

This instrument was prepared by and after recording return to:
Steven M. Falk, Esq.
Falk Law Firm, P.A.
7400 Tamiami Trail North, Suite 103
Naples, Florida 34108
(239) 596-8400

**AMENDMENT TO THE BY-LAWS
OF PROVENCE BAY HOMEOWNERS' ASSOCIATION, INC.**

THIS AMENDMENT is executed by CENTEX HOMES, a Nevada general partnership (the "Declarant"). The Declarant recorded a Declaration of Covenants, Conditions and Restrictions for Provence Bay in O.R. Book 2120, Page 619 of the Public Records of Indian River County, Florida, as amended to date (the "Declaration"). Section 6.6(a) of the Bylaws attached to the Declaration as Exhibit "E" provides that the Class "B" Member (Declarant) may unilaterally amend the By-Laws during the Class "B" Control Period. The Class "B" Control Period has not terminated, and

NOW THEREFORE, pursuant to the rights reserved in Section 6.6(a) of the By-Laws, the Declarant hereby amends the By-Laws as set forth in Exhibit "A" attached hereto.

IN WITNESS WHEREOF, the Declarant has executed this Amendment effective as of the day and year written below.

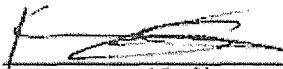
Witnesses:

CENTEX HOMES, a Nevada general partnership

By: Centex Real Estate Company, LLC, a Nevada limited liability company, as sole Managing Partner, successor by conversion of Centex Real Estate Corporation, a Nevada corporation

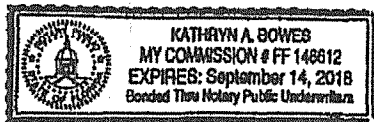

Witness Name: ANDREW MATEY

By: 
Patrick Gonzalez
Its: Vice President-Land Development
Southeast Florida Division


Witness Name: Kelly Colamartino

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of May, 2017, by Patrick Gonzalez, Vice President-Land Development, Southeast Florida Division of Centex Real Estate Company, LLC, a Nevada limited liability company, successor by conversion of Centex Real Estate Corporation, a Nevada corporation, as sole Managing Partner of Centex Homes, a Nevada general partnership. He is personally known to me.



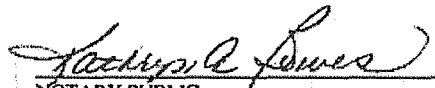

NOTARY PUBLIC
Name: KATHRYN A. BOWES
My Commission Expires: 9-14-18

EXHIBIT "A"

Section 3.1 of the By-Laws is deleted in its entirety and replaced with the following:

3.1 Governing Body; Composition. Commencing at the first election of Directors by which the Class "A" Members elect a majority of the Board of Directors ("Turnover Election"), the affairs of the Association shall be governed by a Board of Directors consisting of five (5) Directors. Each Director shall have one vote. Except with respect to Directors appointed by the Class "B" Member, all Directors shall be Members or spouses of Members. However, if a Lot is owned by a corporation, partnership, limited liability company, trust, or other entity other than a natural person, any officer, director, partner, manager, managing member, or trustee, as the case may be, shall be eligible to serve as a Director. A person who is delinquent in the payment of any fee, fine or other monetary obligation to the Association for more than ninety (90) days is not eligible for Board membership. A person who has been convicted of any felony in Florida or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, is not eligible for Board membership unless such felon's civil rights have been restored for at least five (5) years as of the date on which such person seeks election to the Board of Directors. The validity of any action by the Board of Directors is not affected if it is later determined that a Director is ineligible for Board of Directors membership. A Director or officer charged by information or indictment with a felony theft or embezzlement offense involving the Association's funds or property is removed from office. The Board of Directors shall fill the vacancy according to general law until the end of the period of the suspension or the end of the Director's term of office, whichever occurs first. However, if the charges are resolved without a finding of guilt or without acceptance of a plea of guilty or nolo contendere, the Director or officer shall be reinstated for any remainder of his or her term of office. A Member who has such criminal charges pending may not be appointed or elected to a position as a Director or officer. Within ninety (90) days after being elected or appointed to the Board of Directors, each Director shall certify in writing to the Secretary that he or she has read the Declaration, Articles of Incorporation, By-Laws and current written rules and policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the Members. Within ninety (90) days after being elected or appointed to the Board of Directors, in lieu of such written certification, the newly elected or appointed Director may submit a certificate of having satisfactorily completed the educational curriculum administered by an education provider approved by the Division of Florida Condominiums, Timeshares and Mobile Homes within one year before or ninety (90) days after the date of election or appointment. The written certification or educational certificate is valid for the uninterrupted tenure of the Director on the Board of Directors. A Director who does not timely file the written certification or educational certificate shall be suspended from the Board of Directors until he or she complies with the requirements set forth above. The Board of Directors may temporarily fill the vacancy during the period of suspension. The Association shall retain each Director's written certification or educational certificate for inspection by the Members for five (5) years after the Director's election. However, the failure to have such written certification or educational certificate on file does not affect the validity of any Board of Directors' action.

Section 3.4 of the By-Laws is deleted in its entirety and replaced with the following:

3.4 Nomination and Election Procedures. Directors shall be elected by secret ballot (using a double envelope system) at the annual meeting, except that the Turnover Election may occur at a special Members' meeting. Prior to any election of Directors, the Association shall solicit candidates and any eligible person may place his or her name in nomination, in accordance with those procedures established by the Board of Directors. If the number of candidates exceeds the number of seats to be filled, an election shall be required. After indicating the name(s) of the candidate(s) for which the Member has voted, the ballot must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the Member, the property address for the Lot for which the vote is being cast, and the signature of the Member casting that ballot. If the eligibility of the Member to vote is confirmed and no other ballot has been submitted for that Lot, the inner envelope shall be removed from the outer envelope bearing the identification

information, placed with the ballots which were personally cast, and opened when the ballots are counted. A nominating committee and nominations from the floor are prohibited. If more than one ballot is submitted for a Lot, the ballots for that Lot shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered. Directors shall be elected by a plurality of the votes cast by eligible voters. In the election of Directors, there shall be appurtenant to each Lot as many votes for Directors as there are Directors to be elected, but no Lot may cast more than one vote for any candidate, it being the intent hereof that voting for Directors shall be non-cumulative. All nominees and candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

The number of Directors shall increase to five (5) at the Turnover Election. The three (3) Directors who receive the highest number of votes shall be elected to two (2) year terms, and the remaining two (2) Directors elected shall serve an initial one (1) year term. In the event of a tie vote, or if the number of candidates does not exceed the number of seats to be filled, the candidates shall mutually agree or shall draw lots to determine which candidate(s) shall serve and for what terms. Thereafter, all Directors shall serve two (2) year terms.

Section 3.5(a) of the By-Laws is deleted in its entirety. The introductory paragraph in Section 3.5 and Section 3.5(b) are not deleted.