

This instrument was prepared by
and after recording return to:
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**AMENDMENTS TO DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR CASTELLINA AND BYLAWS OF CASTELLINA
HOMEOWNERS' ASSOCIATION, INC.**

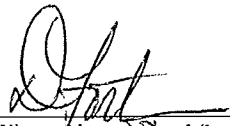
THIS INSTRUMENT is executed by **CENTEX HOMES**, a Nevada general partnership (the "Declarant"). On January 19, 2012, the Declarant recorded a Declaration of Covenants, Conditions and Restrictions for Castellina in Official Records Book 24965, at Page 280, et. seq. of the Public Records of Palm Beach County, Florida (the "Declaration"). In Article XIX, Section 19.1 of the Declaration and Section 6.6(a) of the Bylaws, the Declarant reserved the right to amend said instruments. NOW THEREFORE, pursuant to the reserved rights recited above, the Declarant hereby amends the Declaration and Bylaws as set forth in Exhibit "A" hereto.


IN WITNESS WHEREOF, the Declarant has executed this instrument effective as of the day and year written below.

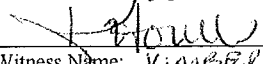
Witnesses:

CENTEX HOMES, a Nevada general
partnership

By: Centex Real Estate Corporation, a Nevada
corporation, its Managing General Partner

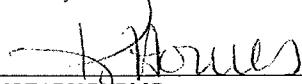

Witness Name: Deanna Fortier


By: Chris Hasty
Its: Director-Land Development, South Florida Division


Witness Name: KIMBERLY HOWES

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 7th day of April, 2015, by Chris Hasty, as Director-Land Development, South Florida Division, on behalf of Centex Real Estate Corporation, a Nevada corporation, the Managing General Partner of Centex Homes, a Nevada general partnership, on behalf of said corporation and general partnership. He is personally known to me.



NOTARY PUBLIC
Name: _____
(type or print)
My Commission Expires: _____

(SEAL)

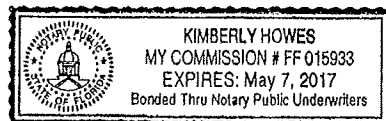


EXHIBIT "A"

Additional language indicated by underlining.

Deleted language indicated by ~~hyphens~~.

Section 6.2 of the Declaration is amended as follows:

6.2 Membership. The Association initially shall have two classes of membership, Class "A" and Class "B". Class "A" Members are all Owners except the Class "B" Member. The sole Class "B" Member shall be Declarant. The Class "B" membership shall terminate upon the earlier of (i) 3 months after the conveyance to Owners (other than Declarant or Declarant's Affiliates) of 90% of Lots permitted under the Development Plan, or (ii) earlier, if Class "B" Member, in its discretion, so determines.

Notwithstanding the above, there shall be only one Class "A" membership per Lot. If a Lot is owned by more than one Person, each co-Owner shares the privileges of the membership, subject to reasonable Board regulation and the voting restrictions described in Section 6.3(a) and in the By-Laws. Co-Owners are jointly and severally obligated to perform the responsibilities of an Owner. The membership rights of an Owner that is not an individual (e.g., a corporation, limited liability company, trust or partnership) may be exercised by any officer, director, manager, managing member, partner, or trustee. ~~or by an individual the Owner designates from time to time in a written instrument provided to the Association's Secretary.~~

Section 3.1 of the Bylaws is amended as follows:

3.1 Governing Body; Composition. The Board of Directors shall govern the Association's affairs. Each director shall have one vote. During the Class "B" Control Period, directors need not be Members or residents of the Community. After the end of the Class "B" Control Period, directors must be Members or an officer, director, manager, managing member, partner or trustee of an Owner that is a legal entity in good standing with the Association with no past due Assessments or other amounts due to the Association. A director must be at least 18 years old. No more than one representative of any Member which is a legal entity, nor more than one occupant of any Lot, shall serve on the Board at a time, except in the case of directors that the Class "B" member appoints. A person who is delinquent in the payment of any fee, fine or other monetary obligation to the Association for more than ninety (90) days is not eligible for Board membership. A person who has been convicted of any felony in Florida or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, is not eligible for Board membership unless such felon's civil rights have been restored for at least five (5) years as of the date on which such person seeks election to the Board of Directors. The validity of any action by the Board of Directors is not affected if it is later determined that a director is ineligible for Board of Directors membership. A director or officer charged by information or indictment with a felony theft or embezzlement offense involving the Association's funds or property is removed from office. The Board of Directors shall fill the vacancy according to general law until the end of the period of the suspension or the end of the director's term of office, whichever occurs first. However, if the charges are resolved without a finding of guilt or without acceptance of a plea of guilty or nolo contendere, the director or officer shall be reinstated for any remainder of his or her term of office. A Member who has such criminal charges pending may not be appointed or elected to a position as a director or officer. Within ninety (90) days after being elected or appointed to the Board of Directors, each director shall certify in writing to the Secretary that he or she has read the Declaration, Articles of Incorporation, Bylaws and current written rules and policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the Members. Within ninety (90) days after being elected or appointed to the Board of Directors, in lieu of such written certification, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum administered by an education provider approved by the Division of Florida

Condominiums, Timeshares and Mobile Homes within one year before or ninety (90) days after the date of election or appointment. The written certification or educational certificate is valid for the uninterrupted tenure of the director on the Board of Directors. A director who does not timely file the written certification or educational certificate shall be suspended from the Board of Directors until he or she complies with the requirements set forth above. The Board of Directors may temporarily fill the vacancy during the period of suspension. The Association shall retain each director's written certification or educational certificate for inspection by the Members for five (5) years after the director's election. However, the failure to have such written certification or educational certificate on file does not affect the validity of any Board of Directors' action.

Section 3.4 of the Bylaws is deleted in its entirety and replaced with the following:

3.4 Nomination and Election Procedures.

Directors shall be elected by secret ballot (using a double envelope system). Prior to an election of directors, the Association shall mail, hand-deliver or electronically transmit a First Notice in which it solicits candidates and any eligible person may place his or her name in nomination, in accordance with those procedures established by the Board of Directors. Any person indicating his or her desire to qualify as a candidate may also return a separate information sheet, no larger than 8 ½" by 11", which describes the candidate's background, education and qualifications for office, and any other information deemed relevant by the candidate, which information sheet must be furnished by the candidate by the same deadline the Board of Directors establishes for eligible persons to nominate themselves. Notice shall be deemed effective when received by the Association. The Association has no liability for the contents of the information sheets prepared by the candidates. If the number of candidates exceeds the number of seats to be filled, an election shall be required.

The Association shall mail, hand-deliver or electronically transmit a Second Notice, together with any candidate information sheets, a ballot which shall list all candidates in alphabetical order by surname, and (unless the Second Notice is electronically transmitted), "inner" and "outer envelopes", at least fourteen (14) days in advance of the meeting; provided, however, that if the number of candidates does not exceed the number of vacancies, no election shall be required, and the candidates become members of the Board of Directors effective upon the adjournment of the meeting. After indicating the name(s) of the candidate(s) for which the Member has voted, the ballot must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the Member, the property address for the Lot for which the vote is being cast, and the signature of the Member casting that ballot. If the eligibility of the Member to vote is confirmed and no other ballot has been submitted for that Lot, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. A nominating committee and nominations from the floor are prohibited. If more than one (1) ballot is submitted for a Lot, the ballots for that Lot shall be disqualified. A Member shall not permit any other person to vote his ballot, and any ballots improperly cast are invalid. Upon receipt by the Association, no ballot may be rescinded or changed. Any vote by ballot received after the closing of the balloting may not be considered. Directors shall be elected by a plurality of the votes cast by eligible voters. In the election of directors, there shall be appurtenant to each Lot as many votes for directors as there are directors to be elected, but no Lot may cast more than one (1) vote for any candidate, it being the intent hereof that voting for directors shall be non-cumulative.

At the first election in which Members other than the Declarant elect a majority of the directors, the Board shall increase to five (5) directors. The three (3) candidates who receive the highest number of votes shall be elected to two (2) year terms and the remaining two (2) candidates elected shall serve an initial one (1) year term. In the event of a tie vote, or if the number of candidates does not exceed the number of seats to be filled, the candidates shall mutually agree or shall draw lots to determine which candidates shall serve the initial two (2) year terms. Thereafter, all directors (except those appointed by the Declarant) shall serve two (2) year terms. A director's term will end at the election at which his successor is to be duly elected, unless he sooner resigns, or is recalled.

Notwithstanding the foregoing, the Declarant shall be entitled to appoint at least one (1) member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of Castellina. A director appointed by the Declarant shall serve until the Declarant no longer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of Castellina.

The last paragraph in Section 3.5(b) of the Bylaws is amended as follows:

After termination of the Class "B" Control Period, the Class "B" Member shall be entitled to appoint one director to the Board as long as the Class "B" Member holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of Castellina ~~owns any Lots in the Community~~. Notwithstanding the stated length of any term, directors shall hold office until their respective successors have been elected.