

After recording return to:

Winding Ridge Property Owners Association, Inc.
1600 Sawgrass Corporate Parkway, Suite 400
Sunrise, Florida 33323

SPACE ABOVE THIS LINE FOR PROCESSING DATA

**CERTIFICATE OF FIRST AMENDMENT TO
BYLAWS OF WINDING RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

THIS CERTIFICATE OF FIRST AMENDMENT TO BYLAWS OF WINDING RIDGE PROPERTY OWNERS ASSOCIATION, INC. (this "Certificate") is made as of the 14th day of October, 2021 by **WINDING RIDGE PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not for profit corporation (the "Association"), as follows:

WHEREAS, the Declaration of Covenants, Restrictions and Easements for Winding Ridge was recorded on June 26, 2020, in Official Records Book 10127, at Page 165 of the Public Records of Pasco County, Florida, to which the Bylaws of Winding Ridge Property Owners Association, Inc. are attached as Exhibit "C" (the "Bylaws"); and

WHEREAS, pursuant to Article XIII, Section B of the Articles, after the "First Conveyance" (as such term is defined in the Articles) and prior to the "Turnover Date" (as such term is defined in the Articles), the Articles may be amended by a majority vote of the Association's Board of Directors (the "Board") at a duly called meeting of the Board, without the prior written consent of the "Members" (as such term is defined in the Articles); and

WHEREAS, pursuant to Section 14.3 of the Bylaws, until the Turnover Date, the Bylaws may be amended by the "First Board" (as such term is defined in the Articles), without the consent, approval, or vote of the Members; and

WHEREAS, pursuant to Section 4.15 of the Bylaws, prior to the Turnover Date and except as to assessments, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, is signed by all of the members of the Board entitled to vote with respect to the subject matter thereof, and such consent has the same force and effect as a unanimous vote of the Board; and

WHEREAS, the First Conveyance has occurred as of the date of this Certificate; the Turnover Date has not occurred as of the date of this Certificate; and the First Board remains as of the date of this Certificate; and

WHEREAS, on October 14, 2021, the Board approved amendments to the Bylaws, as further set forth herein, by unanimous written consent of the Board made in accordance with Section 4.15 of the Bylaws.

NOW, THEREFORE, the Association, by and through the Board, hereby amends the Bylaws as follows:

1. Preface. The foregoing recitals are true and correct and are hereby incorporated as if fully set forth herein. All initially capitalized terms shall have such meaning as set forth in the Articles unless an alternative meaning is set forth herein.

*(new language shown by underline;
deleted language shown by ~~strikeout~~;
" * * " shows unaffected language)*

2. Section 3 of the Bylaws is hereby amended to add the following:

Section 3. Membership; Members' Meetings; Voting and Proxies

* * *

3.7. Not less than sixty (60) days before any Annual Members' Meeting or special meeting at which elections of Directors are to occur (an "Election Meeting"), the Association shall mail, deliver or electronically transmit, whether by separate Association mailing or included in another Association mailing, delivery or transmission, including regularly published newsletters, to each Member entitled to a vote, a first notice of the date of the Election Meeting. Any Member or other eligible person desiring to be a candidate for the Board must give written notice to the Association not less than forty (40) days before the Election Meeting. Together with an agenda, the Association shall mail, deliver or electronically transmit a second notice of the Election Meeting to all Members entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8 ½ by 11 inches, which must be furnished by the candidate not less than thirty-five (35) days before the Election Meeting, to be included with the mailing, delivery or electronic transmission of the ballot, with the costs of mailing, delivery or electronic transmission and copying to be borne by the Association. The Association shall not be liable for the contents of any information sheets prepared and supplied by the candidates. Elections shall be decided by a plurality of those ballots cast, regardless of whether a quorum is attained; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election of Members of the Board. Members

may not vote for Directors by Proxy. Voting by secret ballots by Members shall be conducted in accordance with Section 720.306(8)(b), Florida Statutes. In the event any Member returns their ballot in the outer envelope, and such outer envelope conforms to the requirements of Section 720.306(8)(b) of the HOA Act, however the Member fails to return the ballot in an inner envelope, then in such event, the ballot shall be counted as if the ballot was returned in an inner envelope so as to enfranchise each and every vote possible. Any Member who fails to return the inner ballot envelope voluntarily waives his/her right to anonymity. Furthermore, at any Election Meeting, the "Chairperson" (as hereinafter defined in Section 7.2) shall appoint an "Election Committee" consisting of three (3) Members to supervise the election, count and verify ballots, disqualify votes if such disqualification is justified under the circumstances and certify the results of the election to the Board. The Election Committee shall be able to determine questions within its jurisdiction by plurality vote of all three (3) members, but matters resulting in deadlocked votes of the Election Committee shall be referred to the entire Board for resolution. No candidate for election, or spouse or immediate family member thereof, shall be appointed to the Election Committee.

3.12. Notwithstanding any other requirement set forth herein, in accordance with Sections 617.0721 and 617.0820, Florida Statutes, as both are amended from time to time, any Meeting, including, but not limited to, Annual Members' Meetings and elections, may, at the discretion of the Board, be held in full or in part on an electronic platform, such as, by way of example only and not limitation, Zoom, so long as Members are provided an opportunity to observe and participate in such meeting as otherwise set forth herein and as required by the HOA Act. At any such meeting in which an election of one (1) or more Directors is to take place, the Board may require absentee ballots only, to be cast in accordance with Section 720.306, Florida Statutes.

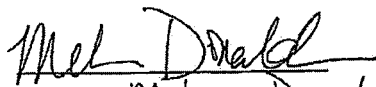
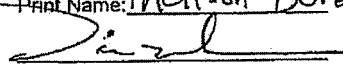
3. Section 4 of the Bylaws is hereby amended to add the following:

Section 4. Board; Directors' Meetings

4.5. Regular meetings of the Board may be held at such times and places in the County as shall be determined from time to time by a majority of the Directors. Special meetings of the Board may be called at the discretion of the President or the Vice President. Special meetings must be called by the Secretary at the written request of at least one-third (1/3) of the Directors. Any such special meeting may be held in the County at such date, time and place as determined by the Directors requesting such meeting or in such other place as all of the Directors shall agree upon. Notwithstanding any other requirement set forth in Section 4, in accordance with Sections 617.0721 and 617.0820, Florida Statutes, as both are amended from time to time, regular and special meetings of the Board may, at the discretion of the Board, be held in full or in part on an electronic platform, such as, by way of example only and not limitation, Zoom, so long as Members are provided an opportunity to observe and participate in such meeting.

IN WITNESS WHEREOF, the Association has executed this Certificate on the date set forth below

WITNESSES:


 Print Name: Melissa Donaldson

 Print Name: TIM NELSON

ASSOCIATION:

WINDING RIDGE PROPERTY
 OWNERS ASSOCIATION, INC., a
 Florida not for profit corporation

By: 
 Marisa Lufkin, its President

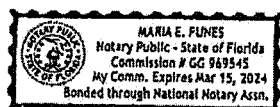
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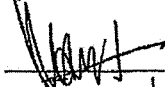
Attest: 
 N. Maria Menendez, its Secretary

STATE OF FLORIDA)
COUNTY OF PASCO) ss:

The foregoing instrument was acknowledged before me by means of ☒ physical appearance or ☐ online notarization, this 15 day of October, 2021, by Marisa Lufkin as President for WINDING RIDGE PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation, who is personally known to me and did not take an oath.

[NOTARIAL SEAL]




Print Name: MARIA FUNES
Notary Public, State of Florida