

**Prepared by and Return To:**

Aaron J. Silberman, Esq.  
Silberman Law, P.A.  
1105 W. Swann Avenue  
Tampa, Florida 33606  
Telephone: (813)434-1266

**CERTIFICATE OF AMENDMENT REFLECTING THE ADOPTION OF AMENDMENTS  
TO THE AMENDED AND RESTATED BYLAWS OF  
EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.**

This is to certify that the amendments to Articles 2, 3, 4, 5, 9, 11 and 12 of the Amended and Restated Bylaws of East Lake Woodlands Community Association, Inc. attached hereto as Exhibit "A" to this Certificate, were duly adopted by the Association membership at the duly noticed annual meeting of the Association on March 23, 2021, following approval of the amendments by the Board of Directors, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association. The Amended and Restated Bylaws of East Lake Woodlands Community Association, Inc. were recorded at Official Record Book 20078, Page 2006 of the Public Records of Pinellas County, Florida.

IN WITNESS WHEREOF, THE EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.  
has caused this instrument to be signed by its duly authorized officer on this 21<sup>st</sup> day of April 2021.

EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.

Roberta Burmeister

By:

Paul Burmeister  
Paul Burmeister, President

Signature of Witness #1

Roberta Burmeister  
Printed Name of Witness #1

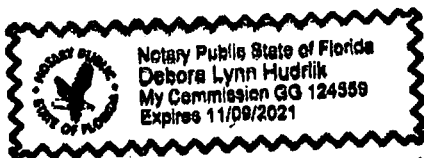
Deborah L. Hudrlik  
Signature of Witness #2

Deborah L. Hudrlik  
Printed Name of Witness #2

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 2021 by Paul Burmeister, as President of the East Lake Woodlands Community Association, Inc., who is personally known to me or provided \_\_\_\_\_ as identification, and who appeared in person.

Deborah Lynn Hudrlik  
Notary Public, State of Florida



ADOPTED AMENDMENTS TO AMENDED AND RESTATED BYLAWS FOR  
EAST LAKE WOODLANDS COMMUNITY ASSOCIATION, INC.

The following amendments to the Amended and Restated Bylaws for East Lake Woodlands Community Association, Inc., as recorded at Official Record Book 20078, Page 2006 of the Public Records of Pinellas County, Florida, have been adopted as shown on the attached Certificate of Amendment. This document is Exhibit A to the Certificate of Amendment.

**Item 1. Sections 1, 6 and 10 of Article 2 are amended to read as follows:**

**ARTICLE 2 – MEMBERS**

**Section 1 – Annual Meeting.** The annual meeting of the Members shall be held sometime during the months of March or April in each year, at such time and date as may be determined by the Board. All meetings of the Members shall be held at the office of the Association in the County of Pinellas, Florida, or at such other place as may from time to time be determined by the Board and specified in the notice of such meeting.

**Section 6 – Proxies.** Members may vote by means of a limited proxy form that allows the members to advise their proxy holder how they wish to vote on issues being voted on by the members. A proxy may also contain wording allowing the proxy holder to be counted, or to act, on other issues that may come up at a meeting.

**Section 10 – Chairperson and Secretary.** At all Members' meetings, the president of the Association, or in his absence, the vice-president, shall preside as chairperson of the meeting; or in the absence of both, the Members shall elect a chairperson. Similarly, at all Members' meetings, the secretary of the Association, or in his absence, the assistant secretary, shall serve as secretary of the meeting; or in their absence, the chairperson shall appoint a member to so serve as secretary of the meeting. The community association manager for the Association may be appointed by the chairperson to serve as the secretary of the meeting.

**Item 2. Article 2, Section 12 is amended to read as follows:**

**Section 12 – Nomination and Election of Directors.**

(a) Nominations for election to the Board of Directors shall be made by a Notice of Intent to run for the Board which is to be submitted by any interested candidates who are eligible to serve on the Board. In order to be eligible, a candidate must be a member of the Association, and must also meet the qualifications established by the Florida Statutes. A letter, with a first Notice of the Annual Meeting, will be sent to all Members at least 60 days prior to the election, with a Notice of Intent form, giving them 20 days within which to nominate themselves or another eligible person (subject to acceptance of such nomination). All Notice of Intent forms must be received by the Association office prior to the deadline stated on the Notice.

(b) Upon request of a candidate who is nominated, the Association shall also include in the mailing to the owners an information sheet, no larger than 8-1/2" x 11", with wording on only one side of the page, setting forth any information that the candidate wishes for the membership to be aware of.

This information sheet must be furnished to the Association prior to the deadline for submitting Notices of Intent to run for the Board. The Association will have no liability or responsibility with regard to the contents of any information sheets prepared by the candidates.

(c) All votes to elect directors shall be made on either a limited proxy form which is to be completed by an eligible voter and in which the voter may instruct the proxy holder how they wish to vote, or by a ballot for persons voting in person at the annual meeting. The limited proxy or ballot shall (a) list the number vacancies to be filled; and (b) set forth the names of those persons who have submitted a Notice of Intent for such vacancies, and are eligible to serve on the Board. Limited proxy forms shall be mailed to the Members, with the Second Notice of the Annual Meeting and other accompanying documents, at least twenty (20) days in advance of the date of the annual meeting.

(d) Nominations will not be taken from the floor at the annual meeting. If there are fewer candidates than vacancies to be filled, the candidates who have been nominated shall be automatically elected to fill vacancies, and the remaining vacancies shall be filled by appointment by the Board, including the new Board members who have automatically assumed a position on the Board. If an election is to be held, the Members who have not yet voted may vote at the annual meeting. Following the closing of voting, the votes will be tallied by an impartial committee appointed at the meeting, working with the community association manager. Only one vote may be cast by each Member for each vacancy on the Board, and no cumulative voting is allowed.

(e) The candidates receiving the largest number of votes shall be elected. In the event of a tie vote for a position on the Board, the persons who are the subject of the tie vote shall either agree on a method to break the tie, or if they cannot agree then they shall draw lots to determine who will be elected.

(f) The newly elected Board members will take office immediately following the adjournment of the annual meeting, and an organizational meeting of the new Board will be held either immediately following the annual meeting, or as soon as possible thereafter, for the election of officers and the transaction of such other business as is identified on a Notice of the meeting.

**Item 3. Article 3, Section 1 and Section 10; and Article 4, Section 1, are amended to read as follows:**

**ARTICLE 3 – BOARD OF DIRECTORS**

**Section 1 – Composition of Board and Term of Office.**

The property, affairs and activities of the Association shall be managed and controlled by the Board which shall consist of nine directors. Directors shall serve for a two-year term and until their successors are duly chosen and qualified. Four (4) directors shall be elected by the members in even years, and five (5) directors shall be elected by members in odd years. All vacancies on the Board shall be filled, until the next annual meeting, by the remaining directors, regardless of the length of the remaining term of the vacated director position. Each director must be a member of the Association. All Board members must comply with any Code of Conduct adopted by the Board and with all applicable Florida Statutes, including those relating to avoiding any conflicts of interest.

**Section 10 – Chairperson and Secretary.** At all directors' meetings, the president of the Association shall preside as chairperson of the meeting; or in his absence, the vice-president; or in the absence of both,

the directors present shall designate one of their number to preside. Similarly, at all directors' meetings, the secretary of the Association or the community association manager shall serve as secretary of the meeting; or in their absence, the directors present shall designate one of their number to serve.

#### ARTICLE 4 – OFFICERS OF THE ASSOCIATION

Section 1 – Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may from time to time elect or appoint. All officers elected or appointed by the Board shall hold their respective offices only at and during the pleasure of the Board. Officers shall be elected each year at the organizational meeting of the Board, and thereafter as necessary. Officers must be directors, except for any assistant Treasurer or Assistant Secretary, who need not be directors.

Item 4. Article 5, Section 3 is amended to read as follows:

#### ARTICLE 5 – COMMITTEES

Section 3 – Term of Office. Each member of a committee shall continue to serve on such committee until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the person or persons authorized to appoint such member, or unless such member shall cease to qualify as a member thereof.

Item 5. Article 9 is amended to read as follows:

#### ARTICLE 9 – INDEMNIFICATION

(a) The Association shall indemnify every director and every officer, and all members of committees of the Association, including the heirs, executors and administrators of any such person, against all loss, cost and expense reasonably incurred by any such person in connection with any action, suit or proceeding to which they may be made a party by reason of them being or having been a director or officer, or committee member of the Association, including reasonable counsel fees, except as to matters wherein:

- (1) they shall be finally adjudged in such action, suit or proceedings, or determined by the Board in the event of a settlement, to have acted in bad faith or with malicious purpose; or
- (2) where they received an improper personal benefit from their actions; or
- (3) where their actions constituted a violation of the criminal laws; or
- (4) where they have been determined to have acted with gross negligence or willful misconduct; or
- (5) where the claim and related expenses arose out of actions outside the scope of the duties and responsibilities of such director or officer, or committee member.

(b) In the case of a settlement, the Board of Directors shall determine the extent to which indemnification shall apply, based upon these same guidelines.

(c) The foregoing rights shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled.

(d) The Association will not indemnify anyone to the extent that costs and fees are covered by any applicable insurance which such person or the Association may have. Also, the corporation will not be responsible for any costs or attorneys' fees incurred by such individual without the consent of the Association.

(e) The Board of Directors will determine how the payment of any costs and fees is to be handled during the progress of any lawsuit or other proceeding brought against a person who may be entitled to be indemnified hereunder. The Board will also have the authority to control the terms of any settlement that it may be responsible for.

(f) Prior Board approval of legal counsel for any person who is potentially to be indemnified by the Association is required, but is not to be unreasonably withheld, so that the Association can control to some extent the fees which it may be responsible for, and clarification as to the responsibility for payment of such fees during the pendency of any legal proceeding can be achieved.

**Item 6. Article 11 is amended to read as follows:**

**ARTICLE 11 – ATTORNEY’S FEES**

In any action to enforce or interpret the provisions of the Articles of Incorporation, Bylaws, Rules and Regulations or any covenant running with the land, the prevailing party in any such action shall be entitled to recover its attorney's fees and costs, including fees and costs on any resulting appeal. The Association will also be entitled to recover any pre-litigation attorney's fees from the owner of property in violation of any of the governing documents, provided that such fees are incurred in connection with the enforcement of the governing documents of the Association.

**Item 7. Article 12 is amended to read as follows:**

**ARTICLE 12 – FINES AND ENFORCEMENT**

(a) The Board of Directors may impose fines, in accordance with reasonable procedures adopted by the Board, against a Member, not to exceed the amount provided for in Chapter 720 of the Florida Statutes, as amended from time to time, for any failure to comply with the provisions of the Association's governing documents, including the Rules and Regulations, by owners, occupants, licensees, tenants and invitees. Owners will be jointly and severally responsible for violations committed by their tenants, or by any other guests, licensees or invitees. A fine may be imposed for each day of continuing violation with a single notice and opportunity for hearing, provided that no fine shall in the aggregate exceed the amount provided for in Chapter 720 of the Florida Statutes, as amended from time to time.

(b) The party against whom the fine is sought to be levied shall be afforded an opportunity for hearing after reasonable notice of not less than fourteen (14) days and said notice shall include:

1. A statement of the date, time and place of the hearing;
2. A statement of the provisions of the Declaration, Articles of Incorporation, Bylaws, or Rules and Regulations which have allegedly been violated;

3. A short and plain statement of the factual basis asserted by the Association for the alleged violation.

The party against whom the fine may be levied shall have an opportunity to respond, to present evidence at the hearing, to be represented by counsel of his choice (but at his sole cost) at the hearing, and to provide written and oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge, and respond to any material considered by the Association. The hearing shall be held before a Committee of other Members, appointed in accordance with Chapter 720 of the Florida Statutes as amended from time to time. If the Committee does not agree with the fine, the fine may not be levied. The function of the Committee is to either uphold or overrule, in whole or in part, the fine proposed by the Board. Should the Association be required to initiate legal proceedings to collect a duly levied fine, the prevailing party in an action to collect said fine shall be entitled to an award of costs, and a reasonable attorney's fee incurred before trial, at trial and on appeal. Any fine shall bear interest at the maximum rate allowed by law.

(c) In addition to fines, the Association may suspend the use and/or voting rights of any members for violations of the governing documents, in accordance with the requirements and authority provided in Chapter 720 of the Florida Statutes, as amended from time to time.

(d) Administrative expenses and damages incurred by the Association in connection with anyone colliding with, or interfering with the access gates to the community, may also be recovered from any party causing such damage or violation, with the owner of the property also being responsible if the damage is caused by a tenant, guest, licensee or invitee.

**END OF AMENDMENTS TO AMENDED AND RESTATED BYLAWS**