

Prepared By and Return To:  
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Osprey, FL 34229



**AMENDMENTS TO THE AMENDED AND RESTATED BYLAWS OF EAST VILLAGE  
MASTER ASSOCIATION, INC.,  
AND  
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF EAST  
VILLAGE MASTER ASSOCIATION, INC.**

THIS CERTIFICATE OF AMENDMENT is executed this 14 day of June, 2019, by East Village Master Association, Inc., a Florida not-for-profit corporation (hereinafter "Association").

**RECITALS**

WHEREAS, the Association has been established for the operation of East Village Master Association, in accordance with Amended and Restated Declaration of Covenants and Restrictions of East Village recorded at Instrument No. 2014054031, as amended, in the Public Records of Sarasota County, Florida, ("Declaration"). The Bylaws of East Village Master Association Association, Inc. ("Bylaws") was recorded as Exhibit "C" to the Declaration and the Articles of Incorporation of East Village Master Association, Inc. ("Articles") were recorded as Exhibit "B" to the Declaration; and, and,

WHEREAS, the amendments to the Bylaws, Article V, "Board of Directors" and the Articles, Article VIII, "Board of Directors" were submitted to the Members of the Association at the Membership Meeting held on May 14, 2019, which Meeting was duly noticed in accordance with the Florida Statutes; and,

WHEREAS, not less than two-thirds (2/3rds) voted to approve the proposed amendment to the Bylaws, Article V, "Board of Directors" and the Articles, Article VIII, "Board of Directors";

NOW THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. All present and future Members of the Association shall be bound by the amendments to the Bylaws, Article V, "Board of Directors" and the Articles, Article VIII, "Board of Directors."

New language is indicated by underlined type. Deleted language is indicated by ~~strikethrough~~ type.

**Section 5.1 of Article V of the Bylaws is amended in the following manner:**

Section 5.1 Number of Directors and Terms of Offices. The affairs of the Master Association shall be managed by a Board of Directors consisting of not less than three (3) and no more than seven (7)~~nine(9)~~ Directors and shall be fixed at seven (7)~~nine(9)~~ until changed by a

Membership resolution. There shall always be an odd number of Directors. Each Director shall serve for a term of two (2) years, provided however, that the Board shall have the authority to temporarily assign a one (1) year term to one or more director positions if necessary to re-implement a scheme of staggering the Board, to promote continuity of leadership, so that approximately one-half (1/2) of the Board members are elected each year. Directors must be Lot or Unit Owners of the Property, or a person exercising the rights of a Lot or Unit Owner who is not a natural person, provided however that a Lot or Unit may only be represented by one person on the Board at a time.

**Section 5.2 of Article V of the Bylaws is amended in the following manner:**

Section 5.2 Replacement of Directors. If the number of Board Directors drops below ~~seven (7)~~~~nine (9)~~, the Secretary may receive nominations for a new Director from the present Board Directors. The nominations shall be voted upon at the next Board meeting. The vacancy will be filled only to the end of the particular Board Director's term.

**Section 5.3 of Article V of the Bylaws is amended in the following manner:**

Section 5.3 Director Qualifications. The Qualifications of Directors shall be as follows:

- (a) Each of the six (6) Homeowner or Condominium Association Members shall be entitled to designate one (1) person to serve as a Director of the Master Association. The person shall be elected or appointed by each such Member in accordance with the procedures provided in its governing documents. Each such Member shall promptly inform the Master Association of its representative. In the event that such Member fails to inform the Master Association of its chosen Director, it shall be assumed that the Association's President is the Director for that Association Member until such time as the Master Association receives a proper written notice notifying the Association of a different Director with a certificate stating that the Director was properly elected or appointed under the Association Member's governing documents.
- (b) The remaining one (1) members ~~three (3)~~ of the Board shall be elected by the Membership as the sole At-Large Directors. ~~To the extent that the Members adopt a resolution to change the number of Directors, the number of At-Large Directors shall be adjusted accordingly.~~

**Section 5.4 of Article V of the Bylaws is amended in the following manner:**

Section 5.4 Election of At-Large Directors. The following procedures shall govern the election of an At-Large Directors:

- (a) The Board may appoint a nominating committee to nominate or recommend specific persons for election to the Board, and shall generally recruit and encourage eligible persons to run as candidates for election to the Board. Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than forty (40) days prior to the scheduled election and shall be automatically be entitled to be listed on the ballot.

- (b) The ballot prepared for the annual meeting shall list all Director candidates in alphabetical order. Ballots shall be mailed to Members with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting.
- (c) Additional nominations shall be permitted from the floor on the date of the election.
- (d) The election shall be by plurality of vote of the Members (the nominees receiving the highest number of votes ~~is~~are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.
- (e) No election shall be necessary if there ~~is only one (1) number of candidates is less than or equal to the number of vacancies.~~ is only one (1) number of candidates. In such case, the candidates shall automatically be elected and ~~his or her~~ their names announced at the annual meeting.

**Article VIII of the Articles is amended in the following manner:**

**Article VIII**  
**Board of Directors**

The affairs of the Master Association shall be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws, but not less than three (3) Directors nor more than ~~seven (7) nine (9)~~ seven (7) Directors, and which will always be an odd number. The number of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be ~~seven (7) nine (9)~~ seven (7) Directors.

Directors of the Master Association shall be elected at the annual meeting of the Members, in the manner determined by the Bylaws and by Florida Law. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Florida law.

All of the duties and powers of the Master Association existing under Florida law, the Declaration, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required.

**All other sections remain unchanged.**

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 14 day of June, 2019.

Warren Wood  
Witness Signature

EAST VILLAGE MASTER  
ASSOCIATION, INC

By: Doug Abde  
Doug Abde, President

Warren Wood  
Printed Name

[Signature]  
Witness Signature

Mark Reese  
Printed Name

Gary Beck  
Attest: Gary Beck, Secretary

Warren Wood  
Witness Signature

Warren Wood  
Printed Name

[Signature]  
Witness Signature

Mark Reese  
Printed Name

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14 day of June 2019, by Doug Abde, as President and Gary Beck as Secretary of East Village Master Association, Inc., a Florida corporation, on behalf of the corporation, who  is personally known to me or  has produced \_\_\_\_\_ as identification.

[Signature]  
Notary Public, State of Florida

NOTARY PUBLIC  
STATE OF FLORIDA  
JACALYN K WOOD  
MY COMMISSION # GG 091846  
EXPIRES: April 20, 2021  
Bonded Thru Budget Notary Services