

CERTIFICATE OF AMENDMENT TO BY-LAWS OF  
WEDGEWOOD HOMEOWNERS ASSOCIATION, INC. [sic]

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of the Wedgewood Homeowners Association of Lake County, Inc. ("Association"), pursuant to the Florida Statutes and the BY-LAWS OF WEDGEWOOD HOMEOWNERS ASSOCIATION, INC [sic] (By-Laws"), hereby certify that the attached AMENDED AND RESTATED BY-LAWS OF WEDGEWOOD HOMEOWNERS ASSOCIATION OF LAKE COUNTY, INC. ("Amended and Restated By-Laws"), which are incorporated herein by this reference, were duly adopted by a vote of the Members on the 11<sup>th</sup> day of May, 2016.

In accordance with Article VII, Section 1 of the By-Laws, the amendment was adopted by the affirmative vote of the Owners of at least a majority of the Owners voting in person or by proxy. The Amended and Restated By-Laws are intended to amend, restate and completely replace the By-Laws. Proper notice was given for the Vote pursuant to the By-Laws and the Florida Statutes. The notice stated the purpose, time, date and location of the voting.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name, this 19<sup>th</sup> day of May, 2016



JACQUELINE S MCCrackEN  
12719 WEDGEFIELD  
GRAND ISLAND FL 32735

Signed, sealed and delivered  
in the presence of

WEDGEWOOD HOMEOWNERS  
ASSOCIATION OF LAKE COUNTY, INC

May G. Onischuk  
(Sign - Witness 1)  
May G. Onischuk  
(Print - Witness 1)

BY: Ronald F. Jones  
(sign)  
RONALD F. JONES, President  
(Print)

Dorothy L. Maxxaustas  
(Sign - Witness 2)  
DOROTHY L. MAXXAUSTAS  
(Print - Witness 2)

George W. Hall  
(Sign - Witness 1)  
George W. Hall  
(Print - Witness 1)

ATTEST: Robin M. Cook  
(Sign)  
Robin M. Cook, Secretary  
(Print)

Larry McCracken  
(Sign - Witness 2)  
LARRY McCracken  
(Print - Witness 2)

STATE OF FLORIDA  
COUNTY OF Lake

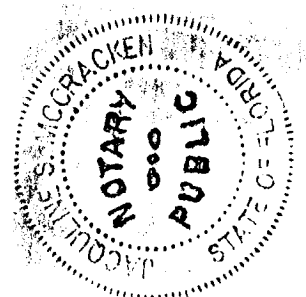
The foregoing was acknowledged before me this 19<sup>th</sup> day of May, 2016 by  
Ronald F. Jones as President, and Robin M Cook, as  
Secretary of Wedgewood Homeowners Association of Lake County, Inc., a Florida not for profit  
corporation, on behalf of the corporation. They are personally known to me  or have  
produced \_\_\_\_\_ as identification.



JACQUILINE S. McCracken  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE830108  
Expires 8/26/2016

NOTARY PUBLIC

Jacqueline S. McCracken  
(sign)  
Jacqueline S. McCracken  
(print)



AMENDED AND RESTATED BY-LAWS  
OF  
WEDGEWOOD HOMEOWNERS ASSOCIATION OF LAKE, COUNTY, INC

ARTICLE - CORPORATION, TERMS

SECTION 1. PRINCIPAL PLACE OF BUSINESS. The address of the principal place of business of the corporation shall be 12719 Wedgefield Drive, Grand Island, Florida 32735. The Board of Directors may change the addresses of the principal place of business and of the registered agent from time to time.

SECTION 2. NON-PROFIT CORPORATION This corporation is a non-profit organization.

SECTION 3. CORPORATE SEAL The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words "Corporate Seal".

SECTION 4. FISCAL YEAR The fiscal year of the corporation shall be from January 1st to December 31st.

SECTION 5. TERMS Unless otherwise provided, the capitalized terms herein shall have the same meaning given to them in the Declaration of Covenants, Conditions, Easements and Restrictions for Wedgewood, recorded in Official Records Book of the Public Records of Lake County, Florida Book 1001, at Page 1010 and the Certificate of Amendment to By-Laws of Wedgewood Homeowners Association, Inc , Book 03629, Pages 2343-2353 and Certificate of Amendment to Declaration of Covenants, Conditions, Easements and Restrictions for Wedgewood Book 03629 Pages 2385-2401 and Certificate of Amendment to Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions for Wedgewood Book 03697, Pages 1547-1550, as same may be amended, supplemented or restated from time to time

ARTICLE II - DEFINITIONS

The following words and terms shall be the meanings indicated opposite each word or term when used in this Amended and Restated By-Laws:

1.1 "Assessment" shall mean and refer to annual, monthly or special costs equally charged to each Lot owner.

1.2 "Association" shall mean and refer to the Wedgewood Homeowners Association of Lake County, Inc. its successors and assignees.

1.3 "Board" or "Board of Directors" shall mean or refer to the Board of Directors of the Association.

1.4 "Common Area" shall mean and refer to those areas of land designated as "tracts" or Water Retention Areas (WRA) on the recorded subdivision plat of Wedgewood which are intended for the common use and enjoyment of the owners of the Lots within Wedgewood.

1.5 "Declaration" shall mean or refer to Declaration of Covenants, Conditions, Easements and Restrictions for Wedgewood

1.6 "Majority" shall mean fifty percent (50%) plus 1 of the Members voting in person or by absentee ballot at a duly called meeting of the Member at which a quorum has been attained.

1.7 "Member(s)" shall mean and refer to each of the members of the Association. Each Owner of a Lot, by acceptance of a deed or other instrument of conveyance therefore, shall be a Member of the Association. Where there are multiple Owners of a Lot, each of the Owners shall be a Member of the Association.

1.8 "Property" shall mean and refer to all the real property described in Exhibit "A" as specified and attached to the Declaration.

1.9 "Quorum" shall mean and refer to the presence in person or by absentee ballot of Members representing twenty per cent (20%) of the total votes in the Association.

1.10 "Water Charges" shall mean and refer to charges incurred by Lot Owners for water usage.

### ARTICLE III - MEMBERSHIP MEETINGS, VOTING

SECTION 1. ANNUAL MEETING The annual meeting of the Members of the Association shall be held at a date, time and place designated by the Board of Directors within thirteen (13) months of the previous annual meeting. A notice stating the date, time and place of the annual meeting must be sent by the Association to each Member at that Member's last address of record with the Association via hand delivery or U.S. Mail at least fourteen (14) days before the date of such annual meeting. Notice of any annual meeting of the Members shall be deemed to be delivered when deposited in the U.S. Mail or hand delivered.

SECTION 2. ORDER OF BUSINESS To the degree practical, the following shall be the agenda for all annual meetings of the Members:

Call to Order

Report of Nominating Committee attesting to validity of each Nominee

Reading the Minutes of last Annual Meeting

Reading the Financial Report for Previous Month

Report of Principal Officers  
Report of Permanent Committees  
Old Business  
New Business  
Election of Directors  
Adjournment

**SECTION 3. SPECIAL MEETINGS.** Special meetings of the Members may be called at anytime by any member of the Board of Directors or upon written request by the majority of Members. Once a special meeting is called, a notice stating the date, time, place and purpose of the special meeting must be sent by the Association to each Member at that Member's last address or record with the Association via hand delivery or U.S. Mail at least fourteen (14) days before the date of such special meeting. Notice of any special meeting of the Members shall be deemed to be delivered when deposited in the U.S. Mail or hand delivered. No business shall be transacted at such meeting except as stated in the notice.

**SECTION 4. MEMBERSHIP, VOTING** The association shall have one class of Members which shall be comprised of all Lot Owners. Each Lot shall be accorded one vote which shall be exercised as the Owner or Owners of the Lot determine among themselves. In no event shall more than one vote be cast for a single Lot. If any Owner of a Lot casts a vote representing that Lot, it shall be presumed conclusively for all purposes that such Owner was acting with the consent and authority of all other Owners of that Lot. Should more than one vote be cast on behalf of a single Lot, none of the votes so cast shall be counted and all votes cast on behalf of the Lot shall be deemed null and void.

**SECTION 5. MAJORITY OF MEMBERS** Whenever a vote of the Members is required with regard to a particular issue, the decision shall be made by the majority (50% plus 1) of those Members voting in person or by absentee ballot at a duly called meeting of the Members at which a quorum has been attained.

**SECTION 6. QUORUM OF MEMBERS** The presence in person or by absentee ballot of Members representing twenty percent (20%) of the total votes in the Association shall constitute a quorum.

**SECTION 7. ADJOURNMENTS** If any meeting of the Members fails to have a quorum present, the meeting may be adjourned and reconvened at a later date.

#### **ARTICLE IV - BOARD OF DIRECTORS**

**SECTION 1. NUMBER AND QUALIFICATIONS** The business of this corporation shall be managed by the Board of Directors. The Board of Directors shall have seven (7) Members. All persons on the Board must be Members of the Association (i.e. all Board members must also be Lot Owners).

**SECTION 2. POWERS AND DUTIES** The Board shall be vested with all powers and duties necessary for administration of the Association and may do all such acts as are not by law or by these By-Laws directed to be done by the Members, including, but not limited to the following:

- (a) To select, appoint and remove all officers, agents and employees of the Association and to prescribe such powers and duties and to fix such compensation for them as may be consistent with law and with these By-Laws the Articles of Incorporation and the Declaration.
- (b) To conduct, manage and control the affairs and business of the Association.
- (c) To borrow money and to incur indebtedness for the purposes set forth in the By-Laws, the Articles of Incorporation and the Declaration and to cause to be executed and delivered, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debit and securities therefore.
  - 1) Indebtedness cannot exceed 15% of approved annual budget without Resident approval. Resident approval will be the majority present at any regular or special meeting.
- (d) To establish an annual budget and to fix and levy assessments and/or water rates from time to time upon the Owners, as provided in the Declaration. The Board is hereby authorized to incur any and all expenditures for any of the proper and/or authorized purposes set forth in the By-Laws, the Articles of Incorporation and the Declaration. Should any Owner fail to pay such assessments and /or water charges when due, the Board in its discretion is authorized to enforce the payment of such delinquent assessments and/or water charges as provided in the Declaration.
- (e) To enforce the provisions of the By-Laws, the Articles of Incorporation or the Declaration.
- (f) To contract for and pay fire, casualty, errors and omissions, blanket liability, malicious mischief, vandalism, and other insurance, insuring the Members, the Owners, the Association, the Board and other interested parties, in accordance with the provisions of the Declaration, covering and protecting against such damages or injuries as the Board deems advisable, which may include, without limitation, medical expenses of persons injured on the Community Property and any easement areas, if deemed advisable by the Board.

- (g) To enter into contracts on behalf of the Association, including, without limitation, for maintenance of the Common Areas and for legal and accounting services.
- (h) To delegate its powers according to law.
- (i) To grant easements where necessary for utilities and sewer facilities over, under and/or through the Common Areas to serve the Association.
- (j) To fix, determine and name from time to time, if necessary or advisable, the public agency, fund, foundation or corporation which is then organized or operated for charitable purposes, to which the assets of this Association shall be distributed upon liquidation or dissolution, according to the Articles of Incorporation of the Association. The assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the Association, and after distribution of all property held or acquired by the Association under the terms of a specific trust or trusts.
- (k) To adopt such rules and regulations as the Board may deem necessary for the management of the Association, including, but not limited to, adopting rules and regulations pertaining to Lots and/or Common Areas, which rules and regulations shall become effective and binding after they are adopted by a majority of the Board of Directors at a meeting called for that purpose.

**SECTION 3. ELECTION OF DIRECTORS** At each annual meeting of the Members, the candidates who receive the highest number of votes shall be elected to fill the open Director positions. Members' votes may be cast for the election of Directors by way of ballot forms provided by the Association which are mailed out or hand delivered to every Member at their last address of record with the Association. Mailed in ballots must be filled out properly by any authorized voting Member and mailed in to the Secretary of the Association. All mailed in ballots are to be counted at the annual meeting of the Members. The Board of Directors may set a date by which all mailed in ballots must be received which deadline for receipt shall appear on the face of such ballot or in a conspicuous manner in the materials enclosed and mailed or hand delivered with ballot. In the alternative, Members may vote in person at the annual meeting. Each Member voting shall be entitled to cast votes for as many nominees as there are vacancies to be filled. Each Member shall also be entitled to write in candidates equal to number of candidates listed on the ballot, not to exceed number of vacancies to be filled. There shall be no cumulative voting. Only one(1) member of a household can be on the Board at the same time. In the event that an annual meeting is not held, or the Board is not elected thereat, the Board may be elected at a special meeting of the Members held for that purpose.

- (a) Notice of vacancies will be published to the members of the Association at a minimum of sixty (60) days prior to the annual meeting to allow sufficient time for interested candidates to submit their intention (brief biography) to run for the Board.
- (b) In the event that there are an equal number of candidates as vacancies, no election will be held.
- (c) The new directors will be seated at the annual meeting.

SECTION 4. VACANCIES. Vacancies on the Board of Directors caused by any reason (other than removal of a director by the Members) shall be filled by the majority vote of the remaining Directors, even though they may constitute less than a quorum. Open positions shall be offered to the next highest vote getter from last election continuing until all candidates from that election have been offered the position. If no one accepts the position, the Board may appoint a replacement. Replacement members will become a director only.

SECTION 5. REMOVAL Any elected Director may be removed if such Director has missed two consecutive meetings without cause, as determined by the majority of the Board. Also, at any duly called meeting of the Members, any one or more Directors may be removed with cause by a vote of a majority of Members and a successor to each removed Director may then and there be elected to fill any vacancy thus created. Any Director whose removal has been proposed shall be given a reasonable opportunity to be heard at the meeting.

SECTION 6. QUORUM OF DIRECTORS A majority of the Members of the Board of Directors present at meeting of the Board shall constitute a quorum for conducting the affairs and business of the Association. The acts of a majority of Directors present at a meeting shall be binding.

SECTION 7. ORGANIZATIONAL MEETING The private organizational meeting of the Board of Directors shall be held within ten (10) days of the election of an Directors by the membership at such time and place as shall be fixed by the Board of Directors.

SECTION 8. DIRECTOR CERTIFICATION Within ninety (90) days after being elected or appointed to the board, each director shall certify in writing to the Secretary of the Association that he or she has read the Association's Declaration of Covenants, Articles of Incorporation, By-Laws, and current written rules and policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the Association's members.

SECTION 9. REGULAR BOARD MEETINGS Regular meeting of the Board may be held at such time and place as shall from time to time be determined by a majority of the Directors, but at least one (1) meeting shall be held each quarter.



**SECTION 10. SPECIAL BOARD MEETING** Special meeting of the Board of Directors may be called by any member of the Board.

**SECTION 11. NOTICE OF BOARD MEETINGS** Notices of all Board meetings, regular and special, must be posted in a conspicuous place on the Property at least forty-eight (48) hours in advance of a meeting, except in an emergency. Notwithstanding the above:

- 1) an assessment may not be levied at board meeting unless a written notice of the meeting is mailed or hand-delivered to all Members at least fourteen (14) days before the meeting, which notice includes a statement that assessments will be considered at the meeting and the nature of the assessments; and/or
- 2) rules that regulate the use of Lots in the community may not be adopted, amended, or revoked at a Board meeting unless a written notices is provided to all Members at least fourteen (14) days before the meeting, which notice includes a statement that changes to the rules regarding the use of Lots will be considered at the meeting.

**SECTION 12. NOTICE FOR OTHER MEETINGS** The notice required for Board meetings shall also be required for the meetings of any committee or similar body when a final decision will be made regarding the expenditure of an Association funds.

#### **ARTICLE V - RESPONSIBILITIES OF OFFICERS AND DIRECTORS**

**SECTION 1. DESIGNATION** The principal officers of the Association shall be the President, Vice President, Secretary and Treasurer who shall each be appointed by majority vote of the Board of Directors. Officers serve at the pleasure of the Board and may be removed and replaced with or without cause by a majority vote of the Directors.

**SECTION 2. DUTIES OF OFFICERS** No instrument, contract, note, obligation, bill of sale or instrument of conveyance shall be executed by said officer for and on behalf of the Association until the same be approved and authorized by the Board of Directors.

The President and Treasurer of the Association shall jointly have the authority and full power to sign, execute and deliver in the name of the Association all instruments, contracts or other documents necessary and proper to bind the corporation. All checks written by or on behalf of the Association shall require the signature of the President and the Treasurer. The Treasurer shall be responsible for all Association funds and shall be responsible for keeping full and accurate records of all receipts and disbursements in books belonging to the Association. At the end of the term of any Treasurer, all records must be turned over to the Board with a written receipt required.

The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as from time to

time be designated by the Board of Directors. All checks and withdrawals shall be executed in such manner as directed by the Board of Directors. Upon request, the Treasurer shall furnish to a prospective purchaser, prospective mortgagee or other authorized person a statement of the current status of assessments and/or water charges including late payments fees and interest owed on a specific Lot.

The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors. The Secretary shall have charge of the minutes and of other papers as directed by the Board of Directors of the Association. The Secretary shall notify Directors and Members of meetings as required herein.

The President, Vice President, Secretary, and Treasurer shall perform all other duties incident to their offices as necessary to serve the Association. The Board of Directors may designate other officers to have the duties granted to particular officers in this provision. The Association may also delegate certain duties of officers to certified professionals, such as licensed accountants or attorneys, if such duties are related to the professional's area of expertise.

#### ARTICLE VI - COMPENSATION

All Directors shall serve the Association without compensation.

#### ARTICLE VII - COMMITTEES

SECTION 1. COMMITTEES The President, as soon after election as convenient, may appoint the Committee chair person of the following committees:

- Beautification
- Activities
- Architectural Review Committee
- Rules & Regulations (Compliance)
- Water Committee

SECTION 2. SPECIAL COMMITTEES In addition to the committees listed above, the President may appoint such special committees as may be deemed necessary at the discretion of the Board.

SECTION 3. NOMINATING COMMITTEE A Nominating Committee shall be appointed by the President at least sixty (60) days prior to the annual Members meeting. This committee will nominate individuals to fill the positions of Directors due to election at the next annual Members meeting, insuring the validity of all applicants.

**ARTICLE VIII - AMENDMENT OF BY-LAWS**

SECTION 1. **AMENDMENT** The By-Laws may be amended, deleted or rescinded by a majority of those Members voting in person or absentee ballot at an annual or special meeting of the Members at which a quorum has been obtained.

**ARTICLE IX - OBLIGATIONS OF MEMBERS**

SECTION 1. **ASSESSMENTS** All of the Members are obligated to pay the annual or monthly assessments and any special assessments imposed by the Board of Directors. All assessments shall be imposed in accordance with the Declaration.

SECTION 2. **WATER CHARGES** All of the Members are obligated to pay water charges based on usage, rates as imposed by the Board of Directors. All water charges shall be imposed in accordance with the Declaration.

SECTION 3. **MAINTENANCE AND REPAIRS** It is the responsibility of every Member to perform all maintenance, upkeep and repairs within his/her Lot and the improvements thereon so as to comply with the Declaration. A Member shall reimburse the Association for any expenses incurred as a result of the Member's failure to comply with the Declaration or as the result of damage to Common Areas, water retention areas, easements and any Association property caused by the Member or that Member's family, agents, guests, invitees, licensees or lessees, contractors and sub-contractors.

SECTION 4. **USE OF PROPERTY** Use of all portions of the Property shall be limited to those usages authorized by ordinances or laws imposed by any government authority and further limited by the Declaration.

SECTION 5. **RULES AND CONDUCT** The conduct of all Members and their agents, guests, invitees, licensees, lessees, contractors or sub-contractors shall be governed by rules and regulations which from time to time may be adopted, amended and approved by the Board of Directors.