

This instrument prepared by:  
Di Masi Burton, P.A.  
801 N. Orange Avenue, Ste. 500  
Orlando, Florida 32801

**CERTIFICATE OF APPROVAL OF THE NINTH AMENDMENT  
TO THE BYLAWS FOR VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC.**


The undersigned authority hereby certifies that the Board of Directors of Vizcaya Master Homeowners' Association, Inc. have duly adopted the attached Ninth Amendment to the Bylaws for Vizcaya Master Homeowners Association, Inc., as originally recorded in Official Records Book 6094 Page 2454, et seq. of the Public Records of Orange County, Florida.

The attached amendment to the Bylaws was approved by the Board of Directors at the duly noticed and posted Board Meeting held on December 5, 2025 by at least a majority of the members of the Board of Directors in accordance with the provisions of Article X of the Bylaws.


Witness our hands and seals this 6<sup>th</sup> day of December, 2025.


ATTEST:

VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC.

  
Witness Signature  
Mira Kafaderov  
Witness Name


By:   
BEN KAPLAN, as President

  
Witness Signature  
J. Esch Burge  
Witness Name

By:   
SERGIO DIVINE, As Secretary

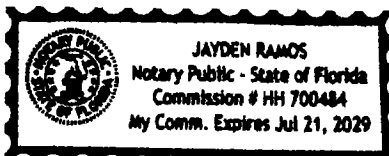
STATE OF FLORIDA :  
COUNTY OF ORANGE :

The foregoing instrument was acknowledged before me by means of X physical presence or        online notarization, this 6<sup>th</sup> day of December, 2025, by Ben Kaplan as President and Sergio Divine as Secretary of Vizcaya Master Homeowners' Association, Inc, a Florida not for profit corporation, who is personally known to me or who has produced Florida driver license as identification.

  
(SIGN)

My Commission Expires:

Jayden Ramos, Notary Public  
(PRINT)



DOCH 20250700198  
12/08/2025 09:10:06 AM Page 1 of 3  
Rec Fee: \$27.00  
Phil Diamond, Comptroller  
Orange County, FL  
MB - Ret To: DI MASI BURTON P A



## **PROPOSED NINTH AMENDMENT TO THE BYLAWS OF VIZCAYA MASTER HOMEOWNERS' ASSOCIATION, INC.**

Proposed additions shown in **bold underlining**

Proposed deletions shown in ~~strikeouts~~

Omitted but unaffected provisions are represented by \* \* \*

\* \* \*

### **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 the "Board"), consisting of either 3, 5, 7 or 9 members, as determined by **majority** vote of the Board from time to time; however, any increase or decrease in the number of Board members (sometimes referred to as "Directors") shall ~~not take~~ **immediate effect and the Board shall fill any vacancies created by the change in the size of the Board. The Board member appointed to fill such vacancy shall serve for a three (3) year term** ~~until the next Annual Membership Meeting (hereinafter "Annual Meeting").~~ 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.

The Association may conduct elections and other membership votes through an Internet-based online (electronic) 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, a first notice of the Annual Meeting shall be sent to members along with an invitation to submit a written intent to run for the Board. Members who have timely opted-in to electronic notice may receive such notice electronically. Members who ~~do~~ have not timely opted-in to electronic notice shall receive such notice by U.S. Mail.

Members shall vote for the election of Directors by paper ballot cast in person or online with an 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 send in like fashion a second notice to members with a list of eligible candidates along with their resume

or information sheets, if provided. There shall be no candidate nominations from the floor at the Annual Meeting.

Members who have timely opted-in to electronic voting will receive an electronic ballot in accordance with Section 720.317, Fla. Stat. Members who have not timely opted-in to electronic voting may only receive a paper ballot in person at the Annual Meeting.

Voting by secret ballot by the members may be required at the discretion of the Board. If so required, Voting by secret ballot 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 or as may be permitted by law. Members who consent to electronic voting may still vote in person at the Annual Meeting if they timely opt-out of electronic voting pursuant to the Board's procedure for electronic voting.

\* \* \*

#### Section 4. Elections and Quorum.

Elections shall be decided by a plurality of ballots cast in person and by electronic voting. To conduct the Annual Meeting, there shall be a quorum of thirty (30) percent of all members present in person, by proxy and voting electronically. However, at least ~~thirty-five (35)~~ **sixty seven (67)** percent of the eligible voters must cast a ballot in person or by electronic voting in order to have a valid election.

The regular election must occur as part of the Annual 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, shall not be used in the election of Board members other than as to the establishment of quorum and in case matters other than the election of Board members will be taken up at the Annual Meeting.

Members electronically will receive an email from the electronic voting system confirming instructions and testing communication with the system. In the event more than one vote is received in connection to any lot or unit, in accordance with the Master Declaration, 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. Cumulative voting is not permitted.

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