
- K. Adjournment.

6. Article III, Subsection 2.A. of the Bylaws is amended to read as follows (additions are underlined and deletions are ~~struck through~~):

2. Election of directors shall be conducted in the following manner:

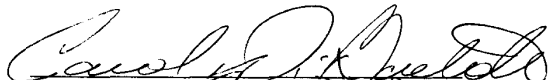
A. Members of the board of directors shall be elected for a two (2) year term by a majority of the votes cast at ~~an every other~~ annual meeting of the members of the Association beginning at the 2010 annual meeting. There shall be no cumulative voting. The president may appoint a nominating committee which shall nominate a minimum of one (1) member of the Association for each office coming vacant. This nominating process shall not preclude any member desiring to be a candidate for membership on the board of directors from being nominated from the floor.

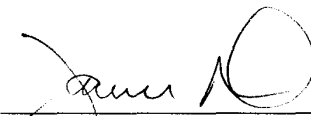
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IN WITNESS WHEREOF, the Managing Entity has caused these presents to be executed in its behalf by its undersigned authorized officer this 15 day of NOVEMBER, 2010.

WITNESSES:

SUNSET HARBOR RESORT CONDOMINIUM ASSOCIATION, INC., a not-for-profit Florida corporation


Print Name: Carol DiBartolo

By: 
Print Name: JAMES DRUM
As its: PRESIDENT

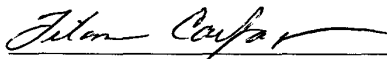

Print Name: Filomena Carfagno

STATE OF NY)
) SS.
COUNTY OF Suffolk)

BEFORE ME, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared James Drum, known to me to be the President of Sunset Harbor Resort Condominium Association, Inc., a not-for-profit Florida corporation, and James Drum acknowledged that he executed the foregoing instrument on behalf of the company pursuant to due authority therefrom. He is personally known to me or has produced a NYS Drivers License as identification.

WITNESS my hand and seal this 15 day of November, 2010.

(NOTARY SEAL)


(Notary Signature)

Filomena Carfagno
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

FILOMENA CARFAGNO
Notary Public, State of New York
No. 01CA6072418
Qualified in Suffolk County
Commission Expires April 1, 20 14