

This instrument prepared by and return to:  
Chad M. McClenathen, Esq.  
1820 Ringling Boulevard  
Sarasota, FL 34236



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KAREN E. RUSHING  
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SARASOTA COUNTY, FLORIDA  
CFOLKINS Receipt#312506

✓ Hankin, Persson

**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION AND BYLAWS  
OF THE LAKES OF JACARANDA HOMEOWNERS ASSOCIATION, INC.**

The Lakes of Jacaranda Homeowners Association, Inc. (Association) is the not-for-profit corporation in charge of the operation and control of a residential community known as The Lakes of Jacaranda according to the Declaration of Covenants and Restrictions for The Lakes of Jacaranda as recorded at Official Records Book 2555, Page 1764 et seq., of the Public Records of Sarasota County, Florida, as amended.

The following amendments to the Articles of Incorporation and Bylaws of the Association, which Articles of Incorporation and Bylaws were originally recorded at Official Records Book 2555, Page 1814 et seq., and Official Records Book 2555, Page 1827 et seq., respectively, both of the Public Records of Sarasota County, Florida, were approved by not less than two-thirds (2/3rds) of the voting interests of the membership of the Association at a membership held on March 14, 2003, as adjourned and reconvened on April 15, 2003, which approval also constituted approval by not less than a majority of all voting interests of the total membership of the Association.

The Association certifies that the amendments were properly proposed and adopted as required by the subdivision documents and applicable law.

(Additions indicated by underlining, deletions by ---, omitted, unaffected language by...)

**ARTICLES OF INCORPORATION**

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Article VII is deleted in its entirety and replaced with the following provision.

**ARTICLE VII  
DIRECTORS**

A Board of Directors shall manage the affairs of the Association. The number of directors, terms, qualifications, method of election, and powers shall be as set forth in the Bylaws.

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**BYLAWS**

.....

**II. MEMBERSHIP, VOTING, QUORUM, PROXIES.**

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C. A quorum at meetings of Members ~~and of classes thereof~~ shall consist of those voting interests represented at the meeting, ~~persons present in person or by proxy entitled to cast a majority of the votes of the entire Members or of such classes. The joinder of a Member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.~~

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Articles IV(I) and (N), which addressed the first Board of Directors and Declarant-controlled boards are obsolete, and shall be deleted. Articles IV(A), (J), and (M) are deleted and replaced with the following provisions. All subsections of Article IV shall be relettered to be in sequential order.

**IV. BOARD OF DIRECTORS**

A. The affairs of the Association shall be governed by a Board of Directors having not less than three nor more than seven directors, and shall be fixed at five until changed by adoption of a resolution by the membership. Every director must be a member or the spouse of a member, a trustee owner, a life tenant under a reserved life estate, an officer of a corporate owner, an authorized agent for a limited liability company owner, or a general partner of a partnership owner. All directors shall serve two year terms, provided however, that either the Board of Directors or the membership shall have the authority to temporarily assign a one-year term to one or more director positions if necessary to implement or re-establish a scheme of staggering the Board, to promote continuity of leadership, so that approximately one-half of the Board members are elected each year (either two or three directors for so long as the Board consists of 5 persons). The implementation of staggered terms shall commence at the membership meeting in 2003 at which Directors are elected. The two Directors receiving the highest number of votes shall be elected to two-year terms and the other three elected Directors shall serve one-year terms. If there is a tie vote, or no contested election, the Directors shall determine among themselves who shall serve the two-year terms, and failing agreement, the allocation of terms shall be decided by lot, such as the flipping of a coin.

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J. Directors shall be elected as follows:

(1) The Board of Directors may appoint a nominating committee to nominate or recommend specific persons for election to the Board, and shall generally recruit and encourage eligible persons to run as candidates for election to the Board.

(2) Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than forty (40) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot.

(3) The ballot prepared for the annual meeting shall list all Director candidates in alphabetical order. Ballots shall be mailed to all voting interests with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting. Given the use of absentee ballots for director elections, no proxy votes are permitted for director elections.

(4) Nominations shall also be accepted from the floor on the date of the election.

(5) The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

(6) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies: the candidates shall automatically be elected and their names announced at the annual meeting.

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M. If the office of any director becomes vacant for any reason, a successor or successors to fill the remaining unexpired term or terms shall be appointed or elected as follows:

(1) If a vacancy is caused by the death, disqualification or resignation of a director, a majority of the remaining directors, even though less than a quorum, may appoint a successor, who shall hold office for the remaining unexpired term.

(2) Any vacancy which occurs as a result of a recall shall be filled by the members in the agreements used to recall the Board members, or by vote at the recall meeting, as applicable. If the members fail to fill the vacancy, the remaining directors may appoint a successor who shall hold office for the remaining unexpired term.

For purposes of the foregoing provisions, in order to establish a quorum at the Board of Director's meeting held to elect a replacement member to the Board, it shall be necessary only for a majority of the remaining directors to attend the meeting, either in person or by telephone conference participation. No other business may be transacted at the meeting until a quorum of the entire Board of Directors is present.

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In witness whereof, **The Lakes of Jacaranda Homeowners Association, Inc.** has caused these Articles of Amendment to be executed in its name this 22 day of April, 2003.

[Signature]  
Witness Signature  
JOHN RIEGELAND JR  
Printed Name  
Grace Josue  
Witness Signature  
GRACE JOSUE  
Printed Name

**THE LAKES OF JACARANDA  
HOMEOWNERS ASSOCIATION, INC.**

[Signature]  
By: Larry Basta  
Larry Basta, President

ATTEST: [Signature]  
Dennis D'Alessio, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 22 day of April, 2003, by Larry Basta, as President, and by Dennis D'Alessio, as Secretary, of The Lakes of Jacaranda Homeowners Association Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced the following identification: \_\_\_\_\_ . If no type of identification is indicated, the above-named persons are personally known to me.

[Signature]  
Notary Public - State of FLORIDA  
NADA A. UTTERMOHLEN  
Notary Print Name  
My Commission Expires:

