

Prepared by and Return to:
Nicolette A. Kramer, Esq.
Post Office Box 533704
Orlando, Florida 32853
(407) 401-9319



Cross: Reference to:
Book 6094, Page: 2377 (Declaration)
Book 6094, Page: 2454 (Bylaws – Exhibit C to Declaration)
Instrument # 20150308174 (First Amendment)
Instrument #20190360722 (Second Amendment)
Instrument #20200421302 (Third Amendment)
Instrument #20200666563 (Fourth Amendment)
Instrument #20210644127 (Fifth Amendment)

CERTIFICATE OF AMENDMENT
SIXTH AMENDMENT OF THE BY-LAWS OF
VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC.

This Certificate of Sixth Amendment to the Bylaws ("Amendment") of VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC. a Florida corporation not for profit (the "Association") is made by the Board of Directors of the Association ("Board").

RECITALS

WHEREAS, the Association is a homeowners association as set forth in the Master Declaration of Covenants, Conditions and Restrictions for Vizcaya as recorded on September 25, 2000, in Book 6094, Page 2377 et seq., in the Public Records of Orange County, Florida; as amended from time to time ("Declaration");

WHEREAS, the original Bylaws of the Association are recorded as Exhibit "C" to the Declaration, and amended as referenced in the cross-reference above, all of which are recorded in the Public Records of Orange County, Florida;

WHEREAS, Article X, Section 1 states the Bylaws may be amended by the Board, and the Board desires to amend the Bylaws pursuant to the terms and conditions of this Amendment; and

WHEREAS, this Sixth Amendment to the Bylaws was approved by a majority of Board present at a duly noticed meeting held by the Board on 9/7/22.

NOW THEREFORE, in consideration of the foregoing and the agreements, covenants and representations set forth in this Amendment, and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Board hereby amends the Bylaws as follows:

1. Recitals. The foregoing recitals are true and correct and incorporated into and form a part of this Amendment. All initially capitalized terms not defined herein shall have the meanings set forth as in the governing documents.

2. Amended Text. The Bylaws shall be amended as set forth in the attached and incorporated Exhibit "A." Underline text signifies new and additional text. ~~Strikethrough~~ text signifies deleted text.

3. Board Decision. The Board voted to amend the Bylaws as set forth in Exhibit A, attached and incorporated herein, at a duly noticed and posted meeting on 9/2/22, and the results were as follows:

5 /5 Board Members in favor of adopting the Bylaw Amendment and to execute the Certificate of Amendment.

0 /5 Board Members were opposed to adopting the Bylaw Amendment.


4. Conflicts and Definitions. If there is a conflict between this Amendment and the Bylaws, this Amendment shall control. Whenever possible, this Amendment and the Bylaws shall be construed as a single document. Except as modified herein, the Bylaws shall remain in full force and effect. This Amendment shall be a covenant running with the land.

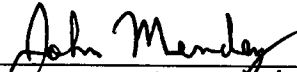
5. Effective Date. This Amendment shall be effective as of the date and time of recordation in the Public Records of Orange County.

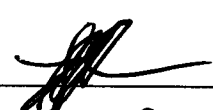
IN WITNESS WHEREOF, the Association by its respective duly authorized agents noted below have executed this First Amendment to the Bylaws as of the date hereof.

WITNESSES:

VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation


Print Name: Richard Demois


Print Name: JOHN MENDEZ

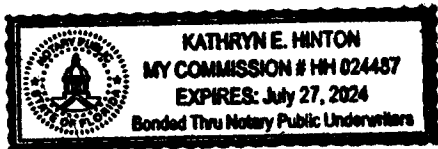
By: 
its President,

Printed Name: Benjamin Kaplan

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 7 day of September, 2022 by Benjamin Kaplan (name, title) of Vizcaya Master Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ (type of identification) as identification, who did take an oath under the laws of the State of Florida, who executed the foregoing Notice, and severally acknowledge the execution thereof to be their free act and deed as such officers, for the

uses and purposes therein mentioned, and that they have affixed thereto the seal of said corporation, and the said instrument is the act and deed of said corporation.



[NOTARY SEAL]

Kathryn E. Hinton
 NOTARY PUBLIC
 Print Name: Kathryn E. Hinton
 My Commission Expires: 7/27/24

WITNESSES:

John Mendez
 Print Name: JOHN MENDEZ VP

Richard Duroi
 Print Name: Richard Duroi

VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation

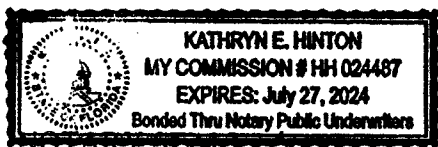
TREASURER

By: [Signature]
 its

Printed Name: FERNANDO MENENDEZ

STATE OF FLORIDA
 COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 7 day of September, 2022 by Fernando Menendez (name, title) of Vizcaya Master Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ (type of identification) as identification, who did take an oath under the laws of the State of Florida, who executed the foregoing Notice, and severally acknowledge the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they have affixed thereto the seal of said corporation, and the said instrument is the act and deed of said corporation.



[NOTARY SEAL]

Kathryn E. Hinton
 NOTARY PUBLIC
 Print Name: Kathryn E. Hinton
 My Commission Expires: 7/27/24

Exhibit A to the Certificate of Amendment (Sixth Amendment) to the Bylaws

[Note: Proposed NEW language is underlined; language to be REMOVED is ~~stricken~~.]

1. Article IV Section 1 of the amended Bylaws (Fifth Amendment) is amended as follows:

Original Text

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.

Proposed Amended Text

Article IV Section 1. Board of Directors; Term of Office, and Elections. The affairs of the Association shall be managed by a Board of Directors (sometimes referred to as "Board" or "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 immediate effect until the if the period between the vote and the Annual Membership Meeting is less than three (3) months. If the period between the vote and the Annual Membership Meeting is less than three (3) months, then the vote will become effective for the following 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.~~

The Association may conduct elections and other membership votes through an Internet-based online voting system if a member consents, in writing, to online voting and if the statutory requirements in Section 720.317, Florida Statutes, as amended, and supplemented from time to time, are met.

At least sixty (60) days in advance of the annual meeting, members shall receive a Notice of the Annual Meeting and invitation to submit a written intent to run for the board. Members who timely opt-in to electronic notice may receive such notice electronically. Members who do not opt-in to electronic notice shall receive such notice by U.S. Mail.

Members shall vote for the election of Directors by paper or electronic ballot. Voting for Directors by proxy is not permitted.

Anyone interested in running for the board must provide (i) their written intention to be a candidate, (ii) their name, and (iii) property address, no less than forty (40) days prior to the date of the Annual Meeting. The candidate may also submit their resume or information sheet (optional – cannot exceed 1 page). Candidates are responsible to make sure their written intention to run, resume or information sheets are timely received by the Association.

At least fourteen (14) days prior to the date of the Annual Meeting, the Association shall publish the names of all eligible candidates, along with their resume or information sheets, on the Association's official website. No other notice shall be provided.

Members who timely opt-in to electronic voting will receive an electronic ballot in accordance with §720.317, Fla. Stat. Members who do not opt-in to electronic voting will receive a paper ballot by U.S. Mail.

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. Secret voting may be accomplished by the dual envelope method, ballot marking or coding device, or other method that the board of directors deems is in the best interest of the Association.

Members who consent to vote by electronic means may still vote by other means (in person or ballot).

2. Article IV Section 4 (Fifth Amendment) is hereby created by this Amendment as follows:

Current Text

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 [ie. 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 N 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.

Proposed Amended Text

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, electronic voting may conclude prior to the actual meeting date. ~~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~~ shall 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 [ie. 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. It is the responsibility of the Member submitting their paper ballot through electronic means to ensure the Association receives such ballot. In the event more than one election ballot is received in connection to any lot or unit, none of said votes shall be counted and all votes shall be deemed void.~~

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 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 N 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 paper~~ paper 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.