

**AMENDMENT #5
BYLAWS
FOR
WATERMILL MASTER ASSOCIATION, INC.
A Corporation Not for Profit
Under the Laws of the State of Florida**

THESE AMENDMENTS TO THE BYLAWS FOR WATERMILL MASTER ASSOCIATION, INC. ("Amendment #5a") are made this 6 day of November 2014, by WATERMILL MASTER ASSOCIATION, INC., a Florida Not for Profit Corporation. The Board of Directors adopted these Amendments for Watermill Master Association Inc., November 4, 2014 and are revised by Stipulated Order April 7, 2015.

**Bylaws
Amendment #5a
Watermill Master Association, Inc.**

**4
BOARD OF DIRECTORS**

EXISTING SECTION 4.1 REMOVED AND REPLACED WITH REVISED SECTION 4.1.

REVISED SECTION 4.1 AMENDED AS UNDERLINED BELOW:

4.1 After Turnover, the Members of the Association will elect Directors at the Annual Meeting except as otherwise specified in the Articles of Incorporation. The election shall be decided by a majority of votes, cast by "Members Present" in person and by "Written Ballots (Proxy)" cast prior to or at the Annual Meeting. In the event that quorum is not attained at a meeting at which an election is to be held, the Board Members shall continue to serve on the board until their successor are elected at a meeting at which quorum is present.

The number of Board Members for the association shall be (5). Terms for each elected Board Member shall be in accordance with the following:

Board Seat# 1: "Two Year Term" commenced at the 2007 Annual Meeting, then every two years thereafter.

Board Seat# 2: "Two Year Term" commenced at the 2007 Annual Meeting, then every two years thereafter.

Board Seat# 3: "Two Year Term" commenced at the 2007 Annual Meeting, then every two years thereafter.

Board Seat# 4: "Two Year Term" commenced at the 2007 Annual Meeting for a period of one year until the 2008 Annual Meeting; then elected every two years thereafter.

Board Seat# 5: "Two Year Term" commenced at the 2007 Annual Meeting for a period of one year until the 2008 Annual Meeting; then elected every two years thereafter.

MEETINGS OF MEMBERS

EXISTING SECTION 6.4 REMOVED AND REPLACED WITH REVISED SECTION 6.4.

REVISED SECTION 6.4 AMENDED AS UNDERLINED BELOW:

6.4 The presence in person or by proxy at a meeting of Members entitled to cast at least 5% of the votes of the membership shall constitute a quorum for any action governed by these Bylaws. Unless a greater percentage is expressly required, decisions of the members shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

WITNESS OUR HAND AND SEALS, the undersigned sets its hand and seal as of the date first above written.

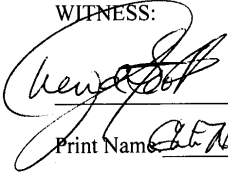
Signed, sealed, and delivered in the presence of:

WATERMILL MASTER ASSOCIATION INC., A Florida Corporation Not for Profit

By: 


Print Name: Zachary M. Holloway
Its: Vice President
Whose Address is:
9351 Argyle Forest Blvd
Jacksonville, Florida 32244

WITNESS:


Print Name: WENDY BUTLER

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Amendment was sworn to, subscribed and acknowledged before me this 20th day of April, 2015, by Zachary M. Holloway, as Vice President of Watermill Master association, Inc. on behalf of said corporation. Zachary Holloway [] is personally known to me [] provided a Florida Driver's license as identification and did take an oath.


Notary Public, State of Florida
(seal)

