

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Joy E. Carney, Esq.
CLAYTON & MCCULLOH
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Maitland, Florida 32751

MARYANNE MORSE, CLERK OF CIRCUIT COURT
SEMINOLE COUNTY
BK 06805 Pgs 1933 - 1936; (4pgs)
CLERK'S # 2007126693
RECORDED 08/31/2007 09:45:16 AM
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CERTIFICATE OF AMENDMENT TO
BYLAWS OF HEATHROW MASTER ASSOCIATION, INC.
a Florida Corporation not-for-profit ✓

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of HEATHROW MASTER ASSOCIATION, INC. (hereinafter "Association"), pursuant to the Florida Statutes and the BYLAWS OF HEATHROW MASTER ASSOCIATION, INC., recorded in Official Record Book 04651, Page 0696, *et. seq.*, of the Public Records of Seminole County, Florida, as amended and supplemented (hereinafter "Bylaws"), which Bylaws were recorded as Exhibit C to the MASTER DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR HEATHROW, recorded in Official Record Book 04651, Page 0598, *et. seq.*, of the Public Records of Seminole County, Florida, hereby certify that the amendment to the Bylaws which is attached hereto as Exhibit "A" and incorporated herein by this reference (hereinafter "Amendment"), was duly adopted at a meeting of the Board on the 14th day of June, 2007 (hereinafter "Meeting").

In accordance with the requirements of the Bylaws, a resolution to adopt the Amendment to the Bylaws was proposed by one or more of the Directors of the Association at the Meeting and, thereafter, such resolution to adopt the Amendment was approved by at least a majority of all of the Directors of the Association at the Meeting. Proper notice was given for the Meeting pursuant to the Declaration, the Bylaws and the Florida Statutes. The notice of the Meeting stated the purpose, time, date and location of the Meeting, as well as the subject matter of the proposed Amendment. The Joinder and Consent of the Developer was properly attained in accordance with the Bylaws and is attached hereto as Exhibit "B".

With the exception of the Amendment(s), all other terms and conditions of the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name, this 12th day of July, 2007.

Signed, sealed and delivered
in the presence of:

HEATHROW MASTER ASSOCIATION, INC.

Deanna B Sims
(Sign - Witness 1)

BY: F. Michael Gallagher
(Sign)

Deanna B. Sims
(Print - Witness 1)

F. MICHAEL GALLAGHER, President
(Print)

Nancy Seward
(Sign - Witness 2)

Nancy Seward
(Print - Witness 2)

Deanna B Sims
(Sign - Witness 1)

ATTEST: John S. Lyle
(Sign)

Deanna B. Sims
(Print - Witness 1)

John S. Lyle, Secretary
(Print)

Cindy Gray
(Sign - Witness 2)

Cindy Gray
(Print - Witness 2)

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing was acknowledged before me this 12 day of JULY, 2007 by
F. MICHAEL GALLAGHER as President, and JOHN S. LYLE, as
Secretary, of HEATHROW MASTER ASSOCIATION, INC., a Florida not for profit corporation, on behalf
of the corporation. They are personally known to me [] or have produced
_____ as identification.

NOTARY PUBLIC

Teresa V. Robbin
(sign)

TERESA V. ROBBIN
(print)

(Notary Seal)
State of Florida at Large
My Commission Expires:

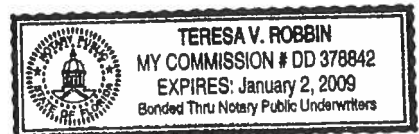


EXHIBIT "A"

AMENDMENT TO
BYLAWS OF HEATHROW MASTER ASSOCIATION, INC.

The following amendment is made to Article 6 of the BYLAWS OF HEATHROW MASTER ASSOCIATION, INC., recorded in Official Record Book 04651, Page 0696, *et. seq.*, of the Public Records of Seminole County, Florida, as amended and supplemented (hereinafter "Bylaws"), which Bylaws were recorded as Exhibit C to the MASTER DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR HEATHROW, recorded in Official Record Book 04651, Page 0598, *et. seq.*, of the Public Records of Seminole County, Florida (additions are indicated by underlining, deletions are indicated by ~~strike through~~, and unaltered provisions which are not reprinted herein are indicated by ellipses):

6. OFFICERS, TOWN ADVISORY COUNCIL AND COMMITTEES

...

6.1.7 The Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board for examination at reasonable times. He shall submit a Treasurer's Report to the Board at reasonable intervals and shall perform all other duties incident to the office of Treasurer. He shall collect all Assessments and shall report promptly to the Board the status of collections. By a vote of at least two-thirds (2/3) of the Board, the Treasurer may delegate all or part of his duties as described herein to a properly licensed and certified management company or other properly licensed and certified professional organization which specializes in handling the types of duties being delegated.

...

Exhibit "B"
Joinder and Consent

Heathrow Land Company Limited Partnership, a Florida Limited Partnership, as the Developer under the terms of the MASTER DECLARATION OF PROTECTIVE COVENANTS AND RESTRICTIONS FOR HEATHROW, recorded in Official Records Book 04651, Page 0598, et. seq., of the Public Records of Seminole County, Florida, as amended and supplemented (hereinafter "Declaration"), hereby executes this Joinder and Consent approving the amendment attached hereto as Exhibit "A" ("Amendment"), which Amendment modifies the BYLAWS OF HEATHROW MASTER ASSOCIATION, INC., recorded in Official Record Book 04651, Page 0696, et. seq., of the Public Records of Seminole County, Florida, as amended and supplemented, which Bylaws were recorded as Exhibit C to the Declaration.

IN WITNESS HEREOF, HEATHROW LAND COMPANY LIMITED PARTNERSHIP has caused these presents to be executed in its name on the 12 day of July, 2007.

Signed, sealed and delivered
in the presence of:

HEATHROW LAND COMPANY LIMITED
PARTNERSHIP, a Florida limited partnership

Deanna B. Sims
(sign-witness 1)

Deanna B. Sims
(print)

Nancy Seward
(sign - witness 2)

Nancy Seward
(print)

BY: 4/46A Corp., a Florida corporation, its sole
general partner

Paul Roeker
(sign)

Paul Roeker
(print)

Vice-President
(title)

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing was acknowledged before me this 12 day of JULY, 2007, by PAUL ROEKER, as VICE PRESIDENT of 4/46A Corp., a Florida corporation, general partner of Heathrow Land Company Limited Partnership, a Florida limited partnership, on behalf of the corporation and partnership, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC

Teresa V. Robbin
(sign)
TERESA V. ROBBIN
(print)

State of Florida at Large (Seal)
My Commission Expires:

