

Prepared by and returned to:

Becker & Poliakoff, P.A.
David G. Muller, Esquire
4001 Tamiami Trail North, Suite 270
Naples, FL 34103

CERTIFICATE OF AMDENDMENT

**AMENDED AND RESTATED DECLARATION OF
COVENANTS, RESTRICTIONS AND EASEMENTS
FOR
GRASMERE**

**AMENDED AND RESTATED BYLAWS
OF
GRASMERE ASSOCIATION, INC.**

WE HEREBY CERTIFY that the following amendments to the Amended and Restated Declaration of Covenants, Restrictions and Easements for Grasmere and the Amended and Restated Bylaws for Grasmere Association, Inc. were duly adopted by the Association membership at the duly noticed Annual Members' Meeting of the Association on the 25th day of March 2020. Said amendments were approved by a proper percentage of voting interests of the Association. The original Declaration of Covenants, Restrictions and Easements is recorded at O.R. Book 1389, Page 1447 *et seq.* of the Public Records of Collier County, Florida, which includes the Bylaws as an exhibit to said Declaration. The Amended and Restated Declaration of Covenants, Restrictions and Easements is recorded at O.R. Book 2264, Page 0583 *et seq.* of the Public Records of Collier County, Florida, which includes the Amended and Restated Bylaws as an exhibit to said Amended and Restated Declaration.

Additions indicated by underlining.

Deletions indicated by ~~strike-through~~.

1. Amendment to Article 9, Section 9.2 of the Amended and Restated Declaration of Condominium to read as follows:

9.2 **Maintenance of Parcels by the Association.** The Association shall be responsible to maintain the lawn and landscaping of each parcel in the Community and the costs of such service is to be included in the amount of regular or special assessments. Such duty of maintenance shall not extend to areas requiring unusual maintenance specifically designated by the Board of Directors as and "Area of High Maintenance" or to replacement of any portion of the lawn or landscaping. However, the Association may elect to assume these additional maintenance responsibilities by agreement with the owner, and such costs shall be treated as a charge against that parcel as provided in

Section 6.1 (C) hereof. For the purposes of this Declaration, trees in excess of fifteen (15) feet and rose gardens shall be included within the definition of an "Area of High Maintenance" and are not covered by the landscape maintenance contract. The authority contained in this Section 9.2 shall be subject to the exception contained within Section 9.2.1 below.

9.2.1 Trimming Canopy Tree Branches: Additional Restrictions. The Association shall be responsible for trimming the branches (and only the branches) of all Canopy Trees located on each parcel and the costs of such service is a common expense of the Association, to be included in the amount of the regular and special assessments paid for by all owners collectively. Canopy Trees are defined as trees of no less than fifteen (15) feet in height, wherein all or a portion of the subject tree trunk is located within thirty-five (35) feet from the abutting frontage of the border of Wyndemere Way and the subject parcel. The Board of Directors shall have the exclusive authority and discretion to determine which trees qualify as Canopy Trees. Owners are prohibited from removing Canopy Trees located on their parcel unless they first receive written permission from the Board of Directors and unless they (the owners) agree to replace (at the subject owner's expense) said Canopy Tree with a replacement Canopy Tree of like kind, quality, and size, as determined by the Board of Directors. The authority and restrictions contained within this Section 9.2.1 also apply to any diseased or dying Canopy Tree which must be replaced. Notwithstanding the foregoing, owners shall continue to be responsible for the full maintenance of any and all Canopy Trees located on their parcel, subject only to the Canopy Tree branches trimming exception contained within this Section 9.2.1.

2. Amendment to Article 4 of the Amended and Restated Bylaws to read as follows:

4. BOARD OF DIRECTORS. The administration of the affairs of the Association shall be by a Board of Directors. All powers and duties granted to the Association by law, as modified and explained in the Declaration, Articles of Incorporation, and these Bylaws, shall be exercised by the Board, subject to the approval or consent of the unit owners only when such is specifically required.

...

4.3 Nominations and Elections. At each annual meeting the members shall elect as many Directors as there are regular terms of Directors expiring or vacancies to be filled. ~~The nominating committee, shall operate and conduct its meetings in accordance with rules and regulations set forth in Section 4.19 below, and shall submit its recommended nominees for the office of Director in time to be included with notice of annual meeting; any other eligible person may also be nominated as a candidate from the floor at the annual meeting.~~ Directors shall be elected by a plurality of the votes cast at the annual meeting, and votes shall be cast by secret ballot. In the election of Directors, there shall be appurtenant to each unit as many votes for Directors as there are Directors to be elected. No member may cast more than one vote for any person nominated as a Director, it being the intent hereof that voting for Directors shall be non-cumulative. The candidates receiving the highest number of votes shall be declared elected, except that a run-off shall be held at the same meeting to break a tie vote.

Not less than sixty (60) days before a scheduled election, the Association shall mail, or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, and including electronic transmission for those Members who have so consented, to each Member entitled to vote, a first notice of the date of the election. Any eligible person who nominates himself to be a candidate must do so no later than forty (40) days prior to the annual meeting and may also submit a resume by such deadline on one side of an 8 and 1/2" x 11" sheet of paper. Nominations from the floor shall not be accepted. Not less than fourteen (14) days prior to the annual meeting, the Association shall send a Second Notice of Annual Meeting to all Members, along with either an election ballot for the election of Directors, any timely submitted candidates' resumes, a proxy and any other documents in the Board's discretion. The election ballot shall contain the names of all candidates who nominated themselves in a timely manner, listed in alphabetical order by surname. If a voter checks off the names of more candidates than the number of Directors to be elected, the election ballot shall not be counted for the election. Elections shall be determined by a plurality of the votes cast; a quorum of the Members need not cast a vote for a valid election to occur, so long as at least ten percent (10%) of the eligible Voting Interests cast a ballot. The candidates who are elected shall take office upon the adjournment of the annual meeting. The use of secret balloting provided for in Section 720.306(8) of the Act, shall be followed. The Board may require all ballots to be received by the Association at some point prior to the annual meeting so that the votes can be tallied prior to the annual meeting and the results announced at the annual meeting. No election shall be necessary if the number of candidates is less than or equal to the number of vacancies.

...

4.18 Committees. The Board of Directors may appoint from time to time such standing or temporary committees, as the Board may deem necessary and convenient for efficient and effective operation including an executive committee, landscape committee, ~~and a social committee, a nominating committee as set forth in Section 4.19 below, and an election committee as set forth in Section 4.20 below.~~ Any such committee shall have the powers and duties assigned to it in the resolution creating the committee and must comply with the requirements of Section 4.10 above. The Board shall appoint all committee chairpersons.

~~**4.19 Nominating Committee.** The Board of Directors in the fall of each year shall appoint a Nominating Committee to select candidates for nomination to Directorships for election at the annual meeting in February of the coming year. The Nominating Committee shall consist of not more than five (5) members of the Association representing different parcels or properties within Grasmere. An existing Director must serve as an ex-officio member of the Committee. The Committee shall choose its own chairperson. The committee shall request by letter an open invitation to any qualified candidate to apply for the nomination prior to December 15 of the year preceding the election. A qualified candidate is defined as a member of the Association or his/her spouse as described in these bylaws whose assessments and obligations to the Association and the Master Association are current. The Committee shall select not less than one (1) and not more than two (2) candidates for each Directorship. These~~

~~candidates, with a summary of their background, shall be announced by the Nominating Committee in January prior to the election and shall be placed on the ballot sent to all members with the notice of the annual meeting. In addition, if any member wishes to be placed on the ballot, he/she may do so by presenting to the Nominating Committee, a letter of intent at least thirty (30) days prior to the election which has been signed by at least six (6) authorized voting members of the Association. Upon receipt of said letter of intent by the Nominating Committee, the candidate shall be placed upon the ballot in addition to the candidates nominated by the Nominating Committee. The Committee shall present the candidates at the annual meeting. In addition, a member of the Association may nominate himself as a candidate from the floor at the annual meeting before the collection of ballots. The election shall be held by secret ballot.~~

4.20 Election Committee. The Election Committee shall be appointed by the Board of Directors and consist of three (3) members. They shall conduct the election by secret ballot at the annual membership meeting. Their duties shall be to verify proxies, verify nominations from the floor, collect ballots, tally ballots, and announce to the President or his/her designee the results of the election. In the case of a tie for any Directorship, the Election Committee shall conduct a run-off at the same meeting.

GRASMERE ASSOCIATION, INC.

By: [Signature]
Richard McKay, President

Attest: [Signature]
Michael Gisriel, Secretary

[Signature]
Witness Signature
[Printed Name]
Printed Name

[Signature]
Witness Signature
[Printed Name]
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 16th day of April 2020 by Richard McKay, as President and Michael Gisriel, as Secretary of Grasmere Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced [Signature] as identification.

Notary Public [Signature]
Printed Name BEATA PLASKOCINSKA
My Commission Expires _____

