

Prepared by and Return To:

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**CERTIFICATE OF AMENDMENT REFLECTING THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC. AND THE AMENDED AND
RESTATED BYLAWS OF THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC.**

This is to certify that the Amended and Restated Articles of Incorporation of the Village at Bentley Park Homeowners' Association, Inc. are attached hereto as Exhibit "A" to this Certificate, was duly adopted by the Association membership at the duly noticed members' meeting of the Association convened on August 22, 2023, in accordance with the requirements of the applicable Florida Statutes and the governing documents. The original Articles of Incorporation of the Village at Bentley Park Homeowners' Association, Inc. were filed with the State of Florida on February 5, 1985 and recorded in Official Record Book 6492, Page 674, of the Public Records of Pinellas County, Florida. This also certifies that the Amended and Restated Bylaws of the Village at Bentley Park Homeowners' Association, Inc. attached hereto as Exhibit "B" to this Certificate, was duly adopted by the Association membership at the duly noticed members' meeting of the Association on August 22, 2023, in accordance with the requirements of the applicable Florida Statutes and the governing documents. The original Bylaws of the Village at Bentley Park Homeowners' Association, Inc. was recorded at Official Records Book 18537, Page 1279, Public Records of Pinellas County, Florida, as part of the Certificate of Authenticity attached to the Notice of Preservation of the Declaration of Covenants and Restrictions for the Village at Bentley Park.

IN WITNESS WHEREOF, THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 25th day of August 2023.

**THE VILLAGE AT BENTLEY PARK HOMEOWNERS'
ASSOCIATION, INC.**

By: *Yvonne Gopsill*
Yvonne Gopsill, President

[Signature]
Signature of Witness #1

Brain M. Sal
Printed Name of Witness #1

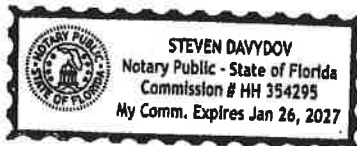
[Signature]
Signature of Witness #2

Steve Danyals
Printed Name of Witness #2

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of August 2023 by Yvonne Gopsill, as President, by means of physical presence, who is personally known to me or provided Florida Driver License as identification.

[Signature]
Notary Public, State of Florida



**ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC.
a not-for-profit Florida corporation**

These Amended and Restated Articles of Incorporation supersede and replace in their entirety the Articles of Incorporation of The Village at Bentley Park Homeowners Association, Inc. which were recorded at Official Records Book 6492, Page 675, of the Public Records of Pinellas County, Florida.

**ARTICLE I
NAME**

The name of this Corporation is: THE VILLAGE AT BENTLEY PARK HOMEOWNERS ASSOCIATION, INC. The principal office and mailing address of Association is currently 24701 U.S. Highway 19 N, Suite 102, Clearwater, Florida 33763. The Directors of the Association may change the location of the principal office or mailing address from time to time. The Corporation is hereinafter sometimes referred to as the "Association."

**ARTICLE II
PURPOSES**

The Association was organized as a corporation not for profit under the terms and provisions of Chapter 617, *Florida Statutes*. The Association has all of the rights, powers and duties and functions of a corporation not-for-profit not in conflict with these Articles, the Homeowner's Association Act and the Association's Governing Documents, as reasonably necessary to administer, govern, and maintain the common areas of the Association and other portions of the property for which it bears maintenance, repair and replacement responsibility, and to fulfill such other duties as the Association has pursuant to the Governing Documents including the Declaration of Covenants and Restrictions for the Village at Bentley Park ("Declaration"), as it was recorded in Pinellas County's Official Records Book 5939, Page 133, and as it has been and may be amended from time-to-time. The purposes of this Association shall include, without limitation of the foregoing, the maintenance, preservation and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Association's Governing Documents and applicable Florida law. Without limitation, the Association's purposes include:

1. to promote the health, safety and welfare of the property owners in that certain subdivision in Pinellas County, Florida, to be known as The Village at Bentley Park, all of which is hereinafter referred to as the "Properties";
2. to own, acquire, build, operate and maintain streets, roads, security, lighting and recreation facilities, all for the benefit of the owners of the Properties, including but not limited to: parks, playgrounds, lakes, open spaces, streets, paths and footways (including buildings, structures and personal properties incident thereto), hereinafter referred to "Common Properties"; and

Exhibit "A"

3. fix assessments (or charges) to as the be levied against the Properties and/or the owners of any part or parcel within the Properties;
4. enforce the Declaration of Covenants and Restrictions for The Village at Bentley Park (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;
5. pay taxes, if any, and insurance on the Common Properties and any other portions of the Properties provided for in the recorded covenants and restrictions applicable to the Properties;
6. supplement municipal services;
7. insofar as permitted by law to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

ARTICLE III
POWERS

The Association shall have powers and privileges granted to a corporation not for profit under the Laws of the State of Florida, except as may be limited or otherwise provided by the Association's governing documents and all powers reasonably necessary to implement and effectuate the purposes of the Association. The powers of the Association shall include the following:

- A. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of the Association's governing documents.
- B. The Association shall have all the powers and duties set forth in the covenants and restrictions, recorded against the Properties in addition to all the powers and of duties reasonably necessary to own, operate, maintain, repair and replace the Common Properties and to provide such services as are required for the benefit of the Owners of Lots contained in the Properties from time to time including, but not limited to, the following:
 1. To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors;
 2. To purchase insurance upon the Common Properties and for the protection of the Association and its Members to the extent required in the Declaration;
 3. To reconstruct improvements after casualty to the extent required in the Declaration and to make additional improvements to the Common Properties;
 4. To promulgate and amend reasonable regulations respecting the use of the Common Properties and all the Properties including the Lots;
 5. To enforce by legal means the provisions of the covenants and restrictions recorded against the Properties, these Articles, the By-laws of the Association and the Rules and Regulations of the Association;

6. To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors or the Membership of the Association;

7. To contract for the management or operation of portions of the Properties susceptible to separate management or operation, and to lease such portions;

8. To employ personnel to perform the services required for proper operation of the Properties;

9. To contract with public or private utility companies for purposes of providing utility services to the Properties and private companies for private television services; and

10. To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, and Chapter 720, *Florida Statutes*, by law may now or hereafter have or exercise

C. The powers, of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Properties and the Bylaws of the Association.

ARTICLE IV **MEMBERSHIP**

Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Properties (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

A change in membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record, title to a Lot in the Properties. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time be terminated.

The interest of any Member in the Common Properties or in the funds and asses of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as authorized by the Declaration, these Articles, of the By-laws of the Association.

ARTICLE V **TERM**

This Corporation shall have perpetual existence.

ARTICLE VI **THE SUBSCRIBERS**

The names and post office addresses the original subscribers of the Articles of Incorporation were:

Charles D. Robbins	2400 AmeriFirst Building One S.E. Third Avenue Miami, Florida 33131
Thomas P. Finan	2400 AmeriFirst Building One S.E. Third Avenue Miami, Florida 33131
Edward N. Rogalin	2400 AmeriFirst Building One S.E. Third Avenue Miami, Florida 33131

ARTICLE VII
OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Secretary shall be members of the Board of Directors. The officers shall be chosen by a majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual. The affairs of the Association shall be administered by the officers designated in the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons, who must be members of the Association. The Board of Directors will be elected in the manner set forth in the Bylaws and the terms shall be staggered as set forth in the Bylaws.

ARTICLE IX
AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the members present in person or by proxy at a duly called meeting of the Membership. No such Amendment shall materially affect or interfere with the rights of Owners or lienors.

ARTICLE X
MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided

that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose.

ARTICLE XI
DEDICATION OF PROPERTIES OR TRANSFER
OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, which shall, require the consent of two-thirds (2/3) of the members, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION

**ADOPTED AMENDED AND RESTATED BYLAWS
OF
THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC.**

These Amended and Restated Bylaws supersede and replace in their entirety the Bylaws of The Village at Bentley Park Homeowners Association, Inc. which were recorded at Official Records Book 18537, Page 1279, of the Public Records of Pinellas County, Florida.

**ARTICLE I
DEFINITIONS**

Terms used in these Bylaws, unless otherwise defined in these Bylaws, shall have the meanings described in Article I of the Declaration of Covenants and Restrictions for The Village at Bentley Park (the "Declaration"), and the applicable Florida Statutes.

**ARTICLE II
LOCATION**

The principal office of the Association shall be located at such place as may be designated by the Board of Directors from time to time.

**ARTICLE III
MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION**

Section 1. **Membership.** The method for determining what persons or entities are Members of the Association and the extent of their voting rights are set forth in these Bylaws, the Articles of Incorporation of the Association and the Declaration.

Section 2. **Lien Rights of Association.** As more fully provided in the Declaration, each Member is obligated to pay to the Association all assessments as listed in the Declaration, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the Association may charge an administrative late fee, the assessment shall bear interest from the due date at the highest rate permitted by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment, provided however, in no event shall this interest rate exceed the maximum allowable by law. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

Section 3. **Suspension of Membership Rights.** The membership rights of any person whose interest in the Properties is subject to assessments under Section 2 herein, whether or not they be personally obligated to pay such assessments, may be suspended by action of the Board of Directors during the period when the assessments or other monetary obligations to the Association remain unpaid; but upon payment of such amounts, such rights and privileges shall be automatically restored. If the Board of Directors have adopted and published rules and regulations governing the use of the Common Properties and any Member or his guest or invitee violates these rules and regulations, or any restrictions

Exhibit "B"

in the Declaration or Bylaws, the Board of Directors have the power to suspend the rights of any Member, and their guests, tenants and other persons allowed by law, to use Common Areas and facilities as a result of the violation and such rules and restrictions, for a period not to exceed sixty (60) days, or such greater period of time determined by the Board. Suspensions of use rights are subject to notice and the opportunity for a hearing as required by the Florida Statutes.

Section 4. Designation of Voting Member.

1. If a Lot is owned by one person, the right to vote shall be vested in the record title Owner of the Lot. If a Lot is owned by more than one person, any owner may vote on behalf of the Lot, unless two or more owners attempt to vote in a conflicting manner in which case the vote for that Lot shall not be counted. If a Lot is owned by a corporation, partnership, or other legal entity, it shall designate the officer, partner, or other person entitled to cast the vote of the Lot by executing a Certificate to be filed with the Secretary of the Association, signed by an officer of the corporation. The person designated in such Certificate shall be known as the Voting Member.

2. Such Certificate shall be valid until revoked or superseded by a subsequent Certificate, or until a change occurs in the ownership of the Lot. If, for a Lot owned by a corporation or other legal entity, such Certificate is not on file with the Secretary of the Association, a vote for the Lot shall not be counted unless the proxy or ballot is signed by President, general partner, or other person having the authority to sign deeds on behalf of such entity

**ARTICLE IV
PROPERTY RIGHTS AND RIGHTS
OF ENJOYMENT OF COMMON PROPERTY**

Section 1. Use of Common Properties. Each Member shall be entitled to the use and enjoyment of the Common Properties as provided in the Declaration.

Section 2. Delegation of Membership Rights. Any Member may delegate his rights of enjoyment in the Common Properties and facilities to the members of his family who reside upon the Lot or to any of his properly approved tenants who reside thereon under a leasehold interest. Such Member shall notify the Secretary of the Association in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension as provided within the Association's governing documents and applicable Florida law to the same extent as those of the Member. Further, when a Lot is rented, the Owners and their guests shall lose their rights to use the Common Areas and facilities, including the parking of vehicles on the property, during the period of time that the tenants have such rights.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Board of Directors. The affairs of the Association shall be managed by a Board of five (5) Directors. All Directors shall be Members of the Association. At the time of this amendment's adoption, the terms of the Directors are staggered in order to provide for a continuity of experience and the Association will take action to ensure that staggered terms of office continue. In each even numbered year, the Association will elect 2 Directors and in each odd number year, the Association will elect 3 Directors.

Section 2. Vacancies in the Board. Vacancies in the Board of Directors shall be filled by appointment by the remaining Directors at a Special Meeting duly called for that purpose. Such appointed Directors shall serve until the remaining term of the Directors expires.

Section 3. Election Procedures. The Members shall elect Directors of the Association at or in conjunction with the Annual meeting of the Members pursuant to the following procedure:

a) Nominations for election to the Board of Directors shall be made by a Notice of Intent to run for the Board which is to be submitted by any interested candidates by the deadline set by the Association's Board of Directors at least thirty (30) days prior to the annual meeting. A letter will be sent to all Members at least 45 days prior to the election, with a Notice of Intent form, giving them at least 15 days within which to nominate themselves. All Notices of Intent, and any information sheets the candidates wish to submit, must be received by the Association by the deadline established when the notices are sent out, which is to be approximately 30 days prior to the annual meeting. If a Notice of Intent form is not received by the Association by the deadline, the Member is not eligible to be a candidate for the Board during such year.

b) Upon request of a candidate, the Association shall include in the mailing to the owners an information sheet with wording which may describe the candidate's background, education, and qualifications as well as other factors deemed relevant by the candidate. The information contained therein shall not exceed one side of the sheet which shall be no larger than 8 1/2 inches by 11 inches. This information sheet must be furnished to the Association by the deadline established in order to be included in the mailing. The Association will have no liability or responsibility with regard to the contents of any information sheets prepared by the candidates.

c) All votes for electing the Board of Directors shall be made by secret ballot in accordance with the following procedure:

1. The ballot shall (a) describe the vacancies to be filled; and (b) set forth the names of those persons who have submitted a Notice of Intent to fill such vacancies. The written ballot shall list those persons that have submitted a Notice of Intent in alphabetical order by last name.

2. The annual meeting agenda, ballots and any candidate information sheets timely received by the Association shall be mailed or delivered to the Members who are eligible to vote at least fourteen (14) days in advance of the date of the annual meeting or election, and no more than thirty days prior to the meeting.

3. Accompanying the ballot shall be an outer envelope addressed to the Association or other person authorized to receive the ballots on behalf of the Association and a smaller inner envelope in which the ballot shall be placed.

4. The exterior of the outer envelope shall have a space to write the name of the voter, the voter's address, and shall contain a signature space for the voter.

5. Once the ballot is filled out, the voter shall place the completed ballot in the inner smaller envelope and seal the envelope. The inner envelope shall be placed within the outer

larger envelope, and the outer envelope shall then be sealed and signed by the voter. The voter shall also write their name and address on the outer envelope only.

6. Each inner envelope shall contain only one ballot, but if a person is entitled to cast more than one ballot, the separate inner envelopes required may be enclosed within a single outer envelope. The voter shall sign the exterior of the outer envelope in the space provided for such signature.

7. The envelope shall either be mailed or hand delivered to the association. For ballots mailed to the Association, Members must ensure that ballots are received by the Association prior to the time during the meeting that the Board announces that balloting is now closed. Upon receipt by the Association, no ballot may be rescinded or changed.

8. This procedure will be used in order to confirm the authority of the voter to cast the ballot, and to also preserve the secrecy of the ballot. The outer envelopes will be verified by checking the signature and address on the outer envelope against the list of qualified voters. The outer envelopes will be opened at the annual meeting and the ballots contained in the inner envelope will then be handled and counted so as to preserve the secrecy of the election process.

d) The Association shall have available at the meeting additional blank ballots for distribution to the eligible voters who have not cast their votes. Each ballot distributed at the meeting shall be placed in an inner and outer envelope in the manner provided above. There will be no nominations permitted from the floor at the annual meeting.

e) If there are fewer candidates than vacancies to be filled, the candidates who have been nominated shall be automatically elected to fill vacancies, and the remaining vacancies shall be filled by appointment by the Board, including the new Board members who have automatically assumed a position on the Board.

f) In the event of a tie vote, a runoff election shall be held with at least fourteen (14) days' written notice to the Members. The only candidates eligible for the runoff election to the board position are the runoff candidates who received the tie vote at the previous election. The notice shall inform the voters of the date scheduled for the runoff election to occur, shall include a ballot conforming to the requirements set forth above, and shall include copies of any candidate information sheets previously submitted by those candidates to the Association.

ARTICLE VI

DUTIES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors:

1. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members or at any Special Meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article X, Section 2.

2. To supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.

3. As more fully provided in the Declaration:

(a) To fix the amount of the assessment against each Lot and for such assessment period at least thirty (30) days in advance of such date or period and, at the same time;

(b) To prepare a roster of the Lots and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member and at the same time;

(c) To send written notice of the amounts of each Periodic Assessment to every Owner subject thereto, prior to the beginning of each Fiscal Year;

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid;

ARTICLE VII
DIRECTORS' MEETING

Section 1. Organizational Meeting. The Organizational Meeting of the Board of Directors shall be held immediately following the Annual Membership Meeting provided that the Board of Directors may, by resolution, change the day and hour of holding such Organizational Meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as shall be determined by a majority of the directors. Except for meetings with the Association's attorney with respect to proposed or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice, meetings of the Board of Directors shall be open to all Lot Owners who may participate in accordance with the written policy established by the Board of Directors.

Section 3. Special Meetings. To the extent that the Board has not scheduled regular meetings of the Board to take place on a certain date periodically, special meetings of the Board of Directors will be held when called by the President of the Association or by a majority of the directors after not less than forty-eight (48) hours' notice to each director, specifying the business to be conducted at such meeting. Notices to directors are to be provided in person, by telephone, by electronic mail, or by regular United States mail in which case an additional three days shall be provided for mailing.

Section 4. Notice of Meetings. Notice of Board of Directors' meetings shall be posted at a designated location on the subdivision property at least forty-eight (48) continuous hours in advance for the attention of the members of the Association, except in the event of an emergency in which case the notice shall be posted as soon as practicable after the need for emergency meeting is known to the Association. All notices shall include an agenda for all known substantive matters to be discussed. Due to the fact that technology permits members to participate in board meetings electronically, the Board shall have authority to conduct meetings electronically so long as each Member has the ability to electronically participate in the meeting as if they were attending in person as required by law. Appearance through electronic means shall be the same as in person attendance during such meeting. If such meeting is to be conducted in this manner, instructions for participation and attendance at the meeting must be included in the meeting notice or otherwise made available in a timely manner to each member upon

request, prior to the membership meeting. Written notice of any meeting at which any assessment, or at which amendment to rules regarding Lot use, will be considered, shall be mailed or delivered to the Members and posted at a designated location on the subdivision property not less than 14 continuous days prior to the meeting. Evidence of compliance with this 14-day notice shall be by affidavit by the person providing the notice, and filed among the official records of the Association. Notice of any meeting where any assessments against Members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 5. Quorum Requirements. The majority of the Board of Directors shall constitute a quorum thereof.

Section 6. Voting Requirement. Unless otherwise provided in these Bylaws or by the Declaration or Articles of the Association, a majority of those Directors present at a duly constituted Meeting of the Board shall be required for consent to an action of the Board.

ARTICLE VIII OFFICERS

Section 1. Generally. The officers shall be a President, a Vice-President, a Secretary, a Treasurer and such additional officers as the Board of Directors considers necessary. The President shall be a member of the Board of Directors and shall act as Chairman thereof.

Section 2. Election. The officers shall be elected annually by a majority of the Directors.

Section 3. Board Control. The officers shall hold office at the pleasure of the Board of Directors.

Section 4. President. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out.

Section 5. Vice-President. The Vice-President shall perform all the duties of the President in his absence.

Section 6. Secretary. The Secretary shall be the ex-officio secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for the purpose the names of all Members of the Association together with their addresses as registered by such Members.

Section 7. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget accepted by the Board of Directors. The Treasurer shall keep proper books of account and cause an annual report of the Association's finances to be made by a certified public accountant at the completion of each fiscal year, in accordance with financial reporting requirements established by the Florida Statutes. The Treasurer shall prepare an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

Section 8. **Manager.** Any of the functions and duties of the Secretary and Treasurer may be performed by a manager or management company retained by the Board, as determined by the Board from time to time.

ARTICLE IX
COMMITTEES

Section 1. **Standing Committees.** The Board of Directors may appoint such Standing Committees of the Association as it shall determine at its discretion. If appointed, certain of the committees would have the following functions. Any two or more committees could be combined into one committee.

Section 2. **Design Review Committee.** The Design Review Committee shall have the duties and functions described in the Declaration. It shall ascertain any proposals, programs or activities which in its opinion may adversely affect the residential value of the Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 3. **General Duties of Committees.** It shall be the duty of each committee to handle such matters, and make such recommendations, involving Association functions, duties, and activities within its field of responsibility as the Board shall determine from time to time.

ARTICLE X
MEETINGS OF MEMBERS; QUORUM

Section 1. **Annual Meeting.**

1. The regular Annual Meeting of the Membership shall be held annually during the months of October or November. The purpose of such meeting shall be the election of Directors, and the transaction of other business authorized to be transacted by Members.

2. The order of business shall be as follows:

- (a) Calling of the role and certifying of proxies.
- (b) Proof of Notice of Meeting or Waiver of Notice.
- (c) Reading and approval of minutes.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

Section 2. **Special Meetings.** Special Meetings of the Members for any purpose may be called at any time by the President, or by a majority of the members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth of all of the votes of the membership.

Section 3. Notice of Meetings. Notice of a meeting of members shall state the time, place, date and the purpose(s) for which the meeting is called. The notice shall include an agenda. A copy of the notice shall be mailed to each member entitled to vote, postage prepaid, not less than fourteen (14) days before the meeting, unless otherwise required by the Association's governing documents or Florida law. The notice shall be addressed to the member's address last appearing on the books of Association, or supplied by such member to the Association for the purpose of notice or electronically transmitted to those owners that consent to receive notice in such manner. The notice shall specify the place, day, and hour of the meeting and, in the case of a Special Members Meeting, the purpose of the meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail. If electronically transmitted, such notice shall be deemed to be properly given when the email is sent to the address provided by such owner. Proof of such mailing shall be given by the affidavit of the person giving the notice. Additionally, written notice of such meeting shall be posted conspicuously on the property at least 14 days prior to the date of said meeting.

Section 4. Quorum for Membership Actions. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, at least thirty (30) percent of the total votes of the membership shall constitute a quorum for any action by the membership, subject to any requirements which may exist for larger representation or a larger vote. Notwithstanding any provision herein to the contrary, due to the fact that technology permits members to participate in member meetings and/or vote on matters electronically, the Board shall have authority to conduct meetings electronically so long as each Member has the ability to electronically participate in the meeting as if they were attending in person as required by law. Appearance through electronic means shall be the same as in person attendance during such meeting. If such meeting is to be conducted in this manner, instructions for participation and attendance at the meeting must be included in the meeting notice or otherwise made available in a timely manner to each member upon request, prior to the membership meeting.

Section 5. Chairperson. The chairperson of any Membership Meeting shall be the President of the Association or any other officer of the Association designated by the Board of Directors.

Section 6. Vote Required for Consent. Unless otherwise provided in these Bylaws or the Declaration or Articles of Incorporation of the Association, the affirmative vote of a majority of the combined votes of all Members present, in person or by proxy, at a duly constituted meeting of the Membership shall be required to confirm any action by the Membership.

ARTICLE XI

PROXIES

Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote, but shall only be valid for the specific meeting for which originally given and any lawful adjourned meetings thereof. In no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the person executing it. A proxy must be filed in writing, signed by the person authorized to cast the vote for the Lot and filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. An executed facsimile appearing to have been transmitted by the proxy giver, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy is a sufficient proxy. Owners may retroactively cure any alleged defect in a proxy by signing a statement ratifying the owner's intent to cast a proxy vote and ratifying the vote cast by his or her proxy.

ARTICLE XII
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours upon reasonable advance notice, be subject to the inspection of any members, in accordance with the statutes and with any rules adopted by the Association.

ARTICLE XIII
CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words:

THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE XIV
FISCAL YEAR

The "Fiscal Year" of the Association shall be the calendar year.

ARTICLE XV
LOSS OR DAMAGE OF PROPERTY

The Association shall not be liable nor responsible for the destruction or loss of, or damage to, the property of any member, or visitor, or any person, except as specifically required by law.

ARTICLE XVI
PROCEDURE FOR MEETINGS

Robert's Rules of Order, revised as of the date of the meeting, shall govern the conduct of all corporate meetings, unless in conflict with these Bylaws, the Declaration, the Articles of Incorporation of the Association, or any rules adopted by the Board, or the laws of the State of Florida.

ARTICLE XVII
AMENDMENTS

Section 1. These Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of those Members who are entitled to vote and are present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Properties may not be amended except as provided in such Declaration.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration applicable to the Properties and these Bylaws, the Declaration shall control.

ARTICLE XVIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall indemnify every director and every officer, and all members of committees of the Association, including the heirs, executors and administrators of any such person, against all loss, cost and expense reasonably incurred by any such person in connection with any action, suit or proceeding to which they may be made a party by reason of them being or having been a director or officer, or committee member of the Association, including reasonable counsel fees, except as to matters wherein: they shall be finally adjudged in such action, suit or proceedings, or determined by the Board in the event of a settlement, to have acted in bad faith or with malicious purpose; or where they received an improper personal benefit from their actions; or where their actions constituted a violation of the criminal laws; or where they have been determined to have acted with gross negligence or willful misconduct; or where the claim and related expenses arose out of actions outside the scope of the duties and responsibilities of such director or officer, or committee member. In the case of a settlement, the Board of Directors shall determine the extent to which indemnification shall apply, based upon these same guidelines. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled.

Section 2. The Association will not indemnify anyone to the extent that costs and fees are covered by any applicable insurance which such person or the Association may have. Also, the corporation will not be responsible for any costs or attorneys' fees incurred by such individual without the consent of the Association.

Section 3. The Board of Directors will determine how the payment of any costs and fees is to be handled during the progress of any lawsuit or other proceeding brought against a person who may be entitled to be indemnified hereunder. Prior Board approval of legal counsel for any person who is potentially to be indemnified by the Association is required, but is not to be unreasonably withheld, so that the Association can control to some extent the fees which it may be responsible for, and clarification as to the responsibility for payment of such fees during the pendency of any legal proceeding can be achieved.

END OF ADOPTED AMENDED AND RESTATED BYLAWS

