



BP0179233

STATE OF SOUTH CAROLINA)	<u>CERTIFICATION OF AMENDMENT TO BYLAWS OF WINDSWEPT VILLAS III HORIZONTAL PROPERTY REGIME</u>
)	
COUNTY OF CHARLESTON)	

WHEREAS, the Kiawah Island Company Limited, a corporation organized under the laws of the Territory of the British Virgin Islands, on or about June 17, 1997, executed a certain MASTER DEED OF WINDSWEPT VILLAS III HORIZONTAL PROPERTY REGIME (hereinafter referred to as the "Master Deed"), and recorded the same in Book E-166, at Page 116, in the RMC Office for Charleston County, South Carolina; and

WHEREAS, the Bylaws of Windswept Villas III Horizontal Property Regime are attached to the Master Deed as Exhibit "E";

WHEREAS, Article XI, Section 11.02, of the Master Deed provides a mechanism by which the Bylaws may be amended by the affirmative vote of the Co-owners owning two-thirds of the value of the Property; and

WHEREAS, Article XI, Section 11.03 of the Master Deed provides that any such amendment to the Bylaws shall be made of record by execution and recordation of a certification of amendment with the Register of Mesne Conveyance for Charleston County, South Carolina; and

WHEREAS, the Regime subsequently executed and recorded a Certification of Amendment to Bylaws of Windswept III Council of Co-owners dated February 14, 1994 and recorded in the RMC Office for Charleston County, South Carolina on March 3, 1994 in Book U-239, at Page 147; and

WHEREAS, the Regime subsequently executed and recorded a Certification of Amendment to Bylaws of Windswept III Council of Co-owners dated December 28, 1994 and

recorded in the RMC Office for Charleston County, South Carolina on February 14, 1995 in Book O-252, at Page 464; and

WHEREAS, the Regime subsequently executed and recorded a Certification of Amendment to Bylaws of Windswept III Council of Co-owners dated December 29, 1997 and recorded in the RMC Office for Charleston County, South Carolina on April 30, 1998 in Book X-301, at Page 689; and

WHEREAS, the Regime subsequently executed and recorded a Certification of Amendment to Bylaws of Windswept III Council of Co-owners dated May 19, 2006 and recorded in the RMC Office for Charleston County, South Carolina on June 13, 2006 in Book F-587, at Page 749; and

WHEREAS, the Council of Co-owners duly held the Twenty-Third Annual Council of Co-owners' Meeting on March 11, 2011 at the Kiawah Island Municipal Center at which a quorum of the Co-owners was present in accordance with Article I, Section 1.02 of the By-Laws of the Regime; and

NOW, THEREFORE, BE IT KNOWN TO ALL MEN BY THESE PRESENTS that the Bylaws, as amended, have been further amended by the Council of Co-owners, which said amendments to the Bylaws were approved and adopted by the affirmative vote of Co-owners owning two-thirds or more of the value of the Property at the annual meeting held on March 11, 2011. Notice of the meeting, together with notice of the proposed amendments to be acted upon at said meeting, were properly mailed to the Council of Co-owners at least twenty (20) days prior to the meeting, in accordance with Article I, Sections 1.04 and 1.09 of the By-Laws of the Regime.

The amendments are as follows:

Section 1.03 of the Bylaws is hereby amended to read as follows:

Section 1.03 Voting. Voting at meetings and in any Referendum shall be handled in accordance with the following procedures:

- a) Voting Rights. On all matters relating to the Regime upon which a vote of the Co-owners is conducted, each Co-owner shall be entitled to vote the votes and/or the percentage value of the property allocated to the Co-owner's Villa as set forth on Exhibit "D" attached to the Master Deed and Bylaws, and incorporated herein by reference. The affirmative vote of the Co-owners owning fifty-one percent (51%) or more of the value of the Property shall be required to approve actions or decisions unless the Master Deed or these Bylaws require a different percentage for a particular act or decision. Votes can be cast only at meetings of the Council convened in accordance with the Bylaws, or duly executed and returned written ballots authorized by the Board of Directors for such meeting, or duly executed and returned written ballots in a Referendum. In the absence of a valid proxy, an individual shall act in his own behalf, a corporation shall act by any officer thereof, a partnership shall act by any general partner thereof, an association shall act by any associate thereof, a trust shall act by any trustee thereof, and any other legal entity shall act by any managing agent thereof. When a Co-owner consists of two or more persons, any one of such persons shall be deemed authorized to act for all in taking any action on behalf of such Co-owner unless another of such persons objects, in which case the vote which such Co-owner would otherwise be entitled to cast may not be cast. All votes appurtenant to a single Villa or the Utility/Storage Unit must be cast together and may not be split.
- b) Ballots by Mail. The Board of Directors may authorize voting by written ballot upon matters to be decided by the Council at regular or special meetings of the Council, without requiring the attendance of the Co-owner duly casting the written ballot. Each duly cast ballot which is presented at such meeting shall be counted in calculating the quorum requirements set out in Section 1.02 of this Article I. Provided, however, such ballots shall not be counted in determining whether a quorum is present to vote upon motions or matters not appearing on the ballot. Any ballot properly completed, executed, and returned to the Council within the time specified by the Board of Directors shall constitute the Co-owner's vote(s) properly cast at the meeting. Upon mailing or delivery of the ballot to the Council, a duly cast ballot is irrevocable.
- c) Voting in a Referendum. The Board is authorized to submit matters for decision by the Council in a Referendum. If the Board approves a Referendum, the written notice to the Co-owners shall state the nature of the proposed business or action, provide a written ballot for the Co-owners to vote on the particular proposals, and specify a date when the ballot shall be mailed or delivered to the Council. In the Referendum, the Co-owners shall have the power to approve or reject certain actions proposed to be taken by the Council by completing and returning the ballots. In the event that the Co-owners owning fifty-one percent (51%) or more of the value of the Property return ballots to the Council within the specified time in favor of such action, the Referendum shall be deemed to "pass" and the action voted upon will be deemed to have been authorized by the Co-

owners; provided, however, that if a higher percentage vote required to "pass" shall be specifically expressed in the Master Deed or Bylaws, that higher percentage shall control in that instance. Proxy authorization shall not be required for any action which is subject to a Referendum, in which case the votes of the Co-owners polled shall be made by specially provided ballots mailed or delivered to the Council.

The foregoing Amendment to the Bylaws of the Regime was approved by the affirmative vote of the Co-owners who collectively own two-thirds or more of the value of the Property at the annual meeting held on March 11, 2011.

The effective date of the above Amendments is April 1, 2011.

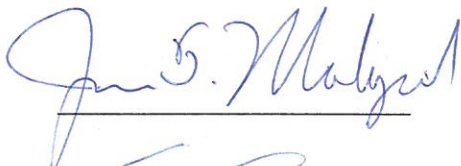
Except as set forth above, the Bylaws, as amended, remain unchanged and in full force and effect.

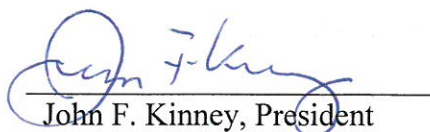
IN WITNESS WHEREOF, the Windswept Villas III Horizontal Property Regime (a South Carolina non-profit corporation) has caused these presents to be executed by its duly authorized officers this 18th day of March, 2011.

SIGNED, SEALED, AND DELIVERED
IN THE PRESENCE:

WITNESSES:

WINDSWEPT VILLAS III HORIZONTAL
PROPERTY REGIME (SEAL)




John F. Kinney, President

STATE OF ILLINOIS)
)
COOK COUNTY)

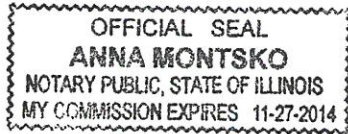
ACKNOWLEDGMENT

THE FOREGOING INSTRUMENT was acknowledged before me by WINDSWEPT VILLAS III HORIZONTAL PROPERTY REGIME (a South Carolina non-profit corporation) by John F. Kinney, its President, this 18th day of March, 2011.

Anna Montsko (Seal)

Notary Public for Illinois

My Commission Expires: 11/27/14



IN WITNESS WHEREOF, the Windswept Villas III Horizontal Property Regime (a South Carolina non-profit corporation) has caused these presents to be executed by its duly authorized officers this 21 day of March, 2011.

SIGNED, SEALED, AND DELIVERED
IN THE PRESENCE:

WITNESSES:

Katherine McKeithan

Robert A. Marzocchi
Robert A. Marzocchi, Treasurer

[Signature]

STATE OF SOUTH CAROLINA)
)
COUNTY OF CHARLESTON)

ACKNOWLEDGMENT

THE FOREGOING INSTRUMENT was acknowledged before me by WINDSWEPT VILLAS III HORIZONTAL PROPERTY REGIME (a South Carolina non-profit corporation) by Robert A. Marzocchi, its Treasurer, this 21st day of March, 2011.

S Zuchowski (Seal)
Notary Public for South Carolina
My Commission Expires: 9/11/2017



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