

**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned officers of SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., the non-profit corporation organized and existing to operate and maintain the Spruce Creek Fly-In subdivision, according to the Declarations of Covenants and Restrictions thereof, as recorded in Official Records Book 1739, Page 1093, et seq., of the Public Records of Volusia County, Florida, hereby certify and confirm that the amendments set forth below to the Bylaws of SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC., as originally recorded in Official Records Book 2126, Page 1590, et seq., of the Public Records of Volusia County, Florida, as amended, were approved by not less than a majority of association members present and voting at a membership meeting held on February 4, 2021. The undersigned further certify and confirm that the amendments set forth below were proposed and adopted in accordance with the governing documents and applicable law.

The provisions listed below are amended to read as follows:

**ARTICLE V
BOARD OF DIRECTORS**

B. Election of Directors. Candidates for election as directors shall be elected by the vote of Members voting in person, by proxy or by Mail-in Ballot at an election to be held in conjunction with the Members' Annual Meeting during the last week of January or the first week of February. The POA Manager shall publish on the POA website the number of board vacancies that will occur at the end of the term, no less than 90 days prior to the Annual Meeting. An election to fill board vacancies will not be required unless the number of candidates running exceed the number of board vacancies. If an election is not required because there are either an equal or fewer number of qualified candidates than vacancies then the qualified candidate(s) shall be automatically appointed to serve on the board at the conclusion of the annual meeting, where or not a quorum is attained at such Annual Meeting.

C. Filing Deadline. Candidates for election as directors must file a request to have their names placed on the ballot sixty (60) days prior to the Election. The ballot will be printed to allow write-in candidate. Nominations from the floor during the Annual Meeting to elect Directors will NOT be permitted.

**ARTICLE IX
AMENDMENTS**

B. In the event the "Members of the Association" seek to amend the By-Laws as permitted under Article IX, paragraph A(2) above, then copies of the Members' proposed amendments must be furnished to the Board of Directors no less than forty-five (45) days prior to the scheduled Members' Meeting upon which such proposed Amendments to the By-Laws are to be voted upon. Any proposed Amendments whether initiated by the Board or the Members must

be mailed to Members of the Association for their consideration no less than twenty (20) days prior to such scheduled meeting of the Association Members. The mailing must include a written advisory explaining the purpose of the proposed Amendment, the urgency, if any, and the legal and financial impacts upon the community, if any, and the Board of Directors' recommendations regarding such Amendments.

(The remainder of the Bylaws is unchanged.)

Executed this 16th day of February, 2021.

Witnesses:

SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.

Maurice Kearns
Signature

Maurice Kearns
Print Name

Rebecca Ross Hughes
Signature

REBECCA ROSS-HUGHES
Print Name

By: [Signature]

Name: JAMES CLARK

Title: President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 16th day of February, 2021, by JAMES CLARK, President of SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC. on behalf of the corporation. He/she is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: [Signature]

Print: REBECCA ROSS-HUGHES

Commission Number: 66211068

My commission expires: 4/25/2022

[seal]

