

Certificate (only) prepared by and return to:

Monique E. Parker, Esq.
Rabin Parker Gurley, P.A.
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Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE BYLAWS FOR THE PINNACLE AT COBB'S LANDING HOMEOWNERS' ASSOCIATION

I hereby certify, in accordance with the requirements of the applicable Florida Statutes and the governing documents of the Association, the Bylaws of The Pinnacle at Cobb's Landing Homeowners' Association, Inc., recorded in Official Records Book 11953, Page 846, et seq., in the Public Records of Pinellas County, Florida, were amended at a duly called meeting of the members of The Pinnacle at Cobbs Landing Homeowners Association, Inc., on June 24, 2021. The adopted Amended and Restated Bylaws of The Pinnacle at Cobb's Landing Homeowners' Association, Inc. are attached hereto as Exhibit "A." The Declaration of Covenants and Restrictions for The Pinnacle at Cobb's Landing Homeowners' Association was originally recorded in Official Records Book 6619, Page 304, et seq. in the Public Records of Pinellas County.

IN WITNESS WHEREOF, The Pinnacle at Cobbs Landing Homeowners Association, Inc., has caused this instrument to be signed by its duly authorized officer on this 28 day of June, 2021.

THE PINNACLE AT COBBS LANDING
HOMEOWNERS ASSOCIATION, INC.

Jackie Stubba

(Signature of Witness #1)

JACKIE STUBBA

(Printed Name of Witness #1)

Kimberly Brock

(Signature of Witness #2)

Kimberly Brock

(Printed Name of Witness #2)

By: Michael J. Nadcan

(Signature)

Michael J. Nadcan Pinnacle 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 28th day of June, 2021, by Michael J. Nadcan, as President of The Pinnacle at Cobbs Landing Homeowners Association, Inc., on behalf of the corporation, and ☐ is personally known to me or ☒ has produced FLDL as identification.

My Commission Expires:

Kimberly Brock
NOTARY PUBLIC - State of Florida at Large

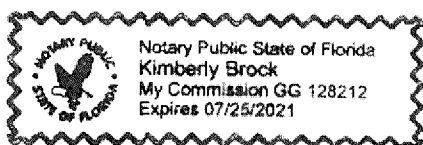


EXHIBIT A**AMENDED AND RESTATED BYLAWS FOR THE
PINNACLE AT COBB'S LANDING HOMEOWNERS' ASSOCIATION**

This document consolidates, restates and further amends, supersedes and replaces all previously recorded amendments to the Bylaws of The Pinnacle at Cobb's Landing Homeowners' Association, Inc., which were originally recorded in Pinellas County, Florida Official Records Book 11953, at Page 846.

ARTICLE 1 Identity

The name of the corporation is The Pinnacle at Cobb's Landing Homeowner's Association, Inc.; a Florida not for profit corporation, under the laws of the State of Florida, organized pursuant to the provisions of Chapters 617 and 720 of the Florida Statutes. These are the amended Bylaws of The Pinnacle at Cobb's Landing Homeowner's Association, Inc., hereinafter referred to as the "Association".

ARTICLE 2 Definitions

2.1 "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions for the Pinnacle at Cobb's Landing applicable to the subdivision and recorded on November 19, 1987, at O.R. Book 6619, Page 304 et seq. Public Records of Pinellas County, Florida, and as subsequently amended.

2.2 See Article I of the Declaration of Covenants and Restrictions for the Pinnacle at Cobb's Landing for all other definitions, and terms used herein shall also be defined in the Homeowners' Association Act.

ARTICLE 3 Meeting of Members

3.1 Annual Meetings of Members shall be held approximately one month prior to the beginning of a new fiscal year which starts on July 1 of each year, at a time and place designated by the Board of Directors.

3.2 Special Meetings of Members may be called at any time by the President or by a majority of the Board of Directors, or by written request of one-fourth of the total Membership eligible to vote.

3.3 The location of Membership Meetings shall be determined by the Board of Directors.

3.4 Notice of Meetings. Written notice of annual and special meetings of the Membership shall be given by, or at the direction of, the Secretary or other persons authorized to call the meeting, by mailing a copy of such notice, at least fourteen (14) days before such a meeting to each Member entitled to vote thereat. Such notice shall specify the day, hour and place of the meeting, and in the case of a Special Meeting, the purpose of the meeting. Meeting notices may also be posted by signs in two or more locations on Pinnacle Common property no less than 48 hours in advance but shall not be in lieu of mailed notices in the case of annual meetings or special meetings.

3.5 Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast thirty percent (30%) of the votes of the Membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, The Articles of Incorporation, or by Florida State law. If a Quorum is not present at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum is present. Non-voting meetings do not require a quorum to take place.

3.6 Proxies. At all voting meetings of Members, each member in good standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by them of their Lot. Members in good standing shall mean those who have no outstanding late assessments, fines or fees unpaid on their Lots, including but not limited to annual assessments or violation fines.

3.7 Association members shall be entitled to one (1) vote for each Lot in which they hold the interest required to be a Member. A majority of votes cast by members entitled to vote in person and by proxy shall be needed for community approval, unless a different number is stated elsewhere in the governing documents or specified in the Florida Statutes.

3.8 Electronic Voting, Notice, Documents and Signatures.

- (A) Electronic Voting. Electronic voting is permitted in accordance with the Homeowners Association Act 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, membership meetings (except membership meetings called to recall Board members), and committee meetings may be given by electronic transmission to members 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.

ARTICLE 4 Board of Directors, Term of Office and Recall.

4.1 Number. The affairs of the Association shall be managed by a Board of at least three (3) Directors and not more than five (5) Directors who shall be members in good standing of the Association.

4.2 Term of Office. The Directors shall be elected for a term of three (3) years. The terms shall be staggered to insure that at least one experienced Director will continue to serve into the following year.

4.3 Recall.

(A) Any Director may be removed by formal recall from the Board, with or without cause, by a majority vote of the eligible voting interests of all owners of the Association in accordance with procedures set forth in the Florida Statutes as amended from time to time. In the event of death, resignation, or removal of a Director, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

(B) A Board Director may be removed from their office position by a majority vote of the Board of Directors and offered or assigned a different position on the Board under Article 8.5.

4.4 Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

ARTICLE 5 Board of Directors. Nomination and Election.

5.1 Nomination. Nomination for election to the Board of Directors may be by a nominating committee comprised of Board members and Association members. A mailing shall also be sent to Members inviting them to self-nominate for election to serve on the Board in advance of the Annual Meeting by filling out and returning a Notice of Intent form. Nominations may also be made from the floor at any annual meeting of the members. A nominating committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine.

5.2 Election. Election to the Board of Directors shall be by written or electronic ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Persons receiving the largest number of votes shall be elected. The Election will take place at the Annual Meeting, unless an emergency requires the Board

to assign an alternate date. There is no quorum requirement for election voting however at least twenty (20) percent of Members eligible to vote must cast a ballot to have a valid election.

ARTICLE 6 Board of Directors Meetings

6.1 Regular meetings. Regular meetings of the Board of Directors shall be at such place, date and hour as may be determined from time to time by the Board. In accordance with Florida State law, notice of such meetings must be posted in a conspicuous place in the Community at least 48 hours in advance of the meeting, except in an emergency. The notice shall be posted in a conspicuous place in two or more locations on Pinnacle Common property, such as entrance medians. Notification by electronic means is also acceptable to any Association member or Board member who has agreed to this method of delivery. The Association shall comply with the Homeowners Association Act and Florida Statutes, as amended from time to time, regarding requirements for notifying members of such Board of Director meetings.

6.2 Special meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by a majority of the Directors. Except in an emergency, there must be at least three days' notice to each Director by mail, telephone or electronic transmission. Such notice shall state the time, place and purpose of the meeting.

6.3 Quorum. A majority of Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

6.4 Open Meetings. Meetings of the Board of Directors shall be open to all owners except as otherwise permitted under the Homeowners Association Act as to Board of Directors meetings which are privileged and/or confidential. Lot owners have the right to participate at meetings as provided in the Florida Statutes and rules adopted by the Board consistent with the Statutes.

6.5 All board and membership meetings shall follow Parliamentary procedure according to Robert's Rules of Order, unless otherwise provided for or superseded by the Homeowners' Association Act, the Declaration, or these Bylaws, as amended from time to time. Formal decisions made by the board must be discussed and agreed to by a majority of board members without excluding any board member from discussion or vote unless they have waived that right for that particular meeting or specific issue at hand.

ARTICLE 7 Board of Directors, Powers and Duties

7.1 Powers. All of the powers and duties of the Association existing under the Homeowners' Association Act, The Declaration of Covenants and Restrictions, the Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by lot owners where such approval is specifically required.

The Board of Directors shall have the power to:

- (A) Make, establish, enforce and publish rules and regulations governing the use of the lots, dwellings, Common Areas and facilities, including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations as allowed by Florida Statutes 720.305 as amended from time to time;
- (B) Suspend the voting rights of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;
- (C) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these Bylaws;
- (D) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three consecutive regular meetings of the Board of Directors;
- (E) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties;
- (F) To operate and manage the community in accordance with the sense, meaning, direction, purpose and intent of the Declaration, as may be amended from time to time, and to otherwise fulfill and exercise the duties, obligations and responsibilities entrusted to or delegated to it by the Declaration, or the Bylaws, or the Homeowners Association Act; and
- (G) 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 Homeowners Association Act and any other sections of the Florida Statutes, as amended from time to time.
 - (1) The Board of Directors may name an assistant officer who is not a member of the Board of Directors, and said assistant officer shall have the same authority as the elected officer to whom they assist during the period of the emergency, to accommodate the incapacity or unavailability of any elected officer of the Association.
 - (2) The Board of Directors may declare any portion of the common area unavailable for entry or occupancy by owners, family members, tenants, guests, agents or invitees to protect the health, safety, or welfare of such persons; determine whether the common areas can be safely inhabited or occupied; and mitigate damage, including taking action to prevent or mitigate the spread of disease, fungus or any other microbial agent; and contract for items or services for which the owners are otherwise individually responsible, but which are necessary to prevent potential harm to residents or further damage to the community.
 - (3) 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.
 - (4) 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. One (1) member of the Board of Directors may be designated to act on behalf of the Board of Directors during such emergency. 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.

- (5) Any officer, Board of Director member, or employee of the Association acting with a reasonable belief that such actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of the willful misconduct.
- (6) These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.
- (7) For purposes of this section, an emergency exists during a period of time that the immediate geographic area in which the community is located is subjected to:
 - (a) A state of emergency declared by local civil or law enforcement authorities;
 - (b) A declared public health crisis such as an epidemic or pandemic;
 - (c) A hurricane warning;
 - (d) A partial or complete evacuation order;
 - (e) Federal or state "disaster area" status; or
 - (f) A catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the community, such as an earthquake, tidal wave, fire, hurricane, tornado, public health crisis, war, civil unrest, or act of terrorism.

7.2 Duties. It shall be the duty of the Board of Directors to:

- (A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the members entitled to vote thereat;
- (B) Supervise all officers, agents and employees of the Association and see to it that their duties are properly performed;
- (C) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every owner subject thereto at least fourteen (14) days before the annual meeting and at least thirty (30) days in advance of each annual assessment period; and
 - (3) Foreclose the lien against any property for which assessments are not paid as prescribed in the Declaration.

- (D) Issue, or cause an appropriate officer to issue, on demand by any owner, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates;
- (E) Procure and maintain adequate liability and hazard insurance on all property owned by the Association;
- (F) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (G) Cause the Common Area to be maintained; and
- (H) Delegate to a property manager or management company duties that would otherwise be performed by its secretary and treasurer as it deems appropriate, including recordkeeping, giving and receiving notices, keeping minutes, signing checks up to certain spending limits, and other duties and functions determined appropriate by the Board of Directors from time to time and compliant with governing documents and Florida Statutes.

ARTICLE 8 Officers and Their Duties

8.1 Enumeration of Offices. The officers of the Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, and a Secretary, Treasurer, Director at Large, and such other officers as the Board may from time to time by Resolution create.

8.2 Election of the Officers. The election of officers shall take place at the organizational meeting of the Board of Directors, held directly following the annual meeting of members, and no further notice of the meeting shall be necessary if the meeting is held immediately following the annual meeting. If it cannot take place on the same day as the annual meeting, then it shall be held within ten (10) days thereafter.

8.3 Term. The officers of the Association shall be decided and elected annually by the Board, amongst themselves at the organizational meeting. Each shall hold office for a term of one (1) year unless a Director shall resign sooner, or be removed or otherwise be disqualified to serve.

8.4 Special Appointments. The Board may elect or appoint such other officers as the affairs in the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time, determine.

8.5 Resignation and Removal. Any officer may be removed from their office by a majority Board vote at any time with or without cause. Any Officer may resign from their office at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any other later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Board Director may resign from the Board itself by giving written notice to any other Board member. Such resignation shall become effective at the next board meeting with an affirmative majority vote to accept the resignation. A resignation may be rescinded at any time prior to the Board's formal vote of acceptance.

8.6 Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the unexpired term of the replaced officer.

8.7 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Article 8.4 of these Bylaws.

8.8 Duties. The duties of the officers are as follows:

- (A) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, and other instruments;
- (B) Vice President. The Vice President shall act in place of the President in the event of their absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board;
- (C) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the Board or by law;
- (D) Treasurer. The Treasurer shall be responsible for reviewing the monthly financial statements and all other disbursements coordinated through the Property Management Company, if any. The treasurer shall cause an annual review of the Association's books to be made at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members; and
- (E) Certain duties of the Board may be delegated to a professional management company or contractor as deemed appropriate, as stated in Article 7.2 H of these Bylaws.

ARTICLE 9 Committees

9.1 The Board of Directors may appoint a nominating committee as provided in Article 5 of these Bylaws. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties. Committees may be appointed for a temporary amount of time in order to accomplish a specific task and dissolved when the task is finished.

9.2 Committees may meet without membership notification to discuss and research Association business specifically defined and approved for their committee as long as no financial decisions are made on behalf of the Board and no violation fines are served, the committee has no power to approve architectural decisions in the community, and there are no more than two (2) Board members on the committee that would constitute a Board quorum.

9.3 Committees shall report their feedback, findings, research and/or analysis to the Board and may make recommendations for the Board to consider and approve. The Board retains the sole power to approve and act on committee conclusions or findings.

ARTICLE 10 Assessments

10.1 As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made.

10.2 Special assessments may be imposed by the Board of Directors to meet certain unexpected, non-recurring, non-funded or underfunded expenses. The notice of any Board of Directors meetings at which special assessments will be considered shall be given in a manner required by the Homeowners' Association Act as amended from time to time.

10.3 Any assessments not paid when due are considered delinquent. The remedies the Association may take for such delinquencies are set forth in the Declaration of Covenants and Restrictions for The Pinnacle at Cobb's Landing.

ARTICLE 11 Books and Records: Inspections

The minutes of all membership and board meetings, and the financial reports of the Association shall be kept in a business-like manner and available for inspection by any member at all reasonable times, and in the manner required by the Homeowners' Association Act as amended from time to time. The Declaration, Articles of Incorporation, and Bylaws of the Association shall be available to any member by the Board, or by the principal office of the Association.

ARTICLE 12 Fiscal Year

The fiscal year of the Association shall begin on July 1, of each year and end on June 30 of each following year.

ARTICLE 13 Amendments

These Bylaws may be amended, at a regular or special meeting of members, by affirmative vote of two-thirds (2/3) of the membership entitled to vote, either present in person or by proxy, after due notice has been given pursuant to these Bylaws and provided a quorum is attained.

ARTICLE 14 Severability and Interpretation

The invalidity in whole or part of any section, subsection, sentence clause, word or phrase, or other provisions of these Bylaws, shall not affect the remaining portions. The provisions of the Declaration of Covenants and Restrictions, the Articles of Incorporation, and these Bylaws shall be interpreted, construed and applied to avoid inconsistencies or conflicting results whenever possible. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE 15 Indemnification of Officers and Directors

Every Director and Officer for the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding or settlement thereof in which he or she may be involved, by reason of his or her being or having been a Director or Officer of the Association. This indemnification shall apply whether or not he or she is a Director or Officer at the time such liabilities or expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. In the event of a settlement, the indemnification established herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The Board of Directors of the Association shall have the power to purchase and maintain insurance to cover such indemnification.

END OF AMENDED AND RESTATED BYLAWS