

Prepared by and Return to:  
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## **CERTIFICATE OF AMENDMENT**

### **AMENDMENT TO BYLAWS OF**

### **PASEO MASTER HOMEOWNERS' ASSOCIATION, INC.**

THIS CERTIFICATE OF AMENDMENT to the Bylaws of Paseo Master Homeowners' Association, Inc. (the "Amendment") is made and executed this \_\_\_\_ day of \_\_\_\_\_, 2017, by PASEO MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association").

**WHEREAS**, the original Bylaws of the Association were recorded at Instrument No. 2006000338412, page 54, *et seq.*, and any amendments thereto, in the Public Records of Lee County, Florida (the "Bylaws"); and

**WHEREAS**, the Association wishes to amend Article VI of the Bylaws pertaining to election of directors and section X of the bylaws pertaining to committees; and

**WHEREAS**, the Association hereby certifies that the Amendment as shown below was APPROVED and ADOPTED by the affirmative vote of at least seventy-five percent (75%) of the directors present at a duly constituted meeting of the board of directors on \_\_\_\_\_, 2017.

**NOW, THEREFORE**, the Bylaws of the Association are hereby amended as follows.

[**Note:** Proposed NEW language is underlined; language to be REMOVED is ~~stricken~~.]

#### **Article VI, Election of Directors, Sections 6.2 and 6.6**

6.2 Directors shall be elected at the annual meeting of Members by a plurality of the votes entitled to be cast for Directors ~~which are present in person or by proxy~~. Each eligible voter shall be entitled to cast votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Not less than sixty (60) days before the annual meeting of the Members, a nominating committee of five Members shall be appointed by the Board of Directors and the committee shall nominate one person for each directorship to be filled. No untimely nominations shall be accepted, and no nominations may be made from the floor at the election meeting. Upon request of a candidate, an information sheet, no larger than 8 ½ inches by 11 inches, which must be furnished by the candidate at least 35 days before the

election, must be included with the mailing, delivery, or transmission of the ballot. Nominations for additional directors created at the meeting shall be made from the floor. Other nominations also may be made from the floor.—An election is not required unless more candidates file notices of intent to run or are nominated than board vacancies exist. Members shall vote for election of Directors by written or electronic ballot, and Members not in attendance at the election meeting shall be entitled to vote by secret written ballot as authorized by section 720.306(8)(b), Florida Statutes. Voting for Directors by proxy is not permitted.

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6.6 Upon the date the Declarant no longer has the right to elect 100% of the Directors, the Declarant shall call a special meeting within sixty (60) days after such date. This meeting shall be called on not fewer than ten (10) nor more than thirty (30) days' notice. At this special meeting, all Members shall elect a Board of Directors, to serve until the annual meeting date that is not fewer than eighteen (18) months after such election; provided, the Declarant shall continue to have the right to elect one (1) Director in accordance with the terms of the Declaration. Following such initial election by the Members, Directors shall be elected ~~annually at the annual meeting.~~ to terms of two (2) years, which shall be staggered as follows; The three (3) candidates receiving the highest number of votes shall each be elected to a 3-year term, and the two (2) candidates receiving the least number of votes shall each be elected to a 2-year term. If the election is uncontested then the five (5) candidates shall automatically be seated and shall decide amongst themselves by unanimous consent who shall serve the longer terms and who shall serve the shorter terms. If unanimous agreement cannot be obtained the terms shall be determined by the drawing of straws. At each annual election meeting thereafter, Directors shall be elected to 2-year terms.

**Article X, Committees, Section 10.1**

10.1 The standing committees of the Association shall be:

- a) The Nominating Committee; and
- b) The Maintenance Committee.

Unless otherwise provided herein, each committee shall consist of a chairperson and two or more members and ~~shall~~may include a member of the Board of Directors. The Committees may be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, and the members of each committee shall serve until the succeeding committee members have been appointed.

WITNESSES (TWO):

PASEO MASTER HOMEOWNERS'  
ASSOCIATION, INC.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
By: \_\_\_\_\_  
Title: President

\_\_\_\_\_  
Printed Name

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature

Attest: \_\_\_\_\_  
Secretary

\_\_\_\_\_  
Printed Name

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

BEFORE ME, the undersigned authority, appeared \_\_\_\_\_, President, and \_\_\_\_\_, Secretary, of PASEO MASTER HOMEOWNERS' ASSOCIATION, INC., personally known to me and who acknowledged before me that being duly authorized and executed the foregoing Certificate of Amendment as the authorized agents for said corporation and that the same is the free act and deed of said corporation, and who did take an oath.

SWORN TO AND SUBSCRIBED before me this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
(Printed Name of Notary)  
My Commission Expires: