

Prepared by and return to:
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Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF
CURLEW MOBILE HOME ESTATES, A CONDOMINIUM

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Bylaws of Curlew Mobile Home Estates Association, Inc., recorded in Official Records Book 4493, Page 568, et seq., and thereafter amended in Official Records Book 11269, Page 2025, et seq., in the Public Records of Pinellas County, Florida, were amended and restated at a duly called meeting of the members of Curlew Mobile Home Estates Association, Inc., on February 16, 2021. The adopted Amended and Restated Bylaws are attached hereto as Exhibit "A." The original Declaration of Condominium of Curlew Mobile Home Estates Association, Inc., a Condominium, is recorded in Official Records Book 4493, Page 508, in the Public Records of Pinellas County, Florida, and as subsequently amended.

IN WITNESS WHEREOF, the Curlew Mobile Home Estates Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 2nd day of March, 2021.

CURLEW MOBILE HOME ESTATES
ASSOCIATION, INC.

[Signature]
(Signature of Witness #1)
William Iverson
(Printed Name of Witness #1)
[Signature]
(Signature of Witness #2)
RICHARD WILLIAMS
(Printed Name of Witness #2)

By: [Signature]
(Signature)
Roland Doucette President
(Printed Name and Title)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 2nd day of March, 2021, by Roland Doucette as President of Curlew Mobile Home Estates Association, Inc., on behalf of the corporation, and is personally known to me or has produced _____ as identification.

My Commission Expires: 3/13/23

[Signature]
NOTARY PUBLIC - State of Florida at Large

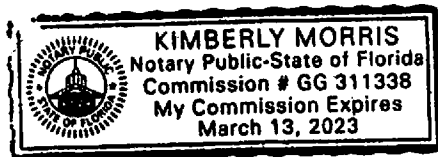


EXHIBIT "A"

AMENDED AND RESTATED BYLAWS OF
CURLEW MOBILE HOME ESTATES ASSOCIATION, INC.,
A CONDOMINIUM

This document consolidates, restates, further amends, supersedes and replaces all previously recorded amendments to the Bylaws of Curlew Mobile Home Estates Association, Inc., which were originally recorded as EXHIBIT F of the Declaration of Condominium of Curlew Mobile Home Estates Association, Inc., a Condominium, recorded in Pinellas County, Florida Official Records Book 4493, Page 568 and thereafter successively amended.

ARTICLE 1
IDENTITY

These are the Amended and Restated Bylaws of Curlew Mobile Home Estates Association, Inc., a Condominium (the "Association"), a corporation not for profit incorporated under the laws of the State of Florida, organized for the purpose of administering Blue Jay Mobile Home Estates, a Condominium (the "Condominium") located in Pinellas County, Florida.

- 1.1 Principal Office. The principal office of the Association shall be 2755 Curlew Road, No. 236, Palm Harbor, Florida, 34684, or at such other place as may be designated by the Board of Directors from time to time.
- 1.2 Seal. The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation Not for Profit," and the year of incorporation.

ARTICLE 2
DEFINITIONS

The terms used herein shall have the same definitions as stated in the Declaration of Condominium.

ARTICLE 3
MEMBERS

The members of the Association shall be the record owners of fee title to the units. In the case of a unit subject to an agreement for deed, the purchaser in possession shall be deemed the owner of the unit solely for purposes of determining voting and use rights.

- 3.1 Qualifications. Membership shall become effective upon the recording in the Public Records of a deed or other instrument evidencing legal title to the unit.
- 3.2 Voting Rights: Voting Interests. The members of the Association are entitled to one (1) vote for each unit owned by them. The total number of votes ("voting interests") is equal

to the total number of units. The vote of a unit is not divisible. If a unit is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the unit. If a unit is owned jointly by two (2) or more persons, that unit's vote may be cast by any of the owners. If two (2) or more owners of a unit do not agree among themselves how their one (1) vote shall be cast, that vote shall not be counted. If the owner of a unit is a corporation, the vote of that unit may be cast by the president or vice-president of the corporation. If a unit is owned by a partnership, its vote may be cast by any general partner.

- 3.3 Approval or Disapproval of Matters. Whenever the decision of a unit owner is required upon any matter, whether or not the subject of an Association meeting, such decision may be expressed by any person authorized to cast the vote of such unit at an Association meeting as stated in Section 3.2 above, unless the joinder of all owners is specifically required.
- 3.4 Termination of Membership. The termination of membership in the Association does not relieve or release any former member from liability or obligation incurred under or in any way connected with the condominium during the period of their membership, nor does it impair any rights or remedies which the Association may have against any former member arising out of or in any way connected with such membership and the covenants and obligations incident thereto.

ARTICLE 4 MEMBERS' MEETINGS: VOTING

- 4.1 Annual Meeting. The annual members' meeting shall be held in February of each year. The purpose of the meeting shall be for the purpose of transacting any and all business of the Association authorized to be transacted by the members including, but not limited to, the election of the Directors of the Association.
- 4.2 Special Meetings. Special members' meetings may be called by the president, or by a majority of the Board of Directors of the Association, and must be called by the Association upon receipt of a written request from members having at least ten percent (10%) of the votes of the entire membership of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.
- 4.3 Notice of Meeting. Notice of a meeting of members stating the time and place and the purpose(s) for which the meeting is called, shall be given by the president or secretary. The notice shall include an agenda for all known substantive matters to be discussed, or have an agenda attached to it. A copy of the notice, and agenda, shall be posted at the designated location on the condominium property. The notice of any members meeting shall be sent by mail or electronic transmission to each unit owner unless the unit owner waives in writing the right to receive notice of the members meetings by mail. The delivery or mailing shall be to the address of the member as it appears on the roster of members. The posting and mailing of the notice shall be effected not less than fourteen

(14) days, nor more than sixty (60) days prior to the date of the meeting. Proof of notice shall be given by affidavit.

- 4.4 Waiver of Notice. Notice of specific meetings may be waived before or after the meeting, and the attendance of any member (or person authorized to vote for such member) shall constitute such member's waiver of notice of such meeting, except when their (or their authorized representative's) attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.
- 4.5 Quorum. A quorum at Members' meetings shall be obtained by the presence, either in person or by proxy, of persons entitled to cast a majority of the votes of the Members.
- 4.6 Voting. Majority Vote. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum has been attained shall be binding upon all unit owners for all purposes, except where otherwise provided by law, the Declaration, the Articles or these Bylaws. As used in these Bylaws, the Articles or the Declaration, the terms "majority of the unit owners" and "majority of the members" shall mean a majority of the votes of members and not a majority of the members themselves, and shall further mean more than fifty percent (50%) of the then total authorized votes present in person or by proxy and voting at any meeting of the unit owners at which a quorum shall have been attained. Similarly, if some greater percentage of members is required herein or in the Declaration or Articles, it shall mean such greater percentage of the votes of members and not of the members themselves.
- 4.7 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote, but shall only be valid for the specific meeting for which originally given and any lawful adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the person executing it. A proxy must be filed in writing, signed by the person authorized to cast the vote for the unit (as above described), and filed with the secretary before the appointed time of the meeting, or before the time the meeting is adjourned. Holders of proxies must be unit owners, or spouses of unit owners.
- 4.8 Except as specifically otherwise provided in this paragraph, unit owners may not vote by general proxy, but may vote by use of a limited proxy substantially conforming to a limited proxy form adopted by the Division of Florida Land Sales, Condominiums and Mobile Homes. Both limited proxies and general proxies may be used to establish a quorum. Limited proxies shall be used for votes taken to waive or reduce reserves; for votes taken to waive financial reporting requirements; for votes taken to amend the Declaration, the Articles of Incorporation, or Bylaws; and for any other matter which the Florida Condominium Act requires or permits a vote of the unit owners. General proxies may be used for other matters for which limited proxies are not required, and may also be used in voting for non-substantive changes to items for which a limited proxy is required and given. An executed telegram or cablegram appearing to have been transmitted by the

proxy giver, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy is a sufficient proxy. Owners may retroactively cure any alleged defect in a proxy by signing a statement ratifying the owner's intent to cast a proxy vote and ratifying the vote cast by their proxy.

- 4.9 Adjourned Meetings. If any proposed meeting cannot be organized because a quorum has not been attained, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the newly scheduled meeting is posted conspicuously on the condominium property at least forty-eight (48) continuous hours prior to the reconvened meeting.
- 4.10 Order of Business. If a quorum has been attained, to the extent desired by the Board of Directors, the order of business at annual members' meetings, and, if applicable, at other members' meetings, shall be:
- (A) Call to order by president.
 - (B) At the discretion of the president, appointment by the president of a chairperson of the meeting (who need not be a member or a director).
 - (C) Call for final balloting on election of directors and close of director balloting.
 - (D) Appointment of inspectors of election (if desired).
 - (E) Election of directors.
 - (F) Calling of the roll, certifying of proxies, and determination of a quorum, or in lieu thereof, certification and acceptance of the preregistration and registration procedures establishing the owners represented in person by proxy.
 - (G) Proof of notice of the meeting or waiver of notice.
 - (H) Reading and disposal of any unapproved minutes.
 - (I) Reports of officers.
 - (J) Reports of committees.
 - (K) Unfinished business.
 - (L) New business.
 - (M) Adjournment.
 - (N) Such order may also be waived in whole or in part by direction of the president or the chairperson.

- 4.11 Minutes of Meeting. The minutes of all meetings of unit owners shall be kept in a book available for inspection by unit owners or their authorized representatives at any reasonable time.
- 4.12 Action without a Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of members may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of members at which a quorum of members entitled to vote thereon were present and voted. If the requisite number of written consents are received by the secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the members at a meeting of the members held on the sixtieth (60th) day. Within ten (10) days after obtaining such authorization by written consent, notice must be given to Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.
- 4.13 Electronic Voting, Notice, Documents and Signatures.
- (A) Electronic Voting. Electronic voting may be permitted in accordance with the Florida Statutes as amended from time to time. The Board of Directors may adopt policies and procedures related to electronic voting provided such policies and procedures are consistent with all applicable statutory requirements.
- (B) Electronic Notice. Notice of meetings of the Board of Directors, unit owner meetings (except unit owner meetings called to recall Board members), and committee meetings may be given by electronic transmission to unit owners who consent to receive notice by electronic transmission.
- (C) Documents. Whenever the governing documents require a document, record, or instrument be written or in writing, the requirement shall be deemed satisfied by the use of an electronic document. Electronic document shall mean information created, transmitted, received, or stored by electronic means and retrievable in human perceivable form, such as email, web pages, electronic documents, facsimile transmissions, etc. Records, documents, and instruments shall not be denied effect or validity solely on the grounds that they are electronic.
- (D) Signatures. Whenever the governing documents require a signature, an electronic signature satisfies that requirement only if:
- (1) The signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and

attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or

- (2) The Board reasonably believes that the signatory affixed the signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.
- (E) **Verification and Liability for Falsification.** The Board may require reasonable verification of any electronic signature, document, record, or instrument. Pending verification, the Board may refuse to accept any electronic signature, document, record, or instrument that, in the Board's sole discretion, is not clearly authentic. Neither the Board nor the Association shall be liable to any member or any other person for accepting or acting in reliance upon an electronic signature or electronic document which the Board reasonably believes to be authentic. Any member or person who negligently, recklessly, or intentionally submits any falsified electronic document or unauthorized electronic signature shall fully indemnify the Association for actual damages, reasonable attorneys' fees, and expenses incurred as a result of such acts.

ARTICLES 5 DIRECTORS

- 5.1 **Number and Terms of Service.** The number of directors which shall constitute the whole Board of Directors shall be five (5). Appointments and elections shall be handled so as to preserve the existing system of staggered terms of office. Except as necessary to preserve staggered terms of directors, all directors shall be elected for two (2) year terms. A director's term ends at the annual election at which his successor is duly elected, or at such other time as may be provided by law. Pursuant to Section 718.112(d)2 of the Florida Statutes, effective as of July 1, 2018, a Board member may not serve more than eight (8) consecutive years unless approved by an affirmative vote of unit owners representing two-thirds (2/3) of all votes cast in the election, or unless there are not enough eligible candidates to fill the vacancies on the Board at the time of the vacancy. Directors shall be elected by the members as described in Section 5.3 below, or in the case of a vacancy, as provided in 5.4 below.
- 5.2 **Qualifications.** Each director must be a member or the spouse of a member.
- 5.3 **Election of Directors.** The election of directors shall be conducted in the following manner:
- (A) Election of Directors shall be held at the annual members' meeting, in accordance with the election procedures adopted by the Division of Florida Land Sales, Bureau of Condominiums, as existing from time to time.

- (B) The election shall be by ballot and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- (C) There shall be no quorum requirement; however, at least twenty (20%) percent of the eligible voters must send in a proxy or cast a ballot to have a valid election.
- (D) The Board of Directors may appoint a search committee to generally recruit and encourage eligible persons to run as candidates for election to the Board.
- (E) To the extent not inconsistent with the Condominium Act, not less than sixty (60) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each Unit Owner entitled to vote, a first notice of the date of election. Any Unit Owner or other eligible person desiring to be a candidate for the Board of Directors must give written notice to the Association not less than forty (40) days before a scheduled election. Together with the written notice and agenda which is required to be mailed or delivered to each Unit Owner at least fourteen (14) days prior to a Members meeting, the Association shall mail or deliver a second notice of election to all Owners entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than eight and one half (8 ½) inches by eleven (11) inches, which must be furnished by the candidate not less than thirty-five (35) days before the election, to be included with the mailing of the ballot, with the costs of mailing or delivery and copying to be borne by the Association. Procedures for counting of votes shall be as established by the Division of Florida Land Sales, Condominiums, and Mobile Homes.

5.4 Vacancies on the Board. If the office of any director becomes vacant for any reason, a successor or successors to fill the remaining unexpired term or terms shall be appointed or elected as follows:

- (A) If a vacancy is caused by the death, disqualification or resignation of a director, a majority of the remaining directors, though less than a quorum, shall appoint a successor, who shall hold office for the remaining unexpired term, unless otherwise required by law.
- (B) If a vacancy occurs as a result of a recall and less than a majority of the directors are removed, the vacancy may be filled by appointment by a majority of the remaining directors, though less than a quorum. If vacancies occur as a result of a recall in which a majority or more of the directors are removed, the vacancies shall be filled in accordance with procedural rules adopted by the Division of Florida Land Sales, Condominiums and Mobile Homes, governing the method of selecting successors, and providing procedures for the operation of the

Association during the period after the recall but prior to the designation of successor Directors sufficient to constitute a quorum.

- 5.5 Removal of Directors. Any or all directors may be removed by a majority vote of the entire membership, either by a written petition or at any meeting called for that purpose. If a meeting is held or a petition is filed for the removal of more than one (1) director, the question shall be determined separately as to each director sought to be removed. If a special meeting is called by ten percent (10%) of the voting interests for the purpose of recall, the notice of the meeting must be accompanied by a dated copy of the signature list, stating the purpose of the signatures. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date that notice if the meeting is given.
- 5.6 Organizational Meeting. The organizational meeting of newly-elected or appointed directors shall be held immediately following their election or appointment. No further notice is required.
- 5.7 Regular Meetings. Regular meetings of the Board of Directors shall be held at the principal office of the Association at such times as shall be determined, from time to time, by a majority of the Directors. Meetings of the Board of Directors shall be open to all unit owners who may participate in accordance with governing law and any written policy established from time to time by the Board of Directors. Notice of such meetings shall be posted at a designated location on the condominium property at least forty-eight (48) continuous hours in advance for the attention of the members of the Association, except in the event of an emergency in which case the notice shall be posted as soon as practicable after the need for emergency meeting is known to the Association. All notices shall include an agenda for all known substantive matters to be discussed, or have an agenda attached to it. Meetings at which an assessment is to be considered shall contain a statement that assessments will be considered and the nature of such assessments. Written notice of any meeting at which non-emergency special assessments, or at which amendment to rules regarding unit use will be considered, shall be mailed or delivered to the unit owners, and posted at a designated location on the condominium property not less than fourteen (14) continuous days prior to the meeting. Evidence of compliance with this 14-day notice shall be by affidavit by the person providing the notice, and filed among the official records of the Association.
- 5.8 Special Meetings. Special meetings of the directors may be called by the president, and must be called by the president or secretary at the written request of one-fifth (1/5) of the directors. Special meetings of the Board of Directors shall be noticed and conducted in the same manner as provided herein for regular meetings.
- 5.9 Notice to Board Members/Waiver of Notice. Notice of Board meetings shall be given to Board members personally or by mail, telephone, telegraph, or by facsimile transmission which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting. Any director may waive notice of a meeting before or after the meeting, and that waiver shall be deemed

equivalent to the due receipt by said director of notice. Attendance by any director at a meeting shall constitute a waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

- 5.10 Quorum. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is specifically required by the Declaration, the Articles or these Bylaws. Directors may not vote by proxy. Directors may vote by secret ballot only for the election of officers. At all other times, a vote or abstention for each director present shall be recorded in the minutes. Directors may not abstain from voting except in the case of an asserted conflict of interest.
- 5.11 Adjourned Meetings. If, at any proposed meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present, provided notice of such newly scheduled meeting is given as required hereunder. At any newly scheduled meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.
- 5.12 Joinder in Meeting by Approval of Minutes. The subsequent joinder of an absent director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the approval of that director of the business conducted at the meeting; provided, however, the joinder of a director as aforesaid shall not be used for the purposes of creating a quorum.
- 5.13 Presiding Officer. The presiding officer at the directors' meetings shall be the president (who may, however, designate any other person to preside). In the absence of the presiding officer, the directors present may designate any person to preside.
- 5.14 Order of Business. If a quorum has been attained, to the extent desired by the Board of Directors, the order of business at directors' meetings shall be:
- (A) Roll call; establish quorum.
 - (B) Proof of due notice of meeting.
 - (C) Reading and disposal of any unapproved minutes.
 - (D) Report of officers and committees.
 - (E) Election of officers.
 - (F) Unfinished business;

- (G) New business.
 - (H) Adjournment.
 - (I) Such order may be waived in whole or in part by direction of the president, or the presiding officer.
- 5.15 Minutes of Meetings. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by unit owners, or their authorized representatives, at any reasonable time.
- 5.16 Committees. The Board of Directors may, by resolution duly adopted, appoint such committees as the Board of Directors may determine appropriate in management of the business and affairs of the condominium, and invest in such committees such powers and responsibilities as the Board shall deem advisable. The Board may authorize the president to appoint committee members and its chairman.
- 5.17 Committees authorized to take action on behalf of the Board, or to make recommendations to the Board regarding the Association budget, shall conduct their affairs in the same manner as provided in these Bylaws for Board of Director meetings. All other committees may meet and conduct their affairs in private without prior notice or owner participation.

ARTICLE 6
POWERS AND DUTIES

The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Condominium, and may take all acts, through the proper officers of the Association, in executing such powers, except such acts which by law, the Declaration, the Articles or these Bylaws may not be delegated to the Board of Directors by the unit owners. Such powers and duties of the Board of Directors shall include the following:

- 6.1 Operating and maintaining the common elements.
- 6.2 Determining the common expenses required for the operation of the condominium and the Association.
- 6.3 Collecting the assessments for common expenses from unit owners.
- 6.4 Levy and collection of special assessments against each unit and its unit owner for unusual, non-recurring, or unbudgeted common expenses.
- 6.5 To collect delinquent assessments by suit or otherwise, abate nuisances, and enjoin or seek damages from the unit owners for violation of these Bylaws and the terms and conditions of the Declaration.

- 6.6 Employing and dismissing the personnel necessary for the maintenance and operation of the common elements.
- 6.7 To purchase the necessary equipment and tools required in the maintenance, care, and preservation of the common elements.
- 6.8 Adopting and amending reasonable rules and regulations concerning the operation, use, maintenance, and conservation of the condominium property, and for the health, comfort, safety, and welfare of the condominium unit owners.
- 6.9 Maintaining accounts at depositories on behalf of the Association and designating the signatories required therefor.
- 6.10 Purchasing units at foreclosure or other judicial sales, in the name of the Association, or its designee.
- 6.11 Selling, leasing, mortgaging, or otherwise dealing with units acquired, and subleasing units leased, by the Association, or its designee.
- 6.12 Obtaining and reviewing insurance for the condominium property.
- 6.13 Making repairs, additions and improvements to, or alterations of, the condominium property, and repairs to and restoration of the condominium property, in accordance with the provisions of the Declaration after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings or otherwise.
- 6.14 To enter into and upon the units when necessary and with as little inconvenience to the owner as possible in connection with such maintenance, care and preservation.
- 6.15 Enforcing obligations of the unit owners, allocating profits and expenses, and taking such other actions as shall be deemed necessary and proper for the sound management of the condominium.
- 6.16 Enforcing provisions of the governing documents and levying fines against unit owners for violations thereof. Fines will be imposed in accordance with the Florida Statutes.
- 6.17 Borrowing money on behalf of the condominium when required in connection with the operation, care, upkeep and maintenance of the common elements or the acquisition of property, and granting mortgages and/or security interests in Association-owned property; provided, however, that the consent of the owners, by the affirmative vote of a majority of those voting members who are present and voting, in person or by proxy, at a meeting duly called for such purpose, shall be required for the borrowing of any sum in excess of ten thousand dollars (\$10,000.00). If any sum borrowed by the Board of Directors on behalf of the condominium pursuant to the authority contained herein is not repaid by the Association, a unit owner who pays to the creditor such portion thereof as their interest in the common elements bears to the interest of all the unit owners in the

common elements shall be entitled to obtain from the creditor a release of any judgment or other lien which said creditor shall have filed or shall have the right to file against, or which will affect, such unit owner's unit.

- 6.18 Contracting for the management and maintenance of the condominium property, and authorizing a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair, and replacement of the common elements or Association property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.
- 6.19 All contracts for the purchase, lease or renting of materials or equipment, all contracts for services, and any contract that is not to be fully performed within one (1) year, shall be in writing, and whenever possible shall contain a "force majeure" clause to protect the Association in the event of an unforeseen emergency. For so long as required by law, the Association shall obtain competitive bids for any contract which requires payment exceeding five (5%) percent of the total annual budget of the Association (except for contracts with employees of the Association, attorneys, accountants, managers or management companies, architects, engineers, or landscape engineers), unless the products and services are needed as the result of any emergency or unless the desired supplier is the only source of supply within the county serving the Association. The Board need not accept the lowest bid.
- 6.20 At its discretion, authorizing unit owners to use portions of the common elements for private parties and gatherings.
- 6.21 Exercising:
- (A) All powers specifically set forth in the Declaration, the Articles, these Bylaws and in the Act,
 - (B) All powers incidental thereto, and
 - (C) All other powers to a Florida corporation not-for-profit.
- 6.22 Imposing a lawful fee in connection with the approval of the transfer or sale of units, not to exceed the maximum amount permitted by law in any one case.
- 6.23 Adopting hurricane shutter specifications for the condominium which shall include color, style, and other factors deemed relevant by the Board. All specifications adopted by the Board shall comply with the applicable building code, or shall be structured to ensure that installed shutters are in compliance with the applicable building code. The Board shall

not refuse to approve the installation or replacement of hurricane shutters conforming to the specifications adopted by the Board.

- 6.24 Convey a portion of the common elements to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

ARTICLE 7 EMERGENCY BOARD POWERS

In the event of any “emergency” as defined below, the Board of Directors may exercise the emergency powers described in this section, and any other emergency powers authorized by the Florida Statutes, as amended from time to time.

- 7.1 The Board may name as assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.
- 7.2 The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.
- 7.3 The Board may obtain a loan to cover unanticipated expenses directly related to the emergency without membership approval.
- 7.4 The Board may declare some or all of the common elements unsafe for use by any individuals, including owners and residents.
- 7.5 The Board may adopt additional restrictions regarding visitors, guests and short term tenants entering the community during a declared public health crisis, which restrictions may include a temporary ban on the entry of any non-residents into the community.
- 7.6 During any emergency the Board may hold Board and/or membership meetings electronically, with notice given only to those directors and members with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The directors or members in attendance at such meeting(s) shall constitute a quorum.
- 7.7 Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Association shall bind the Association; and shall have the rebuttable presumption of being reasonable and necessary.
- 7.8 Any officer, director, or employee of the Association acting with a reasonable belief that his actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of the willful misconduct.

- 7.9 These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.
- 7.10 For purposes of this section only, an “emergency” exists only during a period of time that the condominium, or the immediate geographic area in which the condominium is located, is subjected to:
- (A) A state of emergency declared by local civil or law enforcement authorities;
 - (B) A hurricane warning;
 - (C) A partial or complete evacuation order;
 - (D) Federal or state “disaster area” status;
 - (E) A catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the condominium, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism; or
 - (F) A declared public health crises such as an epidemic or pandemic.
- 7.8 An “emergency” also exists for purposes of this section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, public health crisis, or other similar event. A determination by any two (2) directors, or by the president, that an emergency exists shall have presumptive quality.

ARTICLE 8 OFFICERS

- 8.1 **Executive Officers.** The Board of Directors at its first meeting after such annual meeting of general members shall elect a president, a secretary, and a treasurer, none of whom, excepting the president, need be a member of the Board. All officers shall be elected by the Board of Directors and who may be peremptorily removed at any meeting by concurrence of a majority of all of the directors. A person may hold more than one (1) office, except that the president may not also be the secretary or treasurer. No person shall sign an instrument or perform an act in the capacity of more than one (1) office. The Board of Directors from time to time may elect such other officers and designate their powers and duties as the Board shall deem necessary or appropriate to manage the affairs of the Association.
- 8.2 **President.** The president shall be the chief executive officer of the Association. The president shall have all of the powers and duties that are usually vested in the office of president of an association, including ex-officio member of all standing committees.

- 8.3 Vice-President. The vice-president shall exercise the powers and perform the duties of the president in the absence or disability of the president. He also shall assist the president and exercise such other powers and perform such other duties as are incident to the office of the vice-president of an association and as may be required by the directors or the president.
- 8.4 Secretary. The secretary shall keep the minutes of all proceedings of the directors and the members. The secretary shall attend to the giving of all notices to the members and directors and other notices required by law. The secretary shall have custody of the seal of the Association and shall affix it to instruments requiring the seal when duly signed. The secretary shall keep the records of the Association, except those of the treasurer, and shall perform all other duties incident to the office of the secretary of an Association and as may be required by the directors or the president.
- 8.5 Treasurer. The treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. The treasurer shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. The treasurer shall submit a treasurer's report to the Board of Directors at reasonable intervals and shall perform all other duties incident to the office of treasurer and as may be required by the directors or the president. All monies and other valuable effects shall be kept for the benefit of the Association in such depositories as may be designated by a majority of the Board of Directors.
- 8.6 Delegation. The Board of Directors may delegate any or all of the functions of the secretary or treasurer, or both, to a management agent or employee, provided that the secretary or treasurer shall in such instance generally supervise the performance of the agent or employee in the performance of such functions.

ARTICLE 9 COMPENSATION

Neither directors nor officers shall receive compensation for their services as such, but this provision shall not preclude the Board of Directors from employing a director or officer as an employee of the Association, nor preclude contracting with a director or officer for the management of the condominium or for any other service to be supplied by such director or officer.

ARTICLE 10 RESIGNATIONS

Any Director or officer may resign his post at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date unless withdrawn. The acceptance of a resignation shall not be required to make it effective. The

conveyance of all Units owned by any Director or officer shall constitute a written resignation of such Director or officer without need for a written resignation.

ARTICLE 11 FISCAL MATTERS

The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following:

- 11.1 Budget. The Board of Directors shall adopt a budget for each fiscal year that shall be detailed and shall show the amounts budgeted by accounts and expense classifications, including the estimated funds required to defray the common expenses and to provide and maintain funds for reserves. A copy of the proposed budget shall be delivered by mail at the address of the unit, to each unit owner not less than fourteen (14) days prior to the meeting at which the budget is to be considered, together with a notice of the time and place of the meeting of the Board of Directors wherein the proposed Budget will be considered.
- 11.2 Statutory Reserves for Capital Expenditures and Deferred Maintenance. In addition to operating expenses, the proposed budget must include provisions for funding reserve accounts for capital expenditures and deferred maintenance, as required by law. These accounts shall include roof replacement, building painting, and pavement resurfacing. They shall also include any other planned or foreseeable capital expenditures or deferred maintenance item with a current estimated cost of ten thousand dollars (\$10,000) or more.
- A. The amount to be reserved for each item shall be computed by a formula based on the estimated remaining life and replacement cost of the item. To ensure that reserves are appropriately calculated and funded, the Association shall obtain a reserve study no less than every five (5) years unless a shorter time period is required by law.
 - B. These reserves must be funded unless the members subsequently determine, by majority vote, to fund no reserves, or less than adequate reserves, for a fiscal year.
 - C. The vote to waive or reduce reserves, if any is taken, may be taken only after the proposed budget has been mailed to the unit owners.
 - D. The funds in a reserve account established under this Section, and all interest earned on the account, shall be used only for the purposes for which the reserve account is established, unless use for another purpose is approved in advance by a majority of the voting interests.
 - E. Reserve funds shall not be commingled in the same account as operating funds.

- 11.3 Operating Reserves. In addition to the statutory reserves described in Section 11.2 above, or in place of them if the members so vote, the Board may establish one or more additional reserve accounts in the operating budget for contingencies, operating expenses, repairs, minor improvements or special projects. These reserves offset cash flow shortages, provide financial stability, and avoid the need for special assessments on a frequent basis. The amounts proposed to be so reserved shall be included in the proposed annual budget. These funds may be spent for any common expense approved by the Board.
- 11.4 Assessments; Installments. Regular annual assessments against the unit owners for their share of the items of the budget, based on an adopted budget, shall be made for the fiscal year annually, and shall be payable in monthly installments, in advance, due on the first day of each month of each year, unless otherwise determined by the Board of Directors. If an annual budget has not been adopted at the time the first monthly installment for a fiscal year is due, it shall be presumed that the amount of such installment is the same as the last monthly payment, and payments shall be continued at such rate until a budget is adopted and new monthly installments are calculated, at which time an appropriate adjustment shall be added to or subtracted from each unit's next due monthly installment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at a general or special Board meeting. Unpaid assessments for the remaining portion of the fiscal year for which an amended assessment is made shall be payable as determined by the Board of Directors.
- 11.5 Special Assessments. Special assessments may be imposed by the Board of Directors to meet unusual, unexpected, unbudgeted, or non-recurring expenses. Special assessments are due on the day specified in the resolution of the Board approving such assessments. The total of all special assessments coming due in any fiscal year shall not exceed fifteen percent (15%) of the total annual budget for that year, including reserves, unless a majority of the voting interests first consent. The notice of any Board meeting at which a special assessment will be considered shall be given as provided herein above; and the notice to the owners that the assessment has been levied must contain a statement of the purpose(s) of the assessment. The funds collected must be spent for the stated purpose(s) or returned to the members as provided by law.
- 11.6 Interest and Late Fees. Assessments and installments thereon not paid when due shall bear interest from the date when due at the highest rate allowed by law until paid. In addition, for any assessments and installments thereon not paid when due, the Association shall have the right and power to levy late fees in an amount determined by the Association from time to time, up to the highest amount permitted by law on any unpaid assessments. All payments on account shall be first applied to interest, then to late fees and attorney's fees, then to costs, and finally to unpaid assessments, in such manner as determined by law. No payment by check is deemed received until the check has cleared.
- 11.7 Acceleration of Assessment Installments upon Default. If a unit owner shall be in default in the payment of an assessment, and a claim of lien is recorded, the Board of Directors

may accelerate the remaining balance of the assessment upon notice to the unit owner, and the then unpaid balance of the assessment shall be due upon the date stated in the notice, but not less than five (5) days after delivery of the notice to the unit owner, or not less than ten (10) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

- 11.8 Fidelity Bonds. The president, secretary and treasurer, and all other persons who are authorized to sign checks, shall be bonded in such amounts as may be required by law or otherwise determined by the Board of Directors. The premium on such bonds is a common expense.
- 11.9 Financial Reports. Unless otherwise required by law, in accordance with Section 718.111(13) of the Condominium Act, not later than sixty (60) days after the close of each fiscal year, the Board shall distribute to the owners of each unit a report showing in reasonable detail the financial condition of the Association as of the close of the fiscal year, and an income and expense statement for the year, detailed by accounts. The Board of Directors may, in their discretion, engage a Certified Public Accountant and have a more comprehensive analysis accomplished, which shall be sent to the members within ninety (90) days after the end of the fiscal year in lieu of the financial report referenced above.
- 11.10 Fiscal Year. The fiscal year for the Association shall begin on the first day of January of each calendar year. The Board of Directors may adopt a different fiscal year in accordance with law and the regulations of the Internal Revenue Service.
- 11.11 Depository. The depository of the Association shall be such bank, banks or other federally insured depository, in the state as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited not to exceed the amount of federal insurance available provided for any account. Withdrawal of monies from those accounts shall be made only by checks signed by any two of the following officers: president, secretary, or treasurer, or by such officer or officers, or such other person or persons, as the Board of Directors may from time to time designate. All funds shall be maintained separately in the Association's name. Provided that, nothing herein shall restrict the Board of Directors from making prudent investments consistent with their fiduciary duty, which investments must be insured or guaranteed.

ARTICLE 12 ROSTER OF UNIT OWNERS

Each unit owner shall file with the Association a copy of the deed or other document showing his ownership. The Association shall maintain such information. The Association may rely upon the accuracy of such information for all purposes until notified in writing of changes therein as provided above. Only unit owners of record, on the date notice of any meeting requiring their vote is given, shall be entitled to notice of and to vote at such meeting, unless prior to such meeting other owners shall produce adequate evidence, as provided above, of their interest and shall waive in writing notice of such meeting.

ARTICLE 13
PARLIAMENTARY RULES

To the extent desired by the Board of Directors, Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Condominium or Corporate Acts, case law, the Declaration, the Articles, these Bylaws, or rules and regulations adopted from time to time by the Board of Directors to regulate the participation of unit owners at Board, membership and committee meetings, and to otherwise provide for orderly corporate operations.

ARTICLE 14
AMENDMENTS

These Bylaws may be amended in the following manner:

- 14.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered.
- 14.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the voting interests of the Association. After such proposal, membership approval of a proposed amendment must be by not less than seventy five (75%) percent of those voting members, who participate in the voting in person or by proxy, at a meeting of the membership at which a quorum has been attained. Members not present at the meetings considering the amendment may express their approval, in writing, given before such meetings.
- 14.3 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Declaration and Bylaws, which certificate shall be executed by the president or vice-president and attested by the secretary or assistant secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is recorded in the Public Records of Pinellas County.

ARTICLE 15
RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt, amend, or add to rules and regulations governing the use of units, common elements, limited common elements, Association property, and the operation of the Association. Copies of such adopted, amended or additional rules and regulations shall be furnished by the Board of Directors to each unit owner not less than thirty (30) days prior to the effective date thereof, and shall be valid and enforceable notwithstanding whether recorded in the public records.

ARTICLE 16
CONSTRUCTION

Wherever the context so permits, the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

ARTICLE 17
CAPTIONS

The captions herein are inserted only as a matter of convenience and for reference, and in no way define or limit the scope of these Bylaws or the intent of any provision hereof.

ARTICLE 18
CONFLICT

If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these Bylaws and the Declaration of Condominium or Articles of Incorporation, the provisions of the Declaration shall take precedence over these Articles of Incorporation which shall prevail over the provisions of these Bylaws.

END OF AMENDED AND RESTATED BYLAWS