

PREPARED BY AND SHOULD
BE RETURNED TO:
Karl W. Bohne, Jr., Esq.
Schillinger & Coleman, P.A.
1311 Bedford Drive
Melbourne, FL 32940

**AMENDMENT AND RESTATED BY-LAWS OF
PALM BAY COLONY HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

THIS AMENDMENT made this 21 day of February, 2020, by Palm Bay Colony Homeowners Association, Inc., (the "Association" or "Homeowners Association").

WITNESSETH

WHEREAS, The Association is a Florida not for profit corporation doing business in Brevard County, Florida and is the Association responsible for the mobile home community known as Palm Bay Colony; and

WHEREAS, on December 12, 1997, the By-Laws of the Association were adopted and thereafter amended; and

WHEREAS, By-Law XII, section 1 of the By-Laws authorizes amendments to the By-Laws upon the approval by 2/3rds of the general membership; and

WHEREAS, the membership of the Association voted to amend the By-Laws as provided herein.

NOW THEREFORE, in accordance with the By-Laws of Palm Bay Colony Homeowners Association, Inc., the following amendments are made:

"OBJECTIVE: To establish rules which will govern the Board of Directors in its dealings with the members of the Palm Bay Colony Homeowners Association, hereafter referred to as the Homeowners Association or the Corporation.

BY-LAW I

SECTION 1: The principal office of the Corporation in the State of Florida shall be located at 2379 Ersoff Blvd NE in the City of Palm Bay, County of Brevard.

BY-LAW II MEMBERS

SECTION 1: Classes of Members

The Corporation shall have one class of members, the designation of such class and the qualifications and rights of the members of such class shall be as follows:

- A. Membership shall be limited to those property owners in Palm Bay Colony whose name appears on the property deed and who have purchased a share

in the Homeowners Association.

- B. No person shall be denied membership in the Homeowners Association on Account of race, creed, religion, sex or nationality.

SECTION 2: Voting Rights

There shall be one vote per membership on each matter submitted to a vote of the voting members. Renters do not have voting rights.

SECTION 3: Transfer of Membership

When a lot owner who owns a membership sells his/her lot, said membership will be transferred to the new lot owner. Any lot owner who owns a membership may transfer that membership to any other lot owner and is responsible for transfer of the membership key(s) (to the Clubhouse and pool) to the new owner, or return of the key(s) to the Clubhouse Office. If the key(s) are not transferred to the buyer or returned to the Clubhouse office, the prevailing replacement fee will be charged. The lot owner receiving the membership and key(s) shall register the transfer with the Association and shall be responsible for any delinquent and future maintenance fees to the Association. A transfer fee, as determined by the Board by resolution, will be paid to the Association. Upon such transfer, the lot owner transferring the membership shall no longer enjoy the privileges and rights afforded membership.

SECTION 4: Termination of Membership

All memberships and eligibility to own any shares in the Homeowners Association shall terminate when the member is no longer a lot owner in Palm Bay Colony. On such termination, any right, title or interest of the member in or to the property or assets of this Corporation shall cease.

SECTION 5: Membership Prices

The Board of Directors may recommend to the members a suggested change in the price of membership. Actions on such recommendations shall be by a vote of the majority of the members present, quorum having been established.

SECTION 6: Payments and Dues

Membership dues should be paid the 1st of each month. The monthly dues (as well as the amount assessed for late payments) shall be determined by the members after having considered the recommendation of the Board of Directors.

SECTION 7: Default in payment of dues and assessment

In an event that a member does not pay dues or assessments, the Corporation shall have the following rights:

- A. After 30 days, a late fee may be assessed.

- B. After 90 days, the member will lose their voting privileges and the member will lose rights to using all facilities.
- C. After 365 days, the member will lose their membership in the Corporation and that membership will revert to the Homeowners Association without any refund or compensation.

BY-LAW III MEMBER MEETINGS

SECTION 1: Annual Meeting

An annual meeting of the members of the Homeowners Association shall be held on the third Saturday in the month of January each year for the transaction of such business as may come before the meeting. Elections for the Board of Directors will also take place on the day of the annual meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the elections of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

SECTION 2: Semi-annual or Quarterly Meetings

The members shall determine at the annual meeting if they wish to hold semi-annual or quarterly meetings.

SECTION 3: Notice of Meetings

Written or printed notice, stating the agenda, place, day, and hour of the meeting of members shall be made available to the members. Notices of such a meeting shall be posted no less than three (3) days prior to the meeting day, by or at the direction of the President. The purpose or purposes for which a meeting is called shall be stated in the notice.

SECTION 4: Quorum

A quorum consists of twenty percent (20%) of the voting members.

SECTION 5: Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member.

SECTION 6: Conduct of Meetings

Robert's Rules of Order shall govern the conduct of the meeting when not in conflict with these By-Laws.

BY-LAW IV ELECTION OF DIRECTORS

SECTION 1: Nominations for Directors of the Corporation shall be submitted in writing to the Secretary of the Corporation by no later than forty (40) days prior to the annual meeting. All candidates must have signified their willingness to serve if elected. A list of the candidates for the Board of Directors of the Corporation shall be made available to the members.

SECTION 2: Absentee ballots shall be sent to voting members on request if such members are unable to attend the annual meeting.

SECTION 3: The candidates receiving the highest number of votes at the annual meeting shall be elected as Directors of the Corporation for a three (3) year term.

BY-LAW V BOARD OF DIRECTORS

SECTION 1: Powers and responsibilities of the Board

The affairs of this Corporation shall be managed by its Board of Directors as follows:

- A. Transact business of the Association in accordance with these By-Laws.
- B. Report its actions to the membership.
- C. Formulate policy and policy changes for the approval of the general membership and to ensure their compliance.
- D. Advise the President and ratify or reject appointments to committees and other positions.
- E. Hire an accountant to conduct an annual audit or compilation of the Association's financial records.
- F. Determine the distribution of activity funds with the consent of the general membership when necessary.
- G. Establish and maintain communications with all residents of Palm Bay Colony.
- H. To perform all duties and accept all the responsibilities specified in the By-Laws, with the understanding that a member of the Board should be willing to accept and fulfill any additional appointments or assignments that may be prescribed by the Board of Directors from time to time.

SECTION 2: MAKEUP OF THE BOARD

There shall be no less than seven (7) and no more than nine (9) Directors of the Board of the Homeowners Association, to be determined by the Board.

SECTION 3: Regular Meetings

The Board of Directors will begin their term of office at the first meeting after the general election and shall meet monthly.

SECTION 4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) Directors. The person or persons duly authorized to call special meetings of the Board may fix any place within the State as the place for holding any special meeting of the Board called by them.

SECTION 5: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 6: Vacancies

Any vacancies occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be published and subsequently filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired portion of the term. Any vacancy on the Board that may occur shall be published and subsequently may be filled by the President with the approval of the majority of the officers of this Corporation.

SECTION 7: Removal

- A. At any regular meeting of members or at any special meeting called for such purposes at which a quorum is present, any Director may be removed from office, with or without cause, by majority vote of the members.
- B. New Directors may be elected by the members for the unexpired terms of Directors removed from office at the same meeting at which such removals are voted. If the members fail to elect persons to fill the unexpired terms of removed Directors, such terms shall be considered vacancies to be filled by the remaining Directors, as provided for in Section 6 above.

SECTION 8: Expenditures

The Board of Directors shall prepare a budget that shall be presented to the membership for approval. Any expenditure over \$5,000, with the exception of an emergency repair, must be approved by the majority of the members present at any membership meeting, quorum having been established.

BY-LAW VI OFFICERS

SECTION 1: Officers

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Sergeant-At-Arms, and such other officers as may be appointed in accordance with the provisions of this By-Law. All officers shall be members of Board of Directors.

SECTION 2: Election and Term of Office

The Directors of the Corporation shall be elected every calendar year by the Shareholders. The newly-elected Board of Directors shall meet no later than seven (7) days after the Annual Meeting to elect the officers of the Corporation.

SECTION 3: Removal of Officers

Any officer elected by the Board of Directors may be removed by the Board members whenever, in their judgment, the best interests of the Corporation would be served thereby.

SECTION 4: Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be appointed by the Board of Directors for the unexpired portion of the term.

SECTION 5: President

The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business and affairs of the Corporation under the guidelines established by the Board of Directors. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general, he/she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6: Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all restrictions upon the President. The Vice President shall be a liaison to the Palm Bay Colony Homeowners Association Activities Committee. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts from monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8: Secretary

The secretary shall be assigned to the following:

Keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose.

See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law.

Be custodian of the corporate records and the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws.

Keep a register of the post office address of each member which shall be furnished to the Secretary by such member, and, in general, perform all duties as from time to time may be assigned to him/her by the President of the Board.

SECTION 9: Sergeant-At-Arms

The Sergeant-At-Arms shall keep order at all meetings of the members of the Corporation and shall see that interference by non-voters does not take place.

BY-LAW VII COMMITTEES

SECTION 1: Activity Committee

The Activity Committee shall be responsible for all planning, publicity and scheduling of the social activities of Palm Bay Colony. The Activity Committee shall be comprised of members of the Association and serve as needed. The chairman of the Activity Committee shall be selected by the members of the committee, from the members of the committee, subject to the approval of the Board.

SECTION 2: Grievance Committee

The grievance committee shall consist of one (1) Board member and two (2) members at large from the Association to be selected annually at the annual meeting. They will meet as necessary to investigate and negotiate grievances between association members in a timely manner. Their findings will be final and not open to appeal. At no time shall any arbitrated decision of this committee be in violation of these By-Laws or the deed restrictions of Palm Bay Colony. This committee shall be completely independent of the Board of Directors.

SECTION 3: Other Committees

The Board may, from time to time, appoint such committees as it feels necessary.

SECTION 4: Rules

Each committee may adopt rules for its own government not inconsistent with these By-Laws or the rules adopted by the Board of Directors.

BY-LAW VIII RESIDENCY

SECTION 1: Directors

All Directors and Officers must be residents of Palm Bay Colony and members with membership in good standing for at least one year. Only one resident per member property may serve on the Board at any one time.

SECTION 2: Volunteers

Block Captains and other volunteers must be residents of Palm Bay Colony.

BY-LAW IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1: Contracts

The Board of Directors may authorize any officer or officers or agent or agents of the Homeowners Association, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Homeowners Association. Such authority may be general or confined to specific instances.

SECTION 2: Checks and drafts and other orders for payment

All expenditures exceeding \$500.00 will require the signature of two (2) Board members. The authorized signees will be determined by the Board.

SECTION 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4: Gifts

The Board of Directors may accept on behalf of the Homeowners Association any contribution, gift, bequest, trust or devise for the general purpose of the Homeowners Association.

BY-LAW X COMPLIANCE AND DEFAULT**SECTION 1: Violations**

In the event of a violation, other than the non-payment of dues or an assessment by a member of any of the provisions of these By-Laws, any applicable deed restrictions as stated in the Consolidated and Restated Declarations of Restrictions, Conditions, Covenants and Reservations for Palm Bay Colony Homeowners Association, Inc., and any other rules established by the Corporation, or the applicable Florida Statutes, the Corporation, by direction of its Directors shall notify the member of said breach by written notice, transmitted to the member at his last known address by certified mail. If such a violation shall continue for a period of thirty (30) days from the date of mailing of the notice, the Corporation shall have the right to treat such violation as an intentional material breach of the By-Laws, the rules or the Florida Statutes, and the Corporation shall then, at its option, have the following elections:

- a. to commence an action in equity to enforce performance on the part of the members, or
- b. to commence an action at law to recover its damages, or
- c. to commence an action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief.

Upon finding by a court that the member was in violation of any of the provisions of the above-mentioned documents or Florida Statutes, the members shall reimburse the Corporation for its reasonable attorney's fees and costs incurred in bringing such action.

In the event of a violation, other than the non-payment of dues or an assessment, the Corporation may also be entitled to suspend, for a reasonable period of time, the rights of a member, or a member's tenants, guests/invitees, or all of the above, to use recreational facilities and clubhouse and may levy reasonable fines not to exceed One Hundred Dollars (\$100) per violation, against any member or any tenant, guest, or invitee. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing pursuant to Florida Statute 720.305(2)(a), and such fine may exceed One Thousand Dollars (\$1,000).

BY-LAW XI AMENDMENTS**SECTION 1: Powers of members to amend By-Laws**

The By-Laws of this Corporation may be amended, repealed, added to, or new By-Laws may be proposed by a 2/3 vote of the members present, when such change is proposed at a meeting called for that purpose by the Directors according to the By-Laws.

BY-LAW XII MISCELLANEOUS**SECTION 1: Books and Records**

This Corporation shall keep current and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board and shall keep at their registered or principal office a roster giving the names and addresses of the members entitled to vote. All books and records of the Homeowners Association may be inspected by any member, or agent, or attorney for any proper purpose at any reasonable time.

SECTION 2: Accounts and Financial Responsibility

A minimum of three (3) bank accounts will be maintained by the Corporation.

- a. One account to be supported by yearly dues, membership purchase and transfer fees, estoppels, advertising, and any other income not designated as a result of a social activity.
- b. A second account shall be kept to support the social activities of the Homeowners Association. Social activities shall be self-supporting on an individual basis, to the extent that it is possible to do so. Any profits from any event or activity will be held in the activity account. In any particular case when an event or activity cannot, by its nature, be self-supporting, funds shall be provided by the resolution of the Board or a majority vote of the membership. Activities will be provided with a start-up fund to be determined by the Board. Any profits above the start-up funds will be returned to the general fund.
- c. A third account shall be maintained to support the replacement of assets. This account shall be funded by transfer of funds from the account as noted in (a), based on the amount designated in the Asset Replacement Fund Schedule.

SECTION 3: Corporate Seal

The Board of Directors shall provide a Corporate Seal.”

SECTION 4: Gifts

The Board of Directors may accept on behalf of the Homeowners Association any contribution, gift, bequest, trust or devise for the general purpose of the Homeowners Association.

BY-LAW X COMPLIANCE AND DEFAULT**SECTION 1: Violations**

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Except as amended herein the remaining provisions of By-Laws of Palm Bay Colony Homeowners Association, Inc., dated December 12, 1997, and any previous amendments not affected by this amendment shall remain in full force and effect.

I CERTIFY that the foregoing amendment was passed and adopted in accordance with the By-Laws of Palm Bay Colony Homeowners Association, Inc.

Palm Bay Colony Homeowners Association, Inc.

ATTEST:

By: Cheryl Kiesel
its president, Cheryl Kiesel

Lorraine Post
Secretary, Lorraine Post

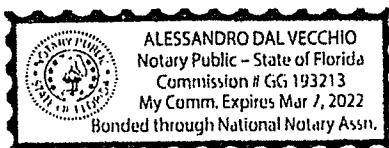
Richard Dundas
Witnesses Print Richard Dundas

Roger W Michaud
Witnesses Print Roger W. Michaud

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged by Cheryl Ann Kiesel, President before me by means of physical presence or online notarization, this 14 day of FEBRUARY 2020, by.

[SEAL]



Alessandro Dal Vecchio

Signature of Notary Public

Personally Known OR

Produced Identification

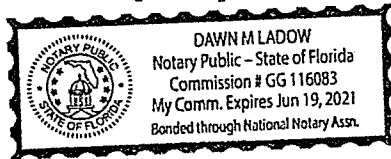
Type of Identification Produced A FLORIDA DRIVER LICENSE

Lorraine Post

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged by Lorraine Post, Secretary
before me by means of physical presence or online notarization, this 21st day of
Feb 2020, by.

[SEAL]



Dawn M Ladow

Signature of Notary Public

Personally Known OR

Produced Identification

Type of Identification Produced

Not Done

NYA
exp. 1-13-28

