

***CERTIFICATE OF AMENDMENT TO THE
AMENDED & RESTATED BYLAWS
OF PORT CARLOS COVE, INC.***

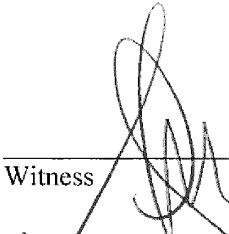
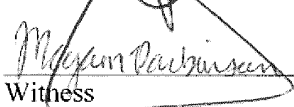
The UNDERSIGNED, being duly elected and acting President and Secretary, respectively, of PORT CARLOS COVE, INCORPORATED, a Florida corporation not-for-profit, do hereby certify that all the resolutions set forth below were approved, evidenced by a written statement or ballot manifesting their intention that such amendments be adopted. The resolutions were approved and adopted by the votes indicated for the purpose of amending the Bylaws of Port Carlos Cove, Incorporated, as recorded in Official Records Book 3172 at Pages 3420, Public Records of Lee County, Florida.

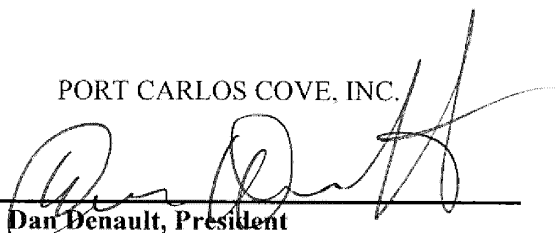

The following resolution was approved by two-thirds (2/3rds) of the persons voting in person or by proxy at a duly called meeting of the Corporation held on February 20th, 2024.

RESOLVED: That Section 3.1, Section 3.4 and Section 3.7 of the Bylaws of Port Carlos Cove, Incorporated be and are hereby amended, and the Amendment to the Amended and Restated Bylaws are adopted in the form attached hereto as Exhibit "A", and made a part hereof; and

RESOLVED: That the officers and directors of Port Carlos Cove, Incorporated are hereby instructed and authorized to execute the aforementioned document and cause it to be filed as public record, together with this Certificate of Amendment.

Dated this 28th day of March, 2024,

Witness 
Witness 

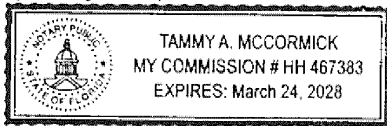
PORT CARLOS COVE, INC.
By: 
Dan Denault, President
By: 
Cindi Hill, Secretary

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28th day of March 2024, by Dan Denault, President of Port Carlos Cove, Incorporated, and Cindi Hill Secretary of Port Carlos Cove, Incorporated a non-profit Florida corporation, on behalf of the corporation. He and she are personally known to me or have produced their Driver's License as identification and did not take an oath.

(Notary Seal)



Tammy A. McCormick

Signature of Notary Public

Tammy A. McCormick

Print, type, or stamp commissioned name of
Notary Public

Commission No: HH 467383

3-28-2024

Pages 28-29

EXHIBIT "A"

***AMENDMENT
TO THE
AMENDED AND RESTATED
BYLAWS
OF
PORT CARLOS COVER, INCORPORATED***

(Underlined language is added and deleted language is shown in strike through type.)

Section 3.1, 3.4 and 3.7 of the Amended and Restated Bylaws of Port Carlos Cove, Incorporated entitled "Annual Meeting" shall be amended as follows:

3.1 Annual Meeting. The annual meeting of the members shall be held in Lee County, Florida on the third Tuesday in ~~January~~ February of each calendar year, at a place and time designated by the Board of Directors, for the purpose of transacting any business duly authorized to be transacted by the members. At the time of the annual meeting all ballots case in the annual election of Directors shall be counted and the election results announced.

3.4 Notice of Annual Meeting: Special Requirements. Notice of the annual meeting, together with an agenda, shall be posted in a conspicuous place on the Cooperative property for at least fourteen (14) continuous days prior to the annual meeting. The notice and agenda of the annual meeting shall also be sent by email or first class mail to each owner, and an affidavit of the officer or other person making such mailing shall be retained in the Corporation records as proof of the mailing. Notice of the annual meeting may be delivered in person to any Membership Certificate owner, instead of by mail, if a written waiver of mailing is obtained.

3.7 Proxy Voting. To the extent lawful, any person entitled to attend and vote at a members meeting may establish his presence and cast his vote by proxy. Proxies may ~~not~~ be used in electing Directors. Limited proxies shall be used for votes taken to waive reserves or financial statement requirements, to amend the Cooperative documents, and for all other matters for which the Cooperative Act requires or

permits a vote of the members. General proxies may be used to establish a quorum, for procedural votes, and for non-substantive amendments to proposals for which a limited proxy is being used. No member may hold more than five (5) proxies at any one time. A proxy may be given by any person entitled to vote, but shall be valid only for a specific meeting for which originally given and any lawful adjournment of that meeting, and no proxy is valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, signed by the person authorized to cast the vote for the Membership Certificate, specify the date, time and place of the meeting for which it is given, and the original must be delivered to the Secretary by the appointed time of the meeting or adjournment thereof. Holders of proxies must be members. No proxy shall be valid if it names more than one person as the hold of the proxy, but the holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy.

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Pages 28-29

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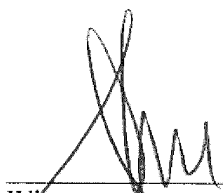
The UNDERSIGNED, being duly elected and acting President and Secretary, respectively, of PORT CARLOS COVE, INCORPORATED, a Florida corporation not-for-profit, do hereby certify that all the resolutions set forth below were approved, evidenced by a written statement or ballot manifesting their intention that such amendments be adopted. The resolutions were approved and adopted by the votes indicated for the purpose of amending the Bylaws of Port Carlos Cove, Incorporated, as recorded in Official Records Book 3172 at Pages 3420, Public Records of Lee County, Florida.

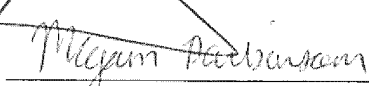
The following resolution was approved by two-thirds (2/3rds) of the persons voting in person or by proxy at a duly called meeting of the Corporation held on February 18th, 2025.

RESOLVED: That Section 4.1 and Section 4.2 of the Bylaws of Port Carlos Cove, Incorporated be and are hereby amended, and the Amendment to the Amended and Restated Bylaws are adopted in the form attached hereto as Exhibit "A", and made a part hereof; and

RESOLVED: That the officers and directors of Port Carlos Cove, Incorporated are hereby instructed and authorized to execute the aforementioned document and cause it to be filed as public record, together with this Certificate of Amendment.


Dated this 28th day of March, 2025,



Witness


Witness

PORT CARLOS COVE, INC.

By: 

Dan Hunt, President

By: 

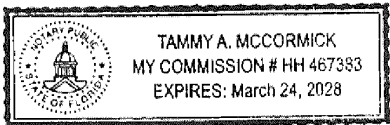
Cindi Hill, Secretary

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 28th day of March 2025, by Dan Hunt, President of Port Carlos Cove, Incorporated, and Cindi Hill Secretary of Port Carlos Cove, Incorporated a non-profit Florida corporation, on behalf of the corporation. He and she are personally known to me or have produced their Driver's License as identification and did not take an oath.

(Notary Seal)



Tammy A. McCormick
Signature of Notary Public

Tammy A. McCormick
Print, type, or stamp commissioned name of
Notary Public

Commission No: HH 467383

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Section 2.1 and 4.2 of the Amended and Restated Bylaws of Port Carlos Cove, Incorporated entitled "Annual Meeting" shall be amended as follows:

4.1 Number and Terms of Service. The number of Directors which shall constitute the whole Board of Directors shall be nine (9), but no less than seven (7), each of whom shall serve for a term of three (3) years. A Director's term ends at the annual election at which his successor is to be duly elected, or at such a time as may be provided by law. Directors shall be elected by the members as described in Section 4.3 below, or in case of a vacancy, as provided in 4.4 below.

4.2 Qualifications. Each Director must be a member ~~or another person who permanently resides with a member as a single household keeping unit.~~

3-28-2025

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