

This instrument was prepared by:
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401 SE Osceola Street, First Floor
Stuart, FL 34994

**CERTIFICATE OF AMENDMENT
FOR THE
AMENDED AND RESTATED
BY-LAWS
OF
THE WOODLANDS
HOMEOWNERS ASSOCIATION, INC.**

2003251800

WHEREAS, the attached Amended and Restated By-Laws were considered in accordance with the Association's governing documents on February 8, 2016;

WE HEREBY CERTIFY THAT the attached Amended and Restated By-Laws were duly adopted on February 8, 2016 and hereby recorded with this Certificate.

IN WITNESS WHEREOF, we have affixed our hands this 29 day of February, 2016.

WITNESSES:

THE WOODLANDS HOMEOWNERS ASSOCIATION, INC.

Alan H. Wise

By: Wayne T. Wise, President

Print Name: ALAN H. WISE

WAYNE T. WISE

Phillip Syphe

Alan H. Wise

By: MIKE JERNABRIAN, Secretary

Print Name: ALAN H. WISE

Mike Jernabrian

Print Name: Phillip Syphe

STATE OF FLORIDA
COUNTY OF BROWARD

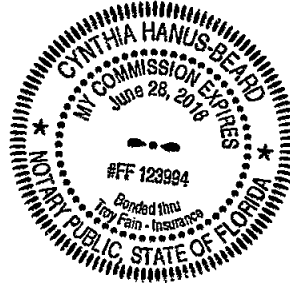
The foregoing instrument was acknowledged before me this 29 day of February, 2016 by Wayne Wise, as President and Mr. Gekharbrian as Secretary of The Woodlands Homeowners Association, Inc., a Florida not-for-profit corporation.

Personally Known -OR-
Produced Identification

Type of Identification

NOTARY PUBLIC - STATE OF FLORIDA

Cynthia Hanus Beard
Print Name CYNTHIA HANUS BEARD
My Commission expires:



**AMENDED AND RESTATED BY-LAWS
OF
THE WOODLANDS
HOMEOWNERS ASSOCIATION, INC.**

— ARTICLE I —

PAR. 1

CORPORATE NAME. This corporation shall be known as "THE WOODLANDS HOMEOWNERS ASSOCIATION, Inc.", a not-for-profit Florida corporation, and may be hereafter referred to as the ASSOCIATION.

PAR. 2

PRINCIPAL OFFICE. The principal office of the ASSOCIATION shall be at such place as may be hereafter designated by the Board of Directors.

PAR. 3

FISCAL YEAR. The fiscal year of the ASSOCIATION shall be the calendar year.

PAR. 4

CORPORATE SEAL. The seal of the ASSOCIATION shall bear the name of the corporation, the word "Florida", the words "corporation not-for-profit", and the year of incorporation.

— ARTICLE II: PURPOSES —

PAR. 1

To promote good will and cooperation among the Member Sections of The Woodlands and adjacent communities.

PAR. 2

To promote physical improvements and the general beautification of Member Sections of The Woodlands.

PAR. 3

To participate in programs and civic affairs deemed to be in the best interests of the Members.

PAR. 4

To represent the views of the Members of the ASSOCIATION on matters of mutual interest and concern to them.

PAR. 5

To maintain the Member Sections of The Woodlands as an area of high standards with residences improvements and facilities designed for the comfort, pleasure, security and welfare of its residents; and to seek enforcement of such statutes, covenants, ordinances, restrictions and other actions of the ASSOCIATION and its Board, for those purposes as enumerated within, by legal or other means as shall be determined by the Board of Directors.

— ARTICLE III: MEMBERSHIP —

PAR. 1

ELIGIBILITY. The membership of the ASSOCIATION shall consist of all lot owners in Sections 1, 2, 5, 6, 7 and 8 (“Member Sections”) whose properties are located in The Woodlands. Additionally, other sections of the Woodlands may be admitted with Board approval as long as the section’s governing documents require the section to pay dues assessed by the ASSOCIATION and require the section and its members to abide by the governing documents of the ASSOCIATION.

PAR. 2

MEMBERS’ FINANCIAL RESPONSIBILITIES. Any assessments, fees and charges imposed by this ASSOCIATION upon its members in accordance with these By-Laws shall be paid within 30 days after presentation for payment.

PAR. 3

VOTING. Each lot shall be entitled to one (1) membership and one (1) vote. If a lot is owned by multiple individuals, such as a husband and wife, any record owner of a lot within a Member Section may vote on behalf of the lot. If a lot is owned by a corporation, any officer may vote on behalf of said corporation. If a lot is owned by a partnership, any general partner may vote on behalf of the partnership. If a lot is owned in trust, any trustee of a trust shall be entitled to vote. If a lot is owned by a limited liability company, any member or manager may vote on behalf of the limited liability company. Any person with apparent authority asserting the right to vote on behalf of a lot owned by an artificial entity shall be conclusively presumed to be entitled to vote on behalf of said lot, unless the lot has filed voting instructions with the ASSOCIATION designating some other person entitled to vote. If multiple owners or non-individual owners of a lot cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists. Voting certificates are not required.

— ARTICLE IV: MEMBERSHIP MEETINGS —

PAR. 1

ANNUAL MEMBERSHIP MEETING. The annual members’ meeting shall be held in the first two weeks of February of each year, for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, that the Board of Directors shall have the power to change the date and/or place of said annual members’ meeting.

PAR. 2

SPECIAL MEMBERSHIP MEETINGS. Special members’ meetings shall be held whenever called by the President or by a majority of the Board of Directors, or upon receipt of a written request from twenty-five (25) members.

PAR. 3

NOTICE. Notice of the time and place of all regular or special meetings, together with enclosed proxies for those members desiring the use thereof, shall be given in writing to all members of the ASSOCIATION by the Secretary not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting.

PAR. 4

QUORUM. The presence of seventy-five (75) members in person or by proxy shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time until a quorum as aforesaid shall be present or be represented. If before the meeting is adjourned, the motion to adjourn to a future date includes the time, date, and/or place of the reconvened meeting, no additional notice to the membership will be required. The acts approved by a majority of the votes present, in person or by proxy, at a meeting at which a quorum is present shall constitute the acts of the members, except where approval by a greater number of members is required by the Articles of Incorporation or these By-Laws.

PAR. 5

PROXIES. Votes may be cast in person or by legal proxy. Proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein or any adjournment thereof, and must be filed with the Secretary before the appointed time of the meeting.

PAR. 6

PARLIAMENTARY PROCEDURES. Robert's Rules of Order (latest edition) shall be used as a guide in the conduct of members' meetings, to ensure fairness, impartiality, and respect for minority views without unduly burdening majority rights; provided, however, that the members' failure to follow the parliamentary procedures prescribed in Roberts' Rules, or the decision to disregard Robert's Rules in any particular instance, shall not be grounds to invalidate an otherwise lawful decision of the members. Meetings shall also be conducted in accordance with these Bylaws and the procedures established by the Board from time to time, including the form of voting documents to be used. The ruling of the Chair of the meetings, unless he or the Board of Directors designates a third person as Parliamentarian, shall be binding unless contrary to law.

— **ARTICLE V: DIRECTORS** —

PAR. 1

ELECTION AND APPOINTMENT OF DIRECTORS. The affairs of this ASSOCIATION shall be managed by a Board of Directors, each of whom shall be a qualified member of the ASSOCIATION, selected as follows:

A. Immediate Past President. The immediate past president of this ASSOCIATION shall be director for a term of two years immediately following the expiration of his term of office as president.

B. Section Presidents. The Presidents of Member Sections shall be directors for the term of their office as Section Presidents.

C. Section Delegates. Each of the Member Sections shall select two (2) additional members to serve on the Board of Directors of this ASSOCIATION. Such selection shall be made by each Section as duly authorized by the membership of each Section. Written evidence of such designation shall be furnished to the Secretary, including the term of office of each director.

D. At-Large Directors. Four (4) directors-at-large shall be elected at the annual membership meeting in the following manner:

1. Nominating Committee. A nominating committee of five (5) members of the Board of the ASSOCIATION shall be appointed by the President at a Board meeting at least 45 days prior to the upcoming annual meeting. Such nominating committee shall nominate four (4) qualified persons as Directors-at-Large, which may include no more than two (2) persons from any particular Member Section of the Woodlands. The names of those members selected by the nominating committee as Directors-at-Large shall be delivered to the Secretary of the ASSOCIATION or the Secretary's designee not later than the following November Board meeting and the Secretary or the Secretary's designee shall mail to the membership of the ASSOCIATION within five (5) days after the receipt of said names a list of said selections.

2. Other Nominations. Independent nominations for Directors-at-Large may be made by written petition signed by thirty (30) ASSOCIATION members, which petition must be delivered to the Secretary of the ASSOCIATION not later than thirty days prior to the date of the annual meeting. In the event of such independent nominations, the Secretary of the ASSOCIATION or the Secretary's designee shall prepare ballots, setting forth the names of those selected by the nominating committee and those who are independent nominees. Further, in such event, the Secretary shall send such ballots, together with absentee ballots, to all of the members of the ASSOCIATION at least fourteen (14) days prior to the annual meeting. All absentee ballots must be returned to the Secretary prior to the annual meeting.

3. Election Ballots; When Election Not Necessary. If there are more candidates than open positions available on the Board, the election shall be by ballot, and the elections shall be by a plurality of the votes cast. Each lot owner shall cast his vote for the directors to be elected and any ballot cast for more directors than open positions available shall be considered null and void. However, if no independent nominations are received, an election is not required, and those nominated by the nominating committee will fill the vacancies following the annual meeting.

E. BOARD VACANCIES. Except as to vacancies occurring by removal of members of the Board by vote of the general membership as hereinafter provided, vacancies among the foregoing elected Directors-at-Large occurring between annual membership meetings shall be filled by vote of the remaining directors. Vacancies in the office of members of the Board of Directors selected by the Sections shall be filled by the Section involved in the manner that each respective Section shall determine, and the newly-elected director shall serve for the unexpired term of the vacated office. Written evidence of such designation shall be furnished to the Secretary of this ASSOCIATION or the Secretary's designee.

F. REMOVAL OF DIRECTORS. Any At-Large director may be removed with or without cause by the approval of a majority of the entire membership of the ASSOCIATION at any duly noticed membership meeting. Furthermore, a director who is a Member Section President or a Member Section delegate may be removed with or without cause by the approval of a majority of the

members of the Member Section of which the director is representing. In addition, any director may be removed without cause by two-thirds (2/3) of the Board of Directors present and voting at a board meeting at which a quorum is attained. For any membership or board meeting at which the removal of a director will be considered, the notice for the meeting must specifically include in the meeting's agenda that removal of a director will be considered, and state the name(s) of the director(s) sought to be removed.

G. The Board of Directors in its discretion may designate directors Emeritus, who shall have voting powers and shall serve as directors until resignation or removal for cause. Such Directors Emeritus shall be designated on the basis of distinguished service as a director or officer, for ten or more years, and at no time shall there be more than three such directors in service.

PAR. 2

A. TERMS OF AT-LARGE DIRECTORS. The term of the directors elected at large shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

B. ORGANIZATIONAL MEETING. The organizational meeting of the newly-elected Board of Directors shall be held at the next regularly scheduled Board meeting following the annual membership meeting.

C. REGULAR BOARD MEETINGS. Regular meetings of the Board of Directors shall be held monthly at such time and place as shall be determined by a majority of the Board of Directors; otherwise from time to time as directed by a majority of the directors, or President, or as elsewhere provided in the Articles of Incorporation or these By-Laws. Notice of regular meetings and special meetings shall be given to each director, personally or by mail, telephone or electronic transmission at least three (3) days prior to the day named for such meeting.

D. SPECIAL BOARD MEETINGS. Special meetings of the directors may be called by the President or at the written request of one-third (1/3) of the directors, or as otherwise herein provided. Not less than three (3) days' notice of the meeting shall be given personally or by mail, telephone or electronic transmission, which notice shall state the time, place and purpose of the meeting.

E. WAIVER OF NOTICE. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

F. QUORUM OF DIRECTORS. A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of directors is required by the Articles of Incorporation or these By-Laws.

G. ADJOURNED MEETINGS. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without any further formal notice to the membership, provided, however, that before the adjournment was taken, the different time, date and/or place of the

reconvened meeting was announced at the original meeting. If a different time, date and/or place was not specified prior to the adjournment of the original meeting, then notice of the meeting must be given of the reconvened meeting in accordance with the notice procedures in these By-Laws.

H. PRESIDING OFFICER. The presiding officer of directors' meetings shall be the President and, in his absence, the Vice-President. In the absence of both, the directors present shall designate one of other directors present at the meeting to preside.

I. PARLIAMENTARY PROCEDURE. Robert's Rules of Order (latest edition) shall be used as a guide in the conduct of Board meetings and committee meetings to ensure fairness, impartiality, and respect for minority views without unduly burdening majority rights; provided, however, that the Board's or committee's failure to follow the parliamentary procedures prescribed in Roberts' Rules, or the decision to disregard Robert's Rules in any particular instance, shall not be grounds to invalidate an otherwise lawful decision of the Board or committee. Meetings shall also be conducted in accordance with these Bylaws and the procedures established by the Board from time to time, including the form of voting documents to be used. The ruling of the Chair of the meetings, unless he or the Board of Directors designates a third person as Parliamentarian, shall be binding unless contrary to law.

J. DIRECTORS' FEES. No director shall receive compensation for any service he may render to the ASSOCIATION. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties by appropriate resolution directly or indirectly.

— **ARTICLE VI: POWERS AND DUTIES OF THE BOARD OF DIRECTORS** —

PAR. 1

GENERAL POWERS. All powers and duties of the ASSOCIATION existing under the Articles of Incorporation, these By-Laws, and as provided in Chapter 617, Florida Statutes, shall be exercised exclusively by the Board of Directors.

PAR. 2

EXPENDITURE OF FUNDS. In order for the Board to be able to function in accordance with the powers and duties provided herein, the Board is authorized to expend such reasonable sums as it may deem necessary as authorized by paragraph 3 hereunder and such sums shall be charged to each of the Sections comprising the membership of this ASSOCIATION in such proportion as the number of lots in each Section bears to the total number of lots in all the Member Sections hereof.

PAR. 3

BUDGET

A. ADOPTION. The Board of Directors shall adopt a budget for the coming year for the regular expenses of the Woodlands Community at or before the November Board meeting of the then-current fiscal year. The Board of Directors shall post notice of the budget meeting, along with a copy of the proposed budget, at least three (3) days in advance of the Board of Directors meeting. Within ten (10) business days after adoption of the budget, the Board shall provide a copy of the budget to each lot owner or written notice advising that a copy of the budget shall be

provided upon request at no additional cost to the member.

B. AMENDMENT OF BUDGET. If the Board requires additional funds, the Board may call a special Board meeting for the purpose of amending the budget. The Board may adopt an amended budget in the same manner and with the same required notices as is required for the initial budget, as provided in Section A. above.

PAR. 4

ADMINISTRATOR. Subject to the approval of the Board, the President shall retain an administrator or manager to handle the day-to-day administrative tasks of the ASSOCIATION. The term, duties, compensation of said administrator or manager shall be in writing, subject to the approval of the Board at a meeting called for that purpose.

— **ARTICLE VII: OFFICERS** —

PAR. 1

APPOINTMENT; REMOVAL. The executive officers of the ASSOCIATION shall be a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors. Any officer may be removed at any meeting called for that purpose by a vote of two-thirds (2/3) of the entire Board of Directors present and voting at a board meeting at which a quorum is attained. For any board meeting at which the removal of an officer will be considered, the notice for the meeting must specifically include in the meeting's agenda that removal of an officer will be considered, and state the name(s) of the officer(s) sought to be removed. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall from time to time elect such officers, appoint agents and employees, and designate their powers and duties as the Board shall find to be required to manage the affairs of the ASSOCIATION.

PAR. 2

A. PRESIDENT. The President shall be the chief executive officer of the ASSOCIATION. He shall have all of the powers and duties that are usually vested in the office of the President of a corporation and as provided by applicable law.

B. VICE-PRESIDENT. The Vice-President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

C. SECRETARY. The Secretary, or the Secretary's designee, shall keep the minutes of all proceedings of the directors and the members, and shall attend to the giving and serving of all notices to the members and directors and other notices as required by law. The Secretary or the Secretary's designee shall have custody of the seal of the ASSOCIATION and affix the same to instruments requiring a seal when duly signed and keeps the records of the ASSOCIATION, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of a corporation as may be required by the board of directors or the President.

D. TREASURER. The Treasurer shall have the responsibility for the general supervision of the

handling of ASSOCIATION funds; for maintaining ASSOCIATION's records in accordance with generally accepted accounting principles; and for the submission of monthly reports to each of the Sections covering collections received and payments disbursed. These functions may be designated by the Treasurer or the Board to a third party administrator, such as a management company, employed for these purposes. In addition, the Treasurer is charged with the responsibility for performing and/or overseeing the following:

1. The Treasurer shall require authentication of all requests for payment from the requesting authority before payment of such items.
2. The Treasurer shall submit a proposed Budget for the ensuing year to the directors for approval not less than fifteen (15) days prior to the Board budget meeting.
3. The Treasurer shall issue periodic Financial Statements to the participating Sections.
4. All requests for withdrawal of funds from Savings Accounts shall be signed by the Treasurer or Assistant Treasurer and co-signed by the President or Vice-President.
5. Checks in payment of routine administrative expenses, such as Administrator's salary and allowances, administrative operating expenses supported by vouchers based on existing contracts, and amounts authorized by Board approval, shall be signed by the Administrator and co-signed by the Treasurer or any other officer of the Board.
6. Checks in payment of expenses of an individual Section, when supported by a voucher signed by the individual Section's authorized officer, may be signed by the Administrator alone.

PAR. 3

INSURANCE. All officers and directors and the Administrator shall be fidelity bonded or insured against misappropriation of ASSOCIATION funds and with adequate Directors' and Officers' Liability Insurance in amounts to be determined from time to time by the Board of Directors. The expense of such bonding or insurance shall be an expense of the ASSOCIATION for any officer or director, and in the case of the Administrator or other ASSOCIATION employee, may be an expense of the ASSOCIATION, as determined by the Board of Directors from time to time.

PAR. 4

OTHER EMPLOYEES. The terms, conditions and scope of employment of all other employees of the ASSOCIATION shall be fixed by the Board of Directors.

— **ARTICLE VIII: COMMITTEES** —

The President shall appoint the Chairperson of the various committees designated by the Board of Directors or the President, subject to the approval of the Board. The Chair of each committee shall appoint the members of his/her committee, subject to the approval of the Board. The removal of any committee member or any chairman may be made only by the Board.

— **ARTICLE IX: BOOKS AND RECORDS** —

Subject to the rights and limitations provided in Chapter 617, Florida Statutes, the books, records and papers of the ASSOCIATION shall at all times, during reasonable business hours, be subject to inspection by any member under the supervision of the President of his Section. The Articles of

Incorporation and the By-Laws of the ASSOCIATION shall be available for inspection by any member at the principal office of the ASSOCIATION, where copies may be purchased at reasonable cost to be established by the Board of Directors or as provided in any contract with an Administrator or manager.

— ARTICLE X: AMENDMENTS —

These By-Laws may be amended in the following manner:

PAR. 1

NOTICE. No less than fourteen (14) days' notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

PAR. 2

APPROVAL. A resolution to amend the By-Laws may be proposed by either a majority of the Board of Directors or by fifty (50) members of the ASSOCIATION. These By-Laws may be amended at a regular or special meeting of the members by a vote of two-thirds (2/3) of a quorum of members present in person or by proxy.

PAR. 3

CERTIFICATION. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the By-Laws, which certificate shall be executed by the President and attested to by the Secretary of the ASSOCIATION. Any such amendments shall be kept in the official records of the ASSOCIATION. Amendments shall be effective upon adoption by the membership, shall be recorded in the Public Records of Broward County, Florida.