

2/14/2024 3:39 PM

KAREN E. RUSHING

CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

SIMPLIFILE

Receipt # 3143321

Prepared by and returned to:

Becker & Poliakoff, P.A.
Kevin L. Edwards, Esquire
1819 Main Street, Suite 905
Sarasota, FL 34236

CERTIFICATE OF AMENDMENT

BYLAWS

HERON LANDING HOMEOWNERS ASSOCIATION, INC.

I HEREBY CERTIFY that the following amendment(s) to the Bylaws were duly adopted by the Board of Directors at the duly noticed Board Members' Meeting of the Association on the 17th day of April 2023. Said amendment(s) were approved by a proper percentage of voting interests of the Board of Directors. The Declaration of Covenants, Conditions and Restrictions is recorded at Instrument #2017146908, *et seq.*, of the Public Records of Sarasota County, Florida. The property encompassed by the Declaration of Covenants, Conditions and Restrictions is further described at Plat Book 51, Page 81 through 98 of the Public Records of Sarasota County, Florida.

Additions indicated by underlining.

Deletions indicated by ~~striking through~~.

Amendment No. 1: Article IV of the Bylaws entitled "Board of Directors: Selection: Term of Office" is amended to read as follows:

Section 1. **Number; Composition.** ~~Until Turnover of control by the Class B Members, such Turnover being pursuant to the requirements of Section 720.307, Florida Statutes, and Article III, Section 3.11 of the Declaration, the affairs of The Association shall be managed by a Board of five (5) three (3) directors appointed by the Declarant. Following Turnover, the Board shall be elected in accordance with the provisions set forth in Article V below, except that, for so long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots; the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots, the number of directors may be increased or decreased by amendment to these Bylaws provided there shall never be less than three (3) Directors. Directors elected after~~

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LAW OFFICES
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~~Turnover must be Members of the Association or authorized representatives, officers or employees of Members that are entities, except in the case of directors appointed by the Class B Member, pursuant to the discretion afforded herein for such appointments.~~

Section 2. ~~Term of Office. Prior to Turnover, but subject to Subsection 720.307(2), Florida Statutes, the Declarant shall have complete discretion in appointing, removing, and replacing directors, whose term shall be determined by the Declarant in its discretion. Following Turnover, the term of each director's service shall be for one (1) year and thereafter until his successor is duly appointed and qualified at the next annual meeting, or until he is removed in the manner elsewhere provided. Following Turnover, pursuant to Article XII, Section 1 herein below, the Board of Directors may amend these Bylaws to permit staggered terms for directors; provided, however, that no such amendment shall serve to extend the then term of office of any existing director, but instead shall be effective as of and upon the election of the next Board of Directors. Beginning in 2025, all Directors will be elected for a two (2) year term. The intent of this section is to create staggered terms for the Directors. Therefore, to implement and maintain a staggered Directorate, during the 2024 Annual Meeting, the three (3) candidates receiving the highest number of votes will be elected to a two (2) year term and the two (2) candidates receiving the next highest number of votes will be elected to a one (1) year term. Then, during the 2025 Annual Meeting, the two (2) candidates receiving the highest number of votes will be elected to serve a two (2) year term. If there is no election in 2024 due to lack of a quorum, or where there are less candidates than open Board positions, the Board may appoint the appropriate number of directors so that there are five (5) directors and determine those directors who will initially serve for one (1) or two (2) years. The term of each Director's service shall extend until their elected term is completed and thereafter until their successor is duly elected and qualified or until the Director is recalled in the manner provided by law.~~

(The remainder of Article IV remains unchanged.)

Amendment No. 2: Article IX, Section 2 of the Bylaws entitled "Committees" is amended to read as follows:

Section 2. ~~Architectural Committee. The Architectural Committee ("AC") shall report to the Board of Directors on all matters that come before it for consideration or review. The AC shall function in an advisory capacity to the Board. The Board shall have authority, by majority vote at a duly called Board Meeting, to reject, in whole or in part, the recommendations of the AC. Until Turnover of control by the Class B Members, Declarant shall have the right to appoint and remove all members of the Architectural Committee. Thereafter, the Board shall have the right to appoint and remove members of the Architectural Committee.~~

(The remainder of Article IX remains unchanged.)

HERON LANDING HOMEOWNERS
ASSOCIATION, INC.

By: [Signature]
Adam Rouse, President

[Signature]

Witness Signature

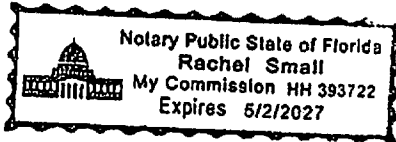
Brian Humlicek
Printed Name

[Signature]
Witness Signature

Shannon Ferraro
Printed Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 2nd day of Feb 2024 by Adam Rouse, as President of Heron Landing Homeowners Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FL DL as identification.



Rachel Small
Notary Public

Rachel Small
Printed Name

My commission expires: 5/2/2027