



**AMENDMENT TO BYLAWS OF
ROTONDA MEADOWS/VILLAS CONSERVATION ASSOCIATION, INC.**

THIS AMENDMENT TO BYLAWS OF ROTONDA MEADOWS/VILLAS CONSERVATION ASSOCIATION, INC. ("Amendment") is made this 19th day of JANUARY, 2011, by ROTONDA MEADOWS/VILLAS CONSERVATION ASSOCIATION, INC., a Florida non-profit corporation.

RECITALS

WHEREAS, ROTONDA MEADOWS/VILLAS CONSERVATION ASSOCIATION, INC. (the "Association"), a Florida non-profit corporation, is the Association governed by the Bylaws executed on OCTOBER 12, 2004 (the "Bylaws").

WHEREAS, pursuant to the Bylaws for the Association, the Board of Directors of the Association (the "Board") holds the authority to alter, amend or repeal the Bylaws for the Association.

WHEREAS, at a meeting of the Board on JANUARY 19, 2011, the following Amendment was adopted by a vote of the Board.

WHEREAS the Board has adopted this Amendment in accordance with the requirements of its Bylaws and intends that the Bylaws and all amendments thereto, including but not limited to all amendments and restatements identified in these recitals, shall be further amended by this instrument.

NOW THEREFORE, it is declared that the Amendment shall be and is as follows:

1. ARTICLE V, Section 5 is amended and restated in its entirety as follows:

SECTION 5 - QUORUM - The holders of ~~a majority of the~~ fifty (50) memberships entitled to vote at any meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, by these Bylaws, or by the Declaration of Covenants, Conditions and Restrictions of Rotonda Meadows/Villas; provided, however, that in the absence of a quorum, a majority of the members present and voting at said meeting, either in person or by proxy, shall have the right successively to adjourn the meeting to a specified date not longer than ninety (90) days after such adjournment, and no notice of such adjournment need be given to members not present at the meeting, unless the Board of Directors sets a new record date for the adjourned meeting. Every decision which shall receive the favorable vote of a majority of the votes cast in connection therewith at any meeting of the members at which a quorum is present shall be valid as a corporate act unless a larger vote is required by law, by the Articles of

Coding for the body of the Amendment: words ~~stricken~~ are deletions; words underlined are additions.
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Incorporation, by these Bylaws, or by the Declaration of Covenants, Conditions and Restrictions of Rotonda Meadows/Villas.

2. ARTICLE XI, Section 1 is amended and restated in its entirety as follows:

SECTION 1 - NOTICE DEEMED GIVEN - Whenever under the provisions of these Bylaws notice is required to be delivered to any director, officer or member, such notice shall be deemed to be delivered when: 1) deposited in the United States Mail with postage thereon prepaid, or received by facsimile transmission or email, addressed to such individual at his address as it appears on in the records of the Corporation Association, 2) transmitted by facsimile, telephonically or electronically to the contact information as it appears in the records of the Association, 3) or when delivered in person to the individual, or 4) posted in a conspicuous place.

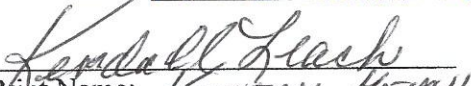
IN WITNESS WHEREOF, this Amendment is executed as of the date first written above.


Signed, sealed and delivered in the presence of:

ROTONDA MEADOWS/VILLAS CONSERVATION ASSOCIATION, INC.



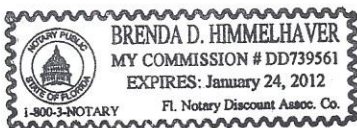
Print Name: PETER TRAVERSO

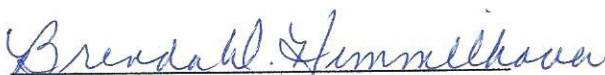

Print Name: KENDALL HEATH


By: Noel Andres
Its: President

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 19th day of JANUARY, 2011, by NOEL ANDRESS as PRESIDENT of ROTONDA MEADOWS/VILLAS CONSERVATION ASSOCIATION, INC., on behalf of the corporation. He or she is personally known to me or has produced _____ as identification.




Notary Public
My Commission Expires: 1/24/12