

1950
Instrument prepared by and
after recording return to:

Steven M. Falk, Esq.
Roetzel & Andress,
A Legal Professional Association
850 Park Shore Drive
Third Floor
Naples, FL 34103

4293628

CERTIFICATE OF AMENDMENT TO DECLARATION AND
GENERAL PROTECTIVE COVENANTS FOR PELICAN LANDING

This Certificate is made this 3rd day of December,
1997, by WCI Communities Limited Partnership as successor to
Pelican Landing Communities, Inc., formerly known as Westinghouse
Bayside Communities, Inc., (the "Declarant").

WHEREAS on November 17, 1988, the Declarant recorded a certain
document entitled "Declaration and General Protective Covenants for
Pelican's Nest" in O.R. Book 2030, page 663 et seq., Public Records
of Lee County, Florida; and

WHEREAS the Document, as it was amended, was subsequently
amended and restated in its entirety and was recorded on January
18, 1991 as the "Amended and Restated Declaration and General
Protective Covenants for Pelican Landing" in O.R. Book 2198, page
1878 et seq., Public Records of Lee County, Florida (the
"Declaration"); and

WHEREAS in Article 13 of the Declaration, the Declarant
reserved the right to make amendments to the Declaration and its
recorded exhibits by Declarant's sole act until determination of
the Class "B" control period; and

WHEREAS the Class "B" control period has not been terminated;
and the Declarant wishes to amend the Declaration.

NOW THEREFORE, the Declarant hereby amends the Bylaws, which
are an exhibit to the Declaration and the Amendment is adopted in
the form attached hereto and made a part hereof as Exhibit "A".

RECORDED - CHARLIE GREEN, CLERK
BY: C. KELLER, D.C.

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IN WITNESS WHEREOF, the Declarant has caused this Certificate to be duly executed this 3rd day of December, 1997.

WITNESSES:

WCI COMMUNITIES LIMITED
PARTNERSHIP AS SUCCESSOR TO
PELICAN LANDING COMMUNITIES,
INC., FORMERLY KNOWN AS
WESTINGHOUSE BAYSIDE
COMMUNITIES, INC., (SEAL)

By: Kathleen Green
Name: KATHLEEN GREEN

By: Jerry H. Schmoyer
Name: Jerry H. Schmoyer
Senior Vice President

By: Vivian Nishwas
Name: VIVIAN NISHWAS

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was executed before this 3rd day of December, 1997, by Jerry H. Schmoyer, as Senior Vice President of WCI Communities Limited Partnership as successor to Pelican Landing Communities, Inc., formerly known as Westinghouse Bayside Communities, Inc. He is personally known to me and did not take an oath.



CARIN A. MELBY
COMMISSION # CC592379
EXPIRES DEC 08, 2000
BONDED THROUGH
ATLANTIC BONDING CO. INC.

By: Carin A. Melby
Printed Name: _____
Notary Public

My commission expires _____

(seal)

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EXHIBIT "A"

AMENDMENT TO BYLAWS
PELICAN LANDING COMMUNITY ASSOCIATION, INC.

Additions indicated by underlining
Deletions indicated by ~~hyphens~~

4.5 Special Provisions During Class "B" Control Period:

Before the end of 1993, the number of Directors shall be increased to five (5), and the Class "A" Members shall elect two (2) Directors, who shall serve as at-large Directors during the remainder of the Class "B" Control Period. Three (3) Directors shall continue to be elected by the Class "B" Member and shall not be subject to removal by the Class "A" Members. Neither of the two (2) Directors elected by the Class "A" Members shall be subject to removal by the Class "B" Member. Special rules set forth below shall apply for all elections of Class "A" Members to the Board until the end of the Class "B" Control Period, at which time the Class "A" Members will elect the entire Board in accordance with Article III of the Declaration and these Bylaws.

The special rules are as follows:

~~(A) Each Neighborhood Association or Neighborhood Committee may, at a regular or special meeting held in accordance with its Bylaws, nominate one (1) person as a candidate for the Board of Directors;~~

~~(B) All candidates shall have a reasonable opportunity to communicate their qualifications to all of Pelican Landing and to solicit votes at their own expense;~~

~~(C) Each Owner shall be entitled to cast one (1) vote by secret ballot for each Director position to be filled. election ballots shall be cast by the Class "A" Members directly with their Neighborhood Association or Neighborhood Committee, which shall receive, open and count the ballots and deliver the results and the ballots to the Secretary of the Community Association in a sealed envelope no later than 5:00 P.M. on the day before the election.~~

(A) Candidates. The Board shall adopt and utilize procedures whereby any person eligible to serve as a Director may qualify as a candidate by notifying the community Association in writing, at least forty-five (45) days in advance of the election, of his desire to be a candidate for any vacancy which he may be eligible to fill. No person may qualify as a candidate for more than one seat on the Board at any given

DR2899 PG3642

time. All eligible persons giving timely written notice of desire to be a candidate shall be listed alphabetically by surname on any ballots distributed or used by the Community Association.

(B) Election and Voting Materials. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes at their own expense. The written materials distributed to the Members by the Community Association regarding an election shall be non-partisan, and Community Association funds shall not be used in any way to promote the election of any candidate over another. Ballots and other voting materials used by the Association shall not indicate which candidates (if any) are incumbents. However the Association may distribute brief resumes of background and qualifications prepared by all candidates who wish it distributed. The ballots and all other voting materials shall be distributed by the Community Association to the owners with the notice of the annual meeting.

(C) Each Owner shall be entitled to cast one (1) vote by secret ballot for each Director position to be filled. Election ballots shall be cast personally by each Owner. Voting shall be non-cumulative. An Owner may waive his right to secrecy of his ballot. Ballots shall be returned to the address indicated in the notice of annual meeting. To the extent required by law, any eligible person may nominate himself from the floor at the annual meeting. On the day of the annual meeting, at a time and place which was stated in the notice of the meeting, the Board (or its designee) shall open the sealed ballots and tally the ballots. Any Class "A" member shall be entitled to attend and observe. The Board shall open any ballots cast at the annual meeting upon adjournment of the annual meeting. The new directors shall take office upon announcement of the voting results.

The candidate receiving the most votes shall be elected for a term which ends at the annual meeting after the next annual meeting; and the candidate receiving the next highest number of votes shall be elected for a term which ends at the next annual meeting. Thereafter, all Directors elected by these special rules shall be elected for two-year terms by the method outlined in this Section 4.5, except that the terms of office of those Directors serving at the time the Class "B" control period ends shall expire at the same time.