

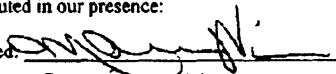
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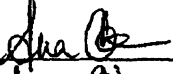
**BY-LAWS AMENDMENT CERTIFICATE FOR  
THE LANDINGS (LONGWOOD) HOMEOWNERS' ASSOCIATION, INC.**

THIS IS TO CERTIFY THAT The Landings (Longwood) Homeowners' Association, Inc. (Florida State Department Corporations Division Document # 753954) has duly adopted an amendment (a copy of which is attached as Exhibit A) to its By-Laws (recorded in the Seminole County, Florida Official Records at Book 7798, Page 35), by the affirmative vote of members holding at least seventy-five percent (75%) of the total membership votes present in person or by proxy at a duly-noticed members meeting held on September 21, 2016.

WITNESS MY EXECUTION HEREOF on the date set forth below. The effective date of the subject by-laws amendment shall be the date upon which this by-laws amendment certificate is duly-recorded in the Seminole County, Florida Official Records.

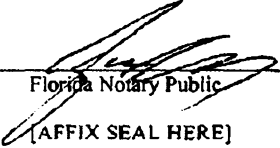
By:   
Thomas Carter, Director & President  
The Landings (Longwood) HOA, Inc.

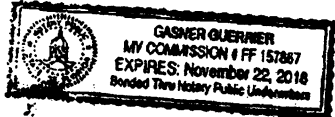
Executed in our presence:  
Signed:   
Name: Marlene King  
Witness

Signed:   
Name: Ana Otero  
Witness

STATE OF FLORIDA  
COUNTY OF Orange

On this date, this instrument was acknowledged before me by the aforesaid Thomas Carter [for The Landings (Longwood) Homeowners' Association, Inc., a Florida Corporation, who:  is personally known to me /  produced \_\_\_\_\_ as identification.

Dated: 10/3/16 By:   
Florida Notary Public  
[AFFIX SEAL HERE]



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## BY-LAWS AMENDMENT & RESTATEMENT

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Pursuant to Article XIII, Section 1 of its By-Laws (recorded in the Seminole County, Florida Official Records at Book 7798, Page 35), The Landings (Longwood) Homeowners' Association, Inc. hereby amends and restates the aforesaid by-laws in their entirety as follows.

### Article I Definitions

- Section 1.** "Association" shall mean The Landings (Longwood) Homeowners Association, Inc. (Florida State Department Corporations Division Document # 753954).
- Section 2.** "Declaration" shall mean the (revived) Declaration of Restrictions & Protective Covenants (recorded in the Seminole County, Florida Official Records at Book 7798, Page 1) and any amendment(s) thereto.
- Section 3.** "Properties" shall have the same meaning as defined in the Declaration.
- Section 4.** "Owner" shall have the same meaning as defined in the Declaration.
- Section 5.** "Member" shall have the same meaning as defined in the Declaration.
- Section 6.** "Lot" shall have the same meaning as defined in the Declaration.
- Section 7.** "Common Areas" shall have the same meaning as defined in the Declaration.
- Section 8.** "Limited Common Areas" shall have the same meaning as defined in the Declaration.
- Section 9.** "Access Areas" shall have the same meaning as defined in the Declaration.
- Section 10.** "Board" or "Board of Directors" shall mean and refer to the Board of Directors of the Association.
- Section 11.** "Governing Association Documents" shall have the same meaning as defined in the Declaration.
- Section 12.** "Voting Interests" shall have the same meaning as defined in the Declaration.
- Section 13.** "Florida Homeowners' Associations Act" shall have the same meaning as defined in the Declaration.

### Article II Principal Office

The Association's principal office shall be located at the office of the Association's property manager

### Article III Members Meetings

- Section 1.** **Annual Members Meeting.** The Association's annual members meeting shall be held on the third Wednesday of June each year (or, if that day falls on a legal holiday, the first day thereafter that is not a legal holiday), at such time and place as shall be determined by the Board.
- Section 2.** **Special Members Meetings.** Special members meetings for any purpose may be called at any time by any one Association officer, any two or more Association directors, or

- Exhibit A -  
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upon written request of Members with no less than twenty-five percent (25%) of the total Voting Interests eligible to vote.

**Section 3. Notice of Members Meetings.** Written notice of all members meetings shall be mailed, delivered, or electronically transmitted (by email) to each Member, at the Member's last mailing or electronic mailing (email) address furnished to the Association (as reflected in the Association's roster of members), at least fourteen (14) days prior to the meeting, specifying the date, time, location, and agenda for the meeting. In lieu of regular mail or hand-delivery, the Association may serve notice of members meetings by electronic transmission (email) to each Member, in accordance with the Florida Homeowners' Associations Act; provided, however, that, if required by the Florida Homeowners' Associations Act, the Association shall first obtain from each Member upon whom notice is sent by electronic transmission (email) the written consent of the Member to receive such notice by electronic transmission (email).

**Section 4. Members Meeting Quorum & Voting.** The percentage of Voting Interests required to constitute a quorum at a members meeting shall be thirty percent (30%) of the total Voting Interests eligible to vote. If, however, such quorum shall not be present or represented 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 as aforesaid shall be present or represented. Unless otherwise provided by applicable law or the Governing Association Documents, decisions that require a vote of Members must be made with the concurrence of at least a majority of the Voting Interests eligible to vote present, in person or by proxy, at a duly-noticed members meeting at which a quorum has been attained.

**Section 5. Proxies.** Members shall have the right to vote in person or by proxy (duly executed and filed with the Association) in accordance with applicable law.

#### **Article IV Directors**

**Section 1. Number.** The Association's property and affairs shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than nine (9) Members. By no less than majority vote of the entire Board, the Board shall have the right to set actual number of directors from time to time, in accordance with the Governing Association Documents; but the actual number of directors must always be an odd number.

**Section 2. Term of Office.** Each director shall be elected at the annual members meeting and shall hold office for a one-year term until his/her successor is duly elected and takes office (or until s/he dies, resigns, is removed from office, or is automatically disqualified to serve by operation of applicable law).

**Section 3. Removal, Death, & Resignation.** Any director may be removed from office at any time with or without cause by the affirmative vote of not less than sixty percent (60%) of the total Voting Interests eligible to vote. Any director may also be removed from office, by no less than majority vote of the entire Board, in the event that the subject director is absent from three (3) consecutive regular board meetings (without being excused by a majority of directors present at such meetings).

**Section 4. Vacancies.** In the event of death, resignation, removal, or disqualification of a director, his/her successor shall be selected and appointed by no less than majority vote of all the remaining directors (unless otherwise provided by applicable law) and shall serve for the unexpired term of his/her predecessor.

- Section 5. Compensation.** Directors shall not receive compensation for services rendered to the Association as directors. However, directors may be reimbursed for their actual expenses incurred in the performance of their duties as directors.
- Section 6. Nomination.** Nomination for election to the Board shall be made in writing actually delivered to the Association by the third Wednesday of April each year. Unless otherwise required by applicable law, no nominations shall be made after that deadline (including, without limitation, from the floor at the annual members meeting). All Members are eligible to serve on the Board, except those disqualified from such eligibility (including, without limitation, those delinquent in the payment of monetary obligations due to the Association) in accordance with applicable law.
- Section 7. Election.** Election to the Board shall be by secret written 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 Governing Association Documents. The persons receiving the largest number of votes shall be elected. The Board may proscribe (by board resolution or rules & regulation, adopted by no less than majority vote of the entire Board) a procedure for serving Members with ballots (listing all of the nominated director candidates) prior to the annual members meeting and inviting Members to return to the Association completed ballots (in a manner that will enable the Association to both verify the legal authority of the persons casting the ballots and ensure the secrecy of the election balloting process) prior to the annual members meeting. In no event, however, shall director election ballots be tallied other than at the annual members meeting.

**Article V**  
**Board Meetings**

- Section 1. Organizational Board Meeting.** The first board meeting each year shall be held, primarily for the purpose of electing the Association's officers, immediately after the annual members meeting, so long as no less than a majority of the entire Board is present (in person or by phone). Otherwise, such meeting shall be held within thirty (30) days after the annual members meeting, upon no less than three (3) days' notice in writing to each director, specifying the date, time, location, and agenda for the meeting. Any action taken at such meeting shall be done by no less than majority vote of the entire Board.
- Section 2. Regular Board Meetings.** Regular board meetings may be held at any location within Seminole County, Florida, at such date and time as the Board may designate.
- Section 3. Special Board Meetings.** Special board meetings may be called at any time by the Association president or by no less than a majority of all directors, and may be held any location within Seminole County, Florida, at such date and time as the Board may designate.
- Section 4. Notice of Board Meetings.** Notices of all board meetings must be posted in a conspicuous place within the Properties at least 48 hours in advance of the meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of the board meeting must be mailed or delivered to each Member at least seven (7) days before the meeting, except in an emergency. If required by the Florida Homeowners' Associations' Act, an assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. If required by the Florida Homeowners' Associations' Act, written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding Lot use will be considered must be mailed, delivered, or electronically transmitted to all Members (and posted conspicuously in the community) not less than fourteen (14) days before the meeting. In lieu of regular mail or hand-delivery, the Association may serve notice of members meetings by electronic transmission (email) to each Member, in accordance with the Florida

Homeowners' Associations Act; provided, however, that, if required by the Florida Homeowners' Associations Act, the Association shall first obtain from each Member upon whom notice is sent by electronic transmission (email) the written consent of the Member to receive such notice by electronic transmission (email).

**Section 5. Board Meeting Quorum & Voting.** A majority of the total number of directors shall constitute a quorum for the transaction of business at any board meeting. Unless otherwise provide by applicable law or the Governing Association Documents, decisions that require a vote of the Board must be made with the concurrence of at least a majority of directors present, in person or by phone, at a duly-noticed board meeting at which a quorum has been attained.

**Section 6. Board Meeting Attendance.** Except as otherwise provided by applicable law (including, without limitation, certain meetings between the Board and Association counsel), all board meetings shall be open to all Members. Members shall have the right to speak at such meetings with reference to all agenda items, for a no more than three (3) minutes, provided the Member wishing to speak places his/her name on a sign-up sheet at the beginning of the meeting.

**Section 7. Action Taken Without a Meeting.** The Board shall have the right to take any action without a board meeting that the Board could take at a duly-noticed board meeting, by obtaining the unanimous vote of the entire Board in writing. Any action so approved shall have the same effect as though taken at a duly-noticed board meeting, but shall be documented in the Association's Official Records as part of the minutes of the next duly-noticed board meeting following the execution of such written instrument by the Board.

#### **Article VI Board Powers & Duties**

**Section 1. Powers.** In addition to any and all legal authority granted to the Board under the Governing Association Documents and/or applicable law, the Board shall have the power to:

- a) Promulgate (and amend from time to time) such rules & regulations governing the use of the Properties (including the Common Areas Access Areas, Limited Common Areas, and Lots) and/or any other matter referenced in the Governing Association Documents as the Board shall deem necessary and/or appropriate.
- b) Suspend the right of any Member (and/or any Member's tenant, guest, or invitee) to use the Common Areas, Access Areas, and/or Limited Common Areas, in accordance the Governing Association Documents and/or applicable law, for violation of the Governing Association Documents (including, without limitation, the delinquent payment of any monetary obligations due to the Association).
- c) Suspend the voting rights of any Lot or Member, in accordance the Governing Association Documents and/or applicable law, for the delinquent payment of any monetary obligations due to the Association.
- d) Exercise for the Association all powers, duties, and authorities vested in or delegated to this Association and not reserved to the membership by the Governing Association Documents and/or applicable law; however, the Board shall not have the power to borrow money for the Association during any fiscal year in excess of the aggregate sum of, nor to sell during any fiscal year property of the Association having an aggregate fair market value greater than ten percent (10%) of the budgeted gross expenses of the Association for that fiscal year without the approval of no less than thirty percent (30%) of all Voting Interests eligible to vote (by obtaining either the requisite vote at a membership meeting or the requisite execution of a written instrument in lieu of a membership meeting).

- e) Employ (directly or on an independent contractor basis) the Association's property manager, accountant, counsel, and/or other third-parties to assist the Board in managing the affairs of the association and/or maintaining or improving the Properties (on such terms and conditions as the Board deems necessary and/or appropriate); however, any and all such employment must be approved by no less than majority vote of the entire Board, and any agreement with a third-party contractor for routine maintenance of the Properties must contain a provision permitting the Association to cancel the agreement at any time, with or without cause, upon no more than thirty (30) days' notice.

**Section 2. Duties.** In addition to any and all legal responsibilities imposed upon the Board under the Governing Association Documents and/or applicable law, it shall be the duty of the Board to:

- a) Maintain the Association's Official Records in complete and good order, in accordance with the Governing Association Documents and applicable law.
- b) Supervise all Officers, employees, and agents of the Association.
- c) Manage the Association's financial affairs (including, without limitation, preparing and administering the Association's annual budget, levying and collecting assessments, and paying all of the Association's bills) in accordance with the Governing Association Documents and applicable law.
- d) Procure and maintain sufficient property, casualty, & liability insurance, in accordance with the Governing Association Documents and applicable law, to protect the Association and the Association's Directors and Officers from property damage and/or legal liability.
- e) Maintain and/or improve the Properties in accordance with the Governing Association Documents and applicable law.
- f) Enforce compliance with the Governing Association Documents by all Members (and/or their family members, guests, tenants, and invitees).

#### **Article VII Officers**

**Section 1. Mandatory Officers.** In accordance with the Association's Articles of Incorporation, the Association shall at all times have a president, vice president, secretary, and treasurer.

**Section 2. Multiple Offices.** The same person may serve simultaneously as Association secretary and treasurer. The same person may not serve simultaneously in any other officer position, except one or more permissive officer position created by special appointment in accordance with below Article VIII, Section 8 herein.

**Section 3. Election of Officers.** The election of mandatory officers shall take place each year at the organizational board meeting in accordance with above Article V, Section 1 herein.

**Section 4. Term of Office.** Except for any permissive officer position created by special appointment in accordance with below Article VIII, Section 8 herein, each officer shall hold office for a one-year term until his/her successor is duly elected and takes office (or until s/he dies, resigns, is removed from office, or is automatically disqualified to serve by operation of applicable law).

**Section 5. Removal, Death, & Resignation.** Any officer may be removed from office at any time with or without cause by the affirmative vote of not less than a majority of the entire Board. Any officer may resign at any time in accordance with applicable law.

**Section 6. Vacancies.** In the event of death, resignation, removal, or disqualification of an officer, his/her successor shall be selected and appointed by the Board (by no less than majority vote of the entire Board) and shall serve for the unexpired term of his/her predecessor.

**Section 7. Powers & Duties.** In addition to any and all legal authority granted and/or responsibilities imposed under the Governing Association Documents and/or applicable law, the powers and duties of the mandatory officers are as follows:

- a) **President.** The president shall be the Association's chief executive officer, preside at all board meetings and members meetings, supervise all day-to-day affairs of the Association, execute all legal instruments (including, without limitation, leases, mortgages, deeds, and contracts) on the Association's behalf as authorized by the Board, co-sign (with the Association treasurer) all checks, and exercise such other powers (and/or perform such other duties) as authorized (or required) by the Board.
- b) **Vice President.** The vice president shall act in the place and stead of the Association president in the event of the latter's absence, inability to act, and/or refusal to act, and exercise such other powers (and/or perform such other duties) as authorized (or required) by the Board.
- c) **Secretary.** The secretary shall record the votes and keep the minutes of all board meetings and members meetings, update and maintain the Association's Roster of Members, serve as the custodian of the Association's official records, and exercise such other powers (and/or perform such other duties) as authorized (or required) by the Board.
- d) **Treasurer.** The treasurer shall manage and account for all Association funds, disburse such funds as directed by the Association's adopted annual budget or other resolution of the Board, co-sign (with the Association president) all checks, prepare the Association's proposed annual budget, monitor adherence to the Association's adopted annual budget, procure the Association's annual financial report in accordance with the Governing Association Documents and applicable law, and exercise such other powers (and/or perform such other duties) as authorized (or required) by the Board.

**Section 8. Permissive Officers.** In addition to the mandatory officers referenced in above Article VIII, Section 1 herein, the Board may select and specially appoint (by no less than majority vote of the entire Board) such other officers from time to time as the Board shall deem necessary and/or appropriate. Any such specially appointed officer shall hold office for such period, exercise such powers, and/or perform such duties as designated, authorized, and/or required by the Board.

**Section 9. Compensation.** Officers shall not receive compensation for services rendered to the Association as officers. However, officers may be reimbursed for their actual expenses incurred in the performance of their duties as officers.

#### **Article VIII Committees**

The Board shall appoint an Architectural Control Board (ACB) in accordance with the Declaration. In addition, the Board may select and appoint (by no less than majority vote of the entire Board) such other committees as the Board shall deem necessary and/or appropriate. Any such committee shall exist for such period, exercise such powers, and/or perform such duties as designated, authorized, and/or required by the Board. The meetings of any such committee shall be noticed and conducted, and the actions taken at such meetings shall be memorialized in writing, in accordance with the Governing Association Documents and applicable law.

**Article IX  
Official Records**

The Association shall maintain (and make available to any Member) the Association's official records, in accordance with applicable law. The Association (acting through the Board, by no less than majority vote of the entire Board) shall have the authority to promulgate, and amend from time to time, such rules & regulations governing the frequency, time, location, notice, records to be inspected, manner of inspection, and any legally-permissible cost for same as the Board shall deem necessary and/or appropriate. Any director shall have the absolute and unfettered right to inspect the Association's official records (or any portion thereof) at any time.

**Article X  
Finances**

**Section 1. Fiscal Year.** The Association's fiscal year shall be the calendar year.

**Section 2. Annual Budget.** In accordance with the Governing Association Documents and applicable law, each year (no later than November 1<sup>st</sup>), the Board shall prepare and adopt (by no less than majority vote of the entire Board) an annual budget for the next fiscal year, which budget shall reflect the estimated revenue and expenses (and fix the amount and payment terms for the annual assessment). Thereupon each year (no later than December 1<sup>st</sup>), the Association shall serve each Member with written notice of the annual assessment (including the amount and payment terms), along with a copy of the adopted annual budget, for the next fiscal year.

**Section 3. Annual Financial Report.** Each year, the Association shall prepare or cause to be prepared (and make available to all Members) an annual financial report, in accordance with applicable law.

**Article XI  
Amendment**

These Amended & Restated By-Laws may be amended (in whole or in part) by no less than a majority of all Voting Interests eligible to vote, by obtaining either the requisite vote at a membership meeting or the requisite execution of a written instrument in lieu of a membership meeting.

**Article XII  
Effective Date**

The effective date of these Amended & Restated By-Laws shall be the date upon which these Amended & Restated By-Laws are recorded in the Seminole County, Florida Official Records – as an exhibit to a by-laws amendment certificate duly-executed by the Association president.

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