SCHEDULE A

FIRST AMENDMENT TO THE
BYLAWS OF
HERITAGE ISLE DISTRICT ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

This First Amendment to the Bylaws (this "Amendment") of the HERITAGE ISLE DISTRICT ASSOCIATION, INC., a Florida corporation not for profit (the "Association"), is made by the Board of Directors of the Association (the "Board").

RECITALS

A. Section 11.3 of the Bylaws provides the Bylaws may be amended by not less than the affirmative vote of a majority of the votes of the Board.

B. This Amendment to the Bylaws was approved by not less than the affirmative vote of a majority of the votes of the Board at a properly noticed meeting of the Board held on June 11, 2015.

NOW THEREFORE, the Board hereby amends the Bylaws as follows:

Words in the text which are lined through (——) indicate deletions from the present text; words in the text which are double-underlined indicate additions to the present text. The text will not be double-underlined or stricken when whole sections or paragraphs are added or deleted in their entirety.

1. The foregoing Recitals are true and correct and are incorporated into and form a part of this Amendment. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

2. In the event that there is a conflict between this Amendment and the Bylaws, this Amendment shall control. Whenever possible, this Amendment and the Bylaws shall be construed as a single document. Except as modified hereby, the Bylaws shall remain in full force and effect.

3. Section 4.4 of the Bylaws is hereby amended as follows:

4.4 Quorum. A quorum at Members' meetings shall consist of thirty percent (30%) twenty percent (20%) of the total voting interest in the Association, whether represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of votes represented at a meeting in person or by proxy shall constitute the acts of the Members, except when approval by a greater number of Members is required by the Declaration, these Bylaws, the Articles, or by law. When a specified item of business is required to be voted upon by a particular class of Members, if applicable, thirty percent (30%) of the votes of such class of Members shall constitute a quorum for the transaction of such item of business by
that class. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

4. Section 5.6 of the Bylaws is hereby amended as follows:

5.6 Number. The Board at all times shall consist of not less than three (3) nor more than nine (9) Directors. After elected by the Owners other than the Declarant such a time as the Developer no longer is entitled to appoint a member of the Board pursuant to Section 5.4 above, the number of members may be increased from time to time to a maximum of nine (9) members. The number of Directors may be increased or decreased from time to time by a vote of the Association's Members; provided, however, the established number of Board members shall always be an odd number. In the event that the number of members of the Board of Directors is changed, such changes in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of Directors whose terms expire in any given year. All directorships shall expire during any given three (3) year period.

5. Section 5.7 of the Bylaws is hereby deleted and replaced with the following:

5.7 Term of Office. The term of office of each Director elected by the Owners other than the Developer shall be for staggered terms. Seats one through three shall consist of three (3) Directors that will be elected for three (3) years; seats four and five shall consist of two (2) Directors elected for two (2) years; and seats six and seven shall consist of two (2) Directors elected for one (1) year terms. The order of seats will be based on the candidates receiving the highest number of votes. Thereafter each Director will be elected to a three (3) year term. Each Director shall hold office for the term for which he is elected and until his successor has been elected and qualified or until his earlier resignation, removal from office or death.

6. Section 5.10 of the Bylaws is hereby amended as follows:

5.10 Election. Elections of the Directors must be conducted in accordance with these Bylaws. All members in good standing of the Association shall be eligible to serve on the board. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes cast by eligible voters for each vacancy shall be elected.

7. Section 5.11 of the Bylaws is hereby deleted and replaced with the following:

5.11 Intent to Serve. At least 60 days before a scheduled election, the Association shall mail, deliver, or electronically transmit, by separate Association mailing or included in another Association mailing, delivery, or transmission, including regularly published newsletters, to each member entitled to a vote, a first notice of the date of the election. A member or other eligible person desiring to be a candidate for the board must
give written notice of his or her intent to be a candidate to the Association at least 40 days before a scheduled election. Together with the written notice and agenda the Association shall mail, deliver, or electronically transmit a second notice of the election to all members entitled to vote, together with a ballot that lists all candidates. Upon request of a candidate, an information sheet, no larger than 8½ inches by 11 inches, which must be furnished by the candidate at least 35 days before the election, must be included with the mailing, delivery, or transmission of the ballot, with the costs of mailing, delivery, or electronic transmission and copying to be borne by the Association. The Association is not liable for the contents of the information sheets prepared by the candidates. Elections shall be decided by a plurality of ballots cast. There is no quorum requirement; however at least 20 percent of the eligible voters must cast a ballot in order to have a valid election. A member may not permit any other person to vote his or her ballot, and any ballots improperly cast are invalid. The regular election must occur on the date of the annual meeting. Notwithstanding this paragraph, an election is not required unless more candidates file notices of intent to run than board vacancies exist.

8. Section 5.12 of the Bylaws is hereby deleted and replaced with the following:

5.12 **Ties.** All ties in the voting process shall be resolved according to Florida Administrative Code Section 61-B.

9. Section 5.13 of the Bylaws is hereby deleted and replaced with the following:

5.13 **Challenges.** Any challenge to the election process must be commenced within 60 days after the election results are announced.

10. Section 5.15(a)(4) of the Bylaws is hereby amended as follows:

   (4) Such "Ballot" envelope, or envelopes (if the Member or his proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the "Ballot" or "Ballots" contained therein. The ballots shall be returned to the Secretary at the address of the Association.

11. Section 5.16 of the Bylaws is hereby amended as follows:

5.16 **Election Committee: Counting of Ballots.** Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the meeting at which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) members appointed by the Board of Directors who are not officers, directors or the spouse, parent, child, brother, or sister of an Officer or Director. The Election Committee shall then:

   (a) establish that external envelopes were not previously opened or tampered with in any way;
(b) open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the external envelope; and

(c) confirm that the signature of the Member or his proxy on the outside envelope appears genuine; and

(d) if, the vote is by proxy, determine that a proxy has been filed with the Secretary.

Such procedure shall be taken in such manner that the vote of any Member or his proxy shall not be disclosed to anyone, even the Election Committee. The opened external envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.

12. The Bylaws, as amended, is hereby incorporated by reference as though fully set forth herein and, except as specially amended hereinabove, are ratified and confirmed in their entirety.

13. This Amendment shall be effective upon the recording of the Third Amendment to the Declaration in the Public Records, to which this Amendment is attached.

[Signatures on the Following Page]
IN WITNESS WHEREOF, the undersigned hereunto set its hand and seal as of this 3rd day of August, 2015.

WITNESSES:

"ASSOCIATION"

HERITAGE ISLE DISTRICT ASSOCIATION, INC., a Florida corporation not for profit

By: _______________________________
Name: Carlos de la Ossa
Title: President

Print Name: Jeffrey J. Adler

Print Name: Brian Cipollone

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of August, 2015, by Carlos de la Ossa, as President of HERITAGE ISLE DISTRICT ASSOCIATION, INC., a Florida corporation not for profit, a Florida corporation not for profit. He [is personally known to me] [has produced as identification].

My commission expires: 07/08/16

Megan S Davila
NOTARY PUBLIC, State of Florida at Large
Print Name Megan S Davila

MEGAN S D'AVILA
Commission # EE 199215
My Commission Expires
July 08, 2016

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