

This instrument prepared by:
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**CERTIFICATE OF SECOND AMENDMENT TO THE
BY-LAWS OF THE LAGUNA MASTER ASSOCIATION, INC.**

This Certificate of Second Amendment to the By-Laws of the Laguna Master Association, Inc. is executed this 28th day of August, 2020 by the Laguna Master Association, Inc., a Florida Not for Profit Corporation (“Association”).

RECITALS

WHEREAS, the Association is governed by the Articles of Incorporation of the Laguna Master Association, thereof recorded in the Official Records Book 9930, Page 1763, of the Public Records of Palm Beach County, Florida and amendments thereto, and By-Laws of Laguna Master Association, Inc., thereof recorded in the Official Records Book 9930, Page 1170 of the Public Records of Palm Beach County, Florida, and amendments thereto;

WHEREAS, Articles IX of the Articles of Incorporation provides that the Articles and By-Laws may be altered, amended or repealed by a vote of majority of the Board of Directors; and

WHEREAS, the undersigned certifies that a duly called regular meeting of the Board of Directors of the Association was held on the 23rd day of July, 2020 at which the Second Amendment to the By-Laws attached hereto as Exhibit “A”, was duly adopted and ratified by a majority vote of the members of the Board in accordance with Article IX of the Articles.

NOW THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.

2. Article IV, Section 1 of the original By-Laws and Amendment to the By-Laws; Article VI, Section 1 of the original By-Laws; Article VII, Section 2 of the original By-Laws; Article VII, Section 3 of the original By-Laws and Article V, Section 2 of the Amendment to the By-Laws are amended by the Second Amendment to the By-Laws of Laguna Master Association, Inc. as more particularly described on Exhibit "A" attached hereto and incorporated herein.

3. All other sections of the original By-Laws and Amendments to the By-Laws remain unchanged.

IN WITNESS WHEREOF, the undersigned duly executed this Certificate as of this 28 day of August, 2020.

As to witness:

LAGUNA MASTER ASSOCIATION, INC.

Witness: MARK BELCO

By: D.J. Scalera, III, President

Witness: KEN NEMET

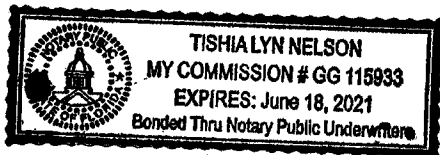
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on August 28, 2020, by D.J. Scalera, III, as President, of the Laguna Master Association, Inc., who executed same on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Tishia L Nelson
NOTARY PUBLIC State of Florida

Tishia L Nelson
Print Name
My Commission Expires: 6/18/2021

(SEAL)



28th IN WITNESS WHEREOF, the undersigned duly executed this Certificate as of this
day of August, 2020.

As to witness:

LAGUNA MASTER ASSOCIATION, INC.

[Signature]
Witness: MARK LOICCO

By: [Signature]
Ken Nemet, Secretary/Treasurer

[Signature]
Witness: D. J. Scelera III

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on August 28,
2020, by Ken Nemet, as Secretary/Treasurer, of the Laguna Master Association, Inc.,
who executed same on behalf of the corporation. He is personally known to me or has
produced _____ as identification.

[Signature]
NOTARY PUBLIC, State of Florida

TISHIA L NELSON
Print Name
My Commission Expires: 6/18/2021

(SEAL)

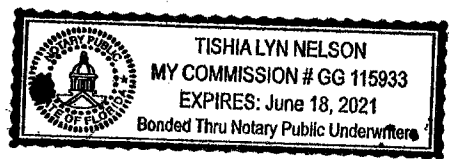


EXHIBIT "A"

**SECOND AMENDMENT TO THE BY-LAWS
OF LAGUNA MASTER ASSOCIATION, INC.**

The By-Laws of Laguna Master Association, Inc. are recorded in Official Records Book 9930, Page 1771 of the Public Records of Palm Beach County, Florida. The Amendments to the By-Laws of Laguna Master Association, Inc. are recorded in Official Records Book 27149, Page 1433 and Official Records Book 29207, Page 645 of the Public Records of Palm Beach County, Florida.

(As used herein, words underlined are added and words struck through are deleted).

1. Article IV – Board of Directors: Selection: Term of Office, Section 1. Term of Office. of the original By-Laws and Amendment to the By-Laws is hereby amended to read as follows:

Section 1. Term of Office. ~~At the annual meeting, the Voting Members shall elect a minimum of five (5) and no more than seven (7) Directors for a term of two (2) years, to serve until their successors are elected. The term of each Director's service shall be two (2) years and shall extend until the Director's successor is duly elected and qualified, or until the Director is removed in the manner elsewhere provided. After the next annual meeting following the adoption of this Second Amendment, the two-year terms for all Directors shall commence.~~

2. Article V, Nomination and Election of Directors, Section 2. Election. of the Amendment to the By-Laws is hereby amended to read as follows:

Section 2. Election. ~~After the next annual meeting following the adoption of this Second Amendment, elections to the Board of Directors shall be conducted every two (2) years.~~ Election to the Board of Directors shall be by secret written ballot and conducted in accordance with the election rules and regulations of the Association. The Board of Directors shall have the authority, from time to time, to promulgate and amend reasonable rules and regulations governing the election to the Board of Directors.

3. Article VI, Meeting of Directors, Section 1. Organizational Meetings. of the original By-Laws is hereby amended to read as follows:

Section 1. Organizational Meetings. The first meeting of the duly elected Board of Directors for the purpose of organization shall be held within ten (10) days after the annual meeting of Members, at which Directors were elected, provided the majority of the Members of the Board elected be present. Any action taken at such meeting shall be by a majority of those present. If the majority of the Members of the Board elected shall not be present at that time, or if the Directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members at which Directors were elected, upon three days' notice in writing to each Member of the Board elected, stating the time, place and object to such meeting.

4. Article VII, Officers and Their Duties, Section 2. Election of Officers. of the original By-Laws is hereby amended to read as follows:

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members, at which Directors were elected.

5. Article VII, Officers and Their Duties, Section 3. Term. of the original By-Laws is hereby amended to read as follows:

Section 3. Term. The officers of this Association shall be elected annually by the Board following each election of Directors and shall hold office for two (2) years unless they shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

-END OF AMENDMENT-