

Prepared by and Return to:
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Recording: Orange Co.
Cross References to:
Book 6094 Page 2377 [CCRs]
Book 6094 Page 2454 [Bylaw Exhibit C]
Instr. #20150308174 [1st Amendment]
Instr. #20190360722 [2nd Amendment]
Instr. #20200421302 [3rd Amendment]
Instr. #20200666563 [4th Amendment]

**5th AMENDMENT TO BYLAWS FOR
VIZCAYA MASTER HOMEOWNERS ASSOCIATION, INC.**

THIS 5th AMENDMENT TO BYLAWS FOR Vizcaya Master Homeowners Association, Inc., [hereinafter "Association"] is made on this 25 day of August 2021, by Board of Directors at a duly noticed meeting as authorized pursuant to the Association's Bylaws Article X.

RECITALS:

WHEREAS, the Bylaws for Vizcaya Master Homeowners Association, Inc., are recorded in **Book 6094 Page 2454**, as originally recorded as Exhibit "C" to the Vizcaya Master Declaration of Covenants Conditions and Restrictions which are recorded at **Book 6094 Page 2377** and as amended thereafter as cross-referenced above, all of which are recorded in the Public Records of Orange County, Florida.

WHEREAS, the Community Declaration including the Bylaws set forth governing procedures to the property described therein and provides for certain membership property rights, obligations, and other matters; and,

WHEREAS, Article X of the Bylaws reserves to the Association's Board of Directors the right to alter, modify, change, revoke, rescind, or cancel any portion of the Bylaws as it deems appropriate and to execute and record this amendatory instrument after taking the affirmative vote of the Board.

NOW THEREFORE, in consideration of the premises herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Bylaws are hereby amended, modified and supplemented as follows:

Vizcaya Master Homeowners Association, Inc.

WHEREAS, the Board of Directors ["Board"] for the **Vizcaya Master Homeowners Association, Inc.**, a mandatory homeowner's Association, ["Association"] is empowered to govern the affairs of the Association pursuant to its governing documents and in conformity with Florida law, including action by written consent pursuant to Section 617.0821, Florida Statutes.

The Board Vote on this Motion to Amend the Bylaws as set forth in Exhibit A, attached and incorporated herein, was as follows held at a duly noticed and posted meeting on 25th day of August, 2021, and the results were as follow:

3 Board Members were *in favor* of adopting the Bylaw Amendment and to execute the Certificate of Amendment.

&

0 Board Members were *opposed* to adopting the Bylaw Amendment.

Accordingly, this Motion carries, will be ratified at a board meeting, and the amendment shall be effective upon recordation of a certificate of amendment in the County's Official Record Books.

Approved & acknowledged by:

Michael Ay
President: Michael Ay & Dated: 9 September 2021

Gregory M Free
Secretary/Treasurer: Gregory M Free & Dated: 7 Sept. 2021

Richard Amst
Member at Large: Richard Amst & Dated: September 9, 2021

John Monder
Member at Large: JOHN MONDER & Dated: 9-9-21

1. Recitals. The recitals stated above are hereby incorporated herein in full by reference. Capitalized terms used in this Amendment shall have the same meaning as set forth in the Declaration and Bylaws for **Vizcaya Master Homeowners Association, Inc.** or as set forth herein.

2. Amended Provisions: The Bylaws shall be amended as set forth in the attached and incorporated **EXHIBIT A**. Note that Underscore indicates NEW language and ~~Strikethrough~~ indicates DELETED language.

3. Reaffirmation. Except as expressly modified hereby, all terms and provisions of the Bylaws including its amendments as listed in the above ORB Cross References are hereby ratified, confirmed and shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Board of Directors has caused this Amendment to the Bylaws for **Vizcaya Master Homeowners Association, Inc.**, to be executed as of the day and year first above written.

WITNESSES:

"Association"

**Vizcaya Master Homeowners Association, Inc., a
Florida Not for Profit Corporation.**



Print Name: Alexis Kepley



Print Name: Zheng Liang

By: Michael J. [Signature] [Seal]

Print Name: Michael J. AGO.

Title: President

[Notary Provision to Follow]

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me by means of physical presence or online notarization, Michael Agor, as the authorized agent and PRESIDENT of Vizcaya Master Homeowners Association, Inc.,

a Florida Not for Profit Corporation, to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same on behalf of the corporation.

WITNESS my hand and the official seal this 9 day of September, 2021.

Kathryn Hinton

Notary Public, State of Florida

My commission expires July 27, 2024

(NOTARY SEAL)



Exhibit A to Certificate of Amendment

Amendment to the Bylaws for Vizcaya Master Homeowners Association, Inc.

Note that Underscore indicates NEW language and ~~Strikethrough~~ indicates DELETED language.

Article IV Section 1, as amended by the 1st Amendment to the Bylaws as recorded on June 17, 2015, in the Official Records Book 10936 and Page 4925 of Orange County, Florida, is hereby DELETED IN ITS ENTIRETY and replaced with the following:

Article IV Section 1. Board of Directors; Term of Office. The affairs of the Association shall be managed by a Board of Directors consisting of either 3, 5, 7 or 9 members, as determined by vote of the Board from time to time; however, any increase or decrease in the number of Board members shall not take effect until the Annual Membership Meeting follow the Board's vote to change the size of the Board. The term of office for all Board members shall be three (3) year terms, until a successor is elected, absent death, recall or resignation.

Directors shall be elected in accordance with these Bylaws. Notice of the Annual Membership Meeting shall be by not less than an initial 60 day Notice sent by U.S. Mail or electronically to those Owners who opted to receive electronic notification. Any eligible person who wishes to stand as a candidate for the board may self-nominate by filing in writing with the Secretary or with Management an intent to be a candidate form at least forty (40) days prior to the scheduled Annual Membership Meeting as set forth in the initial notice. The candidate may also submit a resume or intent for candidacy form which will be provided to the Membership with the second notice of Meeting if such form is received timely and does not exceed one side of an 8.5 inch by 11-inch sheet of paper. Floor nominations and write in candidates are not permitted, and only those candidates who submit in writing written intent to stand as a candidate shall appear on the official ballot. The official ballot shall also be mailed or electronically delivered with the second notice of Meeting.

Secret ballots are not required, nor is the dual envelope method. Instead, Owners shall list their name and address on the ballot in order for the ballot to be counted and in order to ensure not more than one vote per Lot is cast. If a second ballot is received related to the same Lot, it will be discarded and the first received ballot shall be counted.

Article IV Section 4 is hereby created by this Amendment as follows:

Article IV Section 4. No Quorum Requirement for an Election with Minimal Ballots Cast of Not Less than 20%; No Election Required if Number of Candidates equals or is less than Open Seats; Quorum of the Membership for all other Membership Meetings; Proxy Restriction related to Election of the Board.

Elections shall be decided by a plurality of ballots cast. There is no quorum requirement to hold an election; however, at least 20 percent of the eligible voters must cast a ballot in order to have a valid election. Candidates are elected by plurality vote. An Owner may not authorize any other person to vote his or her ballot absent some need for reasonable medical accommodation, and any ballots improperly cast are invalid. An Owner who violates this provision may be subject to fine or suspension by the Association as permitted by Chapter 720, Florida Statutes [2021], as amended and renumbered from time to time.

The regular election must occur on the date of and as part of the Annual Membership Meeting; however, an election is not required if fewer or equal number of candidates file notices of intent to run than Board vacancies exist. For example, if there are 3 seats open and only 1, 2 or 3 candidates, then no election is required; if however, there are 4 or more candidates seeking to fill those 3 seats, then an election is required.

Notwithstanding any provision to the contrary, a proxy, limited or general, may not be used in the election of Board members other than as to the establishment of quorum in case matters other than the election of board members will be taken up at the Annual Membership Meeting. Quorum for Membership Meetings shall be 30% but is not required in order to hold the election for so long as not less than 20% of the total voting interest has cast election ballots. The purpose for the limitation on the use of proxies regarding the Membership's election of candidates to the Board of Directors is based upon that fact that Members may vote by electronic or absentee ballot, if timely mailed, emailed, or faxed and received by the Association prior to the Membership Meeting or the Member may cast a written ballot at the Membership Meeting noticed for the purpose of electing candidates to the Board of Directors.

Written ballots need not be originals [i.e. a scanned and emailed or faxed ballot] in order to be accepted and counted; however, in case a duplicate version of an Owner's ballot is received, the first version received shall be deemed the valid ballot and all subsequently received duplicate ballots shall be discarded. The Board of Directors shall have the right to promulgate rules, policies or procedures regarding the casting of, receipt of or verification of and acceptance of written ballots.

If a ballot cannot be identified as belonging to an Owner of Record, the ballot shall be disqualified and but would be counted towards the establishment of the 20% minimal threshold of votes cast required to conduct the election. Cumulative voting is not permitted.

Article IV Section 5. Agenda for Annual Membership Meeting.

The agenda for the Annual Membership Meeting & Election should be substantially similar to the following order and format:

AGENDA

1. Call to Order by the current Board member, Association Manager or Association Attorney.
2. Confirmation of Notice of Meeting.
3. Determination and Establishment of a Quorum, if necessary.
4. Reading of the prior year's Annual meeting minutes and of any other Membership Meeting with draft meeting minutes and call for approval of all outstanding Membership Meeting minutes if quorum is achieved.
5. Call for final casting of all written ballots for determination of whether 20% or more of the total voting interest has cast ballots, including electronic ballots.
6. Introduction of the Advance Candidates. If the number of candidates is equal to or does not exceed the number of open seats, then no counting of ballots is required as those candidates will be deemed elected irrespective of the number of ballots cast.

7. If necessary, Appointment of Volunteers who are not candidates nor related to candidates to serve as Election Inspectors.
8. If necessary, Counting of Ballots by Election Inspectors and announcement of Election Results.
9. Presentation of the Newly Elected Board members.
10. New business, if any, to be put to the Membership, but only if quorum is achieved.
11. Adjournment.

Article VI Section 3. Special Meeting. Special meeting of the Board of Directors shall be held when called by the Board president any officer of the Association or by two (2) Directors after not less than three (3) notice to each Director. Notice of any Board of Director's meeting shall comply with statutory minimal notice requirements regarding Board meetings.