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CLERK OF THE CIRCUIT COURT AND COMPTROLLER
COLLIER COUNTY FLORIDA
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**CERTIFICATE OF AMENDMENT
FOR
AMENDED AND RESTATED BYLAWS
OF
THE VINEYARDS COMMUNITY ASSOCIATION, INC.**

WE HEREBY CERTIFY that the following amendments to the Amended and Restated Bylaws for The Vineyards Community Association, Inc. were duly adopted at the duly noticed Special Membership Meeting of the Association on the 10th day of October 2018. Said amendments were approved by a proper percentage of voting interests of the Association. The Amended and Restated Bylaws are recorded at O.R. Book 5228, Page 3133 *et seq.* of the Public Records of Collier County, Florida.

Additions indicated by underlining.
Deletions indicated by ~~strike-through~~.

1. Amendment to Section 4.1 of the Amended and Restated Bylaws, to read as follows:

Section 4.1 Number and Terms of Office. The number of Governors which shall constitute the whole Board of Governors shall be five (5). In order to provide for continuity of experience by establishing a system of staggered terms, in the 2016 annual election, the number of Governors to be elected shall be five (5). The three (3) candidates receiving the highest number of votes shall be elected for three (3) year terms. The two (2) candidates receiving the next highest number of votes shall be elected for two (2) year terms. If there are only five (5) candidates, the determination of who will serve the longer terms shall be made among them by agreement or by lot. Thereafter, all Governors shall be elected for three (3) year terms ~~with three (3) Governors being elected in odd-numbered years and two (2) Governors being elected in even-numbered years.~~ A Governor's term ends at the annual election at which his successor is to be duly elected. Governors shall be elected ~~by the Voting Groups~~ as described in Section 4.3 below, or in the case of a vacancy between annual elections, as provided in Section 4.4 below.

2. Amendment to Section 4.3 of the Amended and Restated Bylaws, to read as follows:

Section 4.3 Elections. In each annual election the members shall elect by written, secret ballot as many Governors as there are regular terms of Governors expiring, unless the balloting is dispensed with as provided for by law.

- (A) **First Notice; Candidates.** Not less than sixty (60) days before the election, the Association shall mail or deliver, or electronically transmit to each Neighborhood Representative (NR), a first notice of the date of the election to distribute to the Neighborhood Representative's (NR) members. Any Owner or other eligible person desiring to be a candidate may qualify as such by giving written notice to the Association, in care of its management company, not less than forty (40) days before the annual election.
- (B) **Second Notice; Candidate Information Sheets.** If there are more candidates than there are Governors to be elected, balloting is required, and at least fourteen (14) days before the election, the Association shall mail or deliver a second notice of election to all Neighborhood Representatives to distribute to their Owners entitled to vote in the contested election, together with a ballot which shall list all qualified candidates in alphabetical order, by surname. This notice may also include the notice of the annual meeting required by Section 3.3 above. Upon timely request of a candidate, and if supplied to the Association at least thirty-five (35) days before the election, the Association shall include a "candidate information sheet" (no larger than 8½ inches by 11 inches, furnished by the candidate) with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.
- (C) **Balloting.** Where balloting is required, Governors shall be elected by a plurality of the votes cast, provided that at least twenty percent (20%) of the eligible voters cast ballots. Proxies may not be used in the election. In the election of Governors, there shall be appurtenant to each Unit as many votes for Governors as there are Governors to be elected, but no Unit may cast more than one (1) vote for any candidate, it being intended that voting for Governors shall be non-cumulative. Tie votes may be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, by flipping a coin, or by any other method required or permitted by law. The Neighborhood Representative (NR) shall cast the ballot for its respective that Neighborhood Association Representative's voting group. The determination as to how that vote shall be cast will be determined by the requirements of those Neighborhood Associations, ~~in that Neighborhood Representative's Voting Group~~. Since the vote is non-cumulative, Neighborhood Representatives may not vote for any one candidate more than one times the number of Units within that Neighborhood.
- ~~(D) **Election of Governor.** Each Voting Group will be entitled to elect at least one (1) Governor to the Board of Governors. However, that Governor need not be a member of that Voting Group. Therefore, the four candidates from each Voting~~

~~Group with the highest totals shall be elected as the Governors. Should the same candidate be elected by more than one Voting Group, that candidate shall be elected by the lowest number Voting Group (1-4) and will be that Voting Group's Governor. The candidate that receives the next highest number of votes from all Voting Groups, but who was not a top vote getter from any Voting Group and therefore was not elected as a Governor, shall be elected as the Governor from the higher number Voting Group that had elected the same Governor as the lowest number Voting Group. The fifth candidate elected to the Board shall be that candidate, who has not been elected as a Governor by any Voting Group, that has received the next highest number of votes from all Voting Groups.~~

3. Amendment to Section 4.4 of the Amended and Restated Bylaws, to read as follows:

4.4 Resignation; Vacancies on the Board. Any Governor may resign at any time by giving written notice to the Association, and unless otherwise specified therein, the resignation shall become effective upon receipt. If the office of any Governor becomes vacant for any reason, a successor to fill the remaining unexpired term shall be appointed or elected as follows:

- (A) Any vacancy occurring on the Board of Governors may be filled by the affirmative vote of the majority of the remaining Governors, even though the remaining Governors constitute less than a quorum, or by the sole remaining Governor. In the alternative, the Board of Governors may (but is not required to) hold an election to fill the vacancy, in which case the election procedures must conform to Section 4.3 above. A Governor elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. If a vacancy is not so filled or if no Governor remains, the replacement may be elected ~~by the Voting Groups, as described above, or,~~ on the petition of any member, or by appointment of the Circuit Court of Collier County.
- (B) If a vacancy occurs on the Board as a result of an increase in the number of Governors or a recall in which less than a majority of the Board members are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Governors, though less than a quorum, but only for a term of office continuing until the next annual election of Governors by the members, at which time the members shall elect a successor to fill the remaining unexpired term, if any.
- (C) If vacancies occur on the Board as a result of a recall, and a majority or more of the Governors are removed, the vacancies shall be filled in accordance with procedural rules to be adopted by the Division of Florida Condominiums, Time Shares and Mobile Homes, which provide procedures governing the conduct of the recall election as well as the operation of the Association during the period after a recall, but prior to the recall election.

- (D) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under §617.0807 or otherwise, may be filled before the vacancy occurs. However the new Governor may not take office until the vacancy occurs.

THE VINEYARDS COMMUNITY
ASSOCIATION, INC.

By: Tom Ruane
Tom Ruane, President

Stephen Cusson
Witness Signature

STEPHEN CUSSON
Printed Name

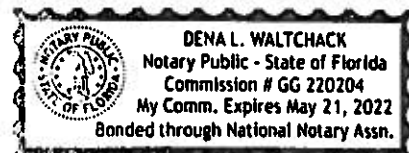
Sarah Mosley
Witness Signature

SARAH MOSLEY
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21 day of October 2018 by Tom Ruane, as President of The Vineyards Community Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Notary Public Dena L. Waltchack
Printed Name Dena L. Waltchack
My Commission Expires May 21, 2022



Attest: John Bauman
John Bauman, Secretary

Sarah Mosley
Witness Signature
SARAH MOSLEY
Printed Name

Thomas T. Large, CM
Witness Signature
THOMAS T. LARGE, CM
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2 day of November 2018 by John Bauman as Secretary of The Vineyards Community Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

Notary Public Dena L. Waltchack
Printed Name Dena L. Waltchack
State of Florida
My Commission Expires May 21, 2022

ACTIVE: 11576676_1

