

Prepared By and Return to:
Michael J. Brudny, Esquire
Taylor & Carls, P.A.
200 Pine Avenue North, Suite A
Oldsmar, Florida 34677

**CERTIFICATE OF AMENDMENT TO THE BYLAWS
OF
GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**

This is to certify that at a duly called meeting of the members of Golfside Estates Homeowners Association, Inc. (the "Association"), held on November 8, 2011, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Bylaws of Golfside Estates Homeowners Association, Inc., attached hereto as **Exhibit A**, were duly adopted by the membership. The Bylaws for Golfside Estates Homeowners Association, Inc. were originally recorded in Official Records Book 10479, Page 2596, Public Records of Pinellas County, Florida, and subsequently amended.

IN WITNESS WHEREOF, GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC., has caused this instrument to be signed by its duly authorized officer on this 11 day of November, 2011.

GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.

Deborah L. Smith
Signature of Witness #1
Deborah L. Smith
Printed Name of Witness #1

By: Alvin L. Young
Signature
Alvin L. Young President
Printed Name and Title

Michael J. Brudny
Signature of Witness #2
Michael J. Brudny
Printed Name of Witness #2

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11 day of November, 2011, by Alvin Young as President of GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC., on behalf of the corporation, who acknowledged that he/she executed this document on behalf of the corporation. He/She is personally known to me or has produced FL license as identification.

Deborah L. Smith
Notary Public
Printed Name



**AMENDED AND RESTATED
BYLAWS OF
GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**

NOTE: These Amended and Restated Bylaws amend, supersede and replace the prior versions of the Bylaws, and prior amendments to the Bylaws. The original Bylaws were recorded at Official Records Book 10479, Page 2596, Public Records of Pinellas County, Florida, and amendments were recorded at Official Records Book 13278, Page 992; Official Records Book 15451, Page 564; and Official Records Book 15765, Page 1590; Public Records of Pinellas County, Florida.

**ARTICLE I.
NAME and LOCATION**

The name of the Corporation is **GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.** The principal office of the corporation shall be located at 9100 Jakes Path, Largo, Florida 33771, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

**ARTICLE II.
DEFINITIONS**

Section 1. "Association" shall mean and refer to **GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**, its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the association for the common use and enjoyment of the owners.

Section 3. "Governing Documents" shall mean the Declaration of Covenants, Articles of Incorporation, and Bylaws for Golfside Estates Homeowners Association, Inc., and any Rules, Regulations, Guidelines and Standards, that may be adopted by the Association from time to time.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions, as amended, applicable to the subdivision and recorded in the Office of the Clerk of Pinellas County, Florida.

Section 5. "Lot" shall mean and refer to any plot of land shown on the recorded Subdivision plat with the exception of the common area.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the association as provided in the declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, the exclusive easement to any lot which is part of the property, but shall not include those holding title merely as security for performance of an obligation.

Section 8. "Subdivision" shall mean and refer to that certain tract of real property described in the Declaration and such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.

ARTICLE III. Meeting of Members

Section 1. **Annual Meetings.** The annual meeting of members, shall be held during the month of November or December. Subsequent meetings of members shall be during the month of November or December of each year thereafter at such date and time as set by the Board of Directors.

Section 2. **Special Meetings.** Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of fifty (50%) percent of the members.

Section 3. **Notice of Meetings.** Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days but not more than forty-five (45) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the association, or supplied by such member to the association for the purpose of receiving notice. 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.

Section 4. **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 these bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. To be valid the proxy must be dated, must state the date, time, and place of the meeting for which it was given and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting from which it was originally given. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by the owner of a lot.

ARTICLE IV. Board of Directors, Term of Office, Removal

Section 1. **Number.** The affairs of the association shall be managed by a board of five (5) directors who shall be members of the Association, or spouses of members of the association.

Section 2. **Term of Office.** Beginning as of the annual meeting in December 2007, the Board members will be elected for staggered terms of office. In odd-numbered years, the two candidates receiving the largest number of votes shall be elected for a two-year term. In even-numbered years, three Board members will be elected for terms of two years each.

Section 3. **Removal and Vacancies.** Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation, or removal of director, a successor shall be selected by the remaining members of the board and shall serve for the unexpired term of the predecessor.

Section 4. **Compensation.** No director shall receive compensation for any service rendered to the association. However, any director may be reimbursed for actual expenses incurred in the performance of the duties.

**ARTICLE V.
Board of Directors – Nomination and Election**

Section 1. Nomination and Election.

- (a) Nominations for election to vacancies on the Board of Directors shall be made either by a Notice of Intent being submitted by an interested candidate, or by nomination from the floor at the annual meeting. A letter will be sent to all members at least 45 days prior to the election, along with a Notice of Intent form, on which the intent to run for the Board can be stated. Owners will have 15 days from the date of the mailing of this letter within which to nominate themselves or another eligible person (subject to acceptance of such nomination). 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 time that the Association sends out the written ballots to the membership. The Association will have no liability with regard to the contents of any information sheets prepared by the candidates.
- (b) All elections to the Board of Directors shall be made on a written ballot personally cast by the voting member which shall (a) describe the vacancies to be filled; (b) set forth the names of those who have submitted notice of their intent to run for the Board; and (c) contain space for write-in candidates (subject to any write-in candidates being nominated from the floor at the annual meeting), and appropriate spaces or boxes to allow for a written vote by the Members. Such ballot shall be mailed to the Members at least fourteen (14) days in advance of the date of the annual meeting and the ballots must be returned not later than the day of the meeting where the election is to take place.
- (c) The existing Board of Directors may establish voting procedures to be used, including a secret ballot system requiring an inner ballot envelope and an outer envelope to identify the eligible voter, and procedures to be used in

the event of a tie vote. Each Member shall receive one ballot for each lot which they own. Notwithstanding that a Member may be entitled to several votes, such Member shall exercise on any one ballot only one vote for each vacancy shown thereon.

- (d) At the meeting where the election is held, nominations are to be taken from the floor before closing the nominations. Members who are eligible to vote may vote in person, and if anyone wishes to withdraw a ballot previously submitted, in order to change their vote or vote for persons who have been nominated from the floor, they may do so until the time that a motion is adopted to close the balloting.
- (e) The persons receiving the highest number of votes will be elected. If there is a tie vote and no procedures have been established by the Board, the Board shall establish procedures for a run-off election for any ties to be broken.

ARTICLE VI. Board of Directors – Meetings

Section 1. **Regular Meeting.** Regular meetings of the board of directors shall be held at least quarterly, unless otherwise determined by the Board of Directors, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day that is not a legal holiday. Notices of each board meeting shall be mailed or delivered to each unit owner at least seven (7) days prior to the meeting, or in the alternative, posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in the case of an emergency.

Section 2. **Special Meetings.** Special meetings of the board of directors shall be held when called by the president of the association, or a majority of the board, after not less than forty-eight (48) hours notice to each director. Notice of board meetings is to be given to each member of the board by telephone, hand delivery, electronic mail, or telegram, and is also to be posted or provided to the members in accordance with the Florida Statutes.

Section 3. **Quorum.** A majority of the 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.

ARTICLE VII. Board of Directors – Powers and Duties

Section 1. **Powers.** The board of directors shall have power to:

- (a) Adopt and enforce reasonable rules and regulations governing the use of the common areas and facilities, and the use of the individual Units including the personal conduct of the members and their guests thereon; and to establish penalties for infraction of such rules and regulations, provided that such rules and regulations are consistent with the other governing documents of the

Association and with Florida law, and further provided that a majority of the membership may vote at any time to amend or repeal any rules adopted by the Board of Directors by a vote at a membership meeting;

- (b) Suspend the right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment or fines levied by the association. Such rights may also be suspended after notice for a period not to exceed sixty (60) days for infraction of the published rules and regulations.
- (c) Impose fines against any member, or any tenant, guest or invitee for violation of the Declaration or the Rules and Regulations of the Association.
- (d) 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;
- (e) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the board of directors; and
- (f) Employ a manager, independent contractors, and such other employees as deemed necessary, and to prescribe their duties.
- (g) To place a lien on the lot owner' property and take whatever action is necessary to enforce the lien.

Section 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 a statement is requested in writing by one-half 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;
 - (1) Fix the amount of the annual assessment against each Lot at least 30 days in advance of each annual assessment period and establish a budget;
 - (2) Send written notice of each assessment to every owner subject thereto at least 14 days in advance of each annual assessment period; and

- (3) To place a lien against any property for which assessments are not paid within 60 days after the due date, and, at the discretion of the board, take whatever action is necessary to foreclose the lien, or bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, on demand by any person, 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 insurance on all property to be insured by the association, in accordance with the Declaration;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the common area to be maintained, as well as those portions of the Lots which the Association is required to maintain.

**ARTICLE VIII,
Officers and Their Duties**

Section 1. Enumeration of Officer. The officers of the association shall be a President, Vice President, Secretary, and Treasurer. The President and Vice President shall be members of the association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the board of directors following each annual meeting of members.

Section 3. Term. The officers of the association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect 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, from time to time, may determine.

Section 5. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign 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 later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **Vacancies.** A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer replaced.

Section 7. **Multiple Offices.** The office 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 Section 4 of this Article.

Section 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 resolution of the board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and may co-sign all checks and promissory notes.
- (b) **Vice President:** The Vice President shall act in the place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required 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; keep the corporate seal of the association and affix it to all papers so requiring; 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 receive and deposit in appropriate bank accounts all funds of the association, and shall disburse such funds as directed by resolution of the board of directors; may sign all checks and promissory notes of the association; shall keep proper books of account; and shall prepare an annual budget and statement of income and expenditure, 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.

**ARTICLE IX
Committees.**

The board of directors shall have the power to appoint such committees as it may deem appropriate in the performance of its duties.

**ARTICLE X.
Assessments.**

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. Any assessments or fines that are not

paid when due are considered delinquent. If an assessment is not paid within ten (10) days after the due date, the assessment bears interest from the date of delinquency at the rate of eighteen (18%) percent per annum, plus a late penalty charge as determined by the Board of Directors. The association may bring an action at law against the owner personally obligated to pay the same. Interest, costs, and reasonable attorney fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of the lot.

**ARTICLE XI.
Books and Records Inspection.**

The books, records, papers of the association shall be subject to inspection by any member upon reasonable notice, during ordinary business hours. Each member has previously received a copy of the declaration, articles of incorporation, and bylaws of the association. Additional copies shall be made available for sale at a reasonable price.

**ARTICLE XII.
Corporate Seal.**

The association shall have a seal in circular form having within its circumference the words: **GOLFSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**

**Article XIII
FISCAL YEAR**

The fiscal year of the association shall be the calendar year.

**ARTICLE XIV.
Amendments.**

These bylaws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy.

**ARTICLE XV.
Conflicts.**

In the case of any conflict between the articles of incorporation and these bylaws, the articles shall control, and in the case of any conflict between the declaration and these bylaws, the declaration shall control.

END OF AMENDED AND RESTATED BYLAWS