

Prepared by and returned to:

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

**CERTIFICATE OF AMENDMENT
AND
NOTICE OF PRESERVATION PURSUANT
TO SECTION 712.05(2)(b), FLORIDA STATUTES**

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

WE HEREBY CERTIFY that the following amendments to the Amended and Restated Bylaws of Rosemeade Association, Inc. were duly adopted by the Association at the duly noticed Annual Membership Meeting held on the 16th day of February 2021. Said amendments were approved by a proper percentage of voting interest of the Association.

The original Declaration of Covenants, Restrictions and Easements is recorded at O.R. Book 1456, Page 882 *et seq.* of the Public Records of Collier County, Florida, and was amended at O.R. Book 2261, Page 1416, *et seq.* (Amended and Restated Declaration of Covenants, Restrictions and Easements), all of the public records of Collier County, Florida (hereinafter referred to collectively as the "Declaration").

The legal description of the Property is identified in Exhibit A of the original Declaration of Covenants, Restrictions and Easements, recorded at O.R. Book 1456, Page 882 *et seq.*, of the Public Records of Collier County, Florida.

The Amended and Restated Bylaws for Rosemeade Association, Inc. was recorded at O.R. Book 2261, Page 1439 *et seq.*, of the Public Records of Collier County, Florida.

This Certificate of Amendment is indexed under the legal name of the Association executing this Certificate, references the recording information of the Declaration of Covenants, Conditions and Restrictions, and is intended to preserve and protect the Declaration of Covenants, Restrictions and Easement from extinguishment by operation of Chapter 712, Florida Statutes, as amended from time to time.

Additions indicated by underlining.
Deletions indicated by ~~strike through~~.

Amendment No. 1: Section 3.6 of the Amended and Restated Bylaws to read as follows:

3.6 Proxies. Votes may be cast at a meeting either in person or by proxy. Votes cast in the election of Directors shall be cast pursuant to the procedure outlined in Section 4.3 below. A proxy may be given by any person entitled to vote, but shall be valid only for the specific meeting for which originally given and/or any lawful adjournment of that meeting. No proxy shall be valid for a period longer than (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, signed by the person authorized to cast the vote and specify the date, time and place of the meeting for which it is given. Holders of proxies need not be members. The holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy.

Amendment No. 2: Section 4.3 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, if any, shall submit its recommended nominees for the office of Director in time to be included with notice of the 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. 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 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 or herself 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.

Amendment No. 3: Section 4.18 of the Amended and Restated Bylaws to read as follows:

4.18 Committees. The Board of Directors may appoint from time to time such standing or temporary committees, including ~~a nominating committee and an~~ executive committee, as the Board may deem necessary and convenient for efficient and effective operation. 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 4.9 above.

Amendment No. 4: Article 10 of the Amended and Restated Bylaws to read as follows:

10. Master Association Representation. The Association is entitled to one (1) representative on the Board of Governors of the Master Association, which representative shall be entitled to cast all votes of the members of the Association in the affairs of the master Association. The representative shall have as many votes in Master Association matters as the number of parcels in the Community. All such votes shall be cast in a block. ~~The Association shall elect at the annual meeting from nominations from the floor~~ Not later than March 15th of each year in which a regular vacancy will occur to the Community, the Board of Directors of the Association shall designate in writing one (1) natural person who shall serve as a Governor of the Master Association from the next annual organizational meeting of the Board of Governors until the organizational meeting at which his Successor takes office, or until his earlier death, resignation or removal. The term of office shall be three (3) years unless otherwise provided in the Master ~~Declaration~~ Association Bylaws. Any vacancy occurring in the office shall be filled by the Board of Directors. Any representative may be removed with or without cause by the Board of Directors. The representative shall be a member of the Association and may be the President or other officer or director thereof. A representative who is not a director shall serve as an ex-officio member of the Association's Board of Directors.

(The remainder of this page is left blank)

ROSEMEADE ASSOCIATION, INC.

By: Robert Anderson
Robert Anderson, President

Attest: Richard Clesen
Richard Clesen, Secretary

[Signature]
Witness Signature

Bob Germain
Printed Name

[Signature]
Witness Signature

PATRICIA Scherry
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 2nd day of MARCH 2021 by Robert Anderson, as President of and Richard Clesen as Secretary of Rosemeade Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

Notary Public Suzanne E Gephart
Printed Name SUZANNE E. GEPHART
My Commission Expires _____

