



**Certificate of Adoption of Initial Bylaws for The Hamlets**

Whereas the Declaration of Covenants, Conditions, Restrictions and Easements for The Hamlets, a Florida not for profit corporation ["Association"], recorded in Official Records on 01/16/2002 in Book     , Page 1989, Public Record in and for Osceola County, ["Declaration"], as supplemented or amended thereafter in Book N/A, Page N/A, and further by Book N/A, Page     , establishes certain restrictions certain restrictions and covenants and that the operation of the Association shall be pursuant to Bylaws; and,

Whereas the Declaration, and as amended, does not create or incorporate of reference an initial set of bylaws for the Association; and,

Whereas Florida law permits the Initial Bylaws to be established by the Association's Board of Directors pursuant to Section 617.0206, Florida Statutes, which states as follows?

The initial bylaws of a corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

Now therefore, the Board of Directors by affirmative vote of a majority of the Board hereby establishes in Initial Bylaws for the Association, as set forth in Exhibit "A" to this Certificate.

In Witness whereof, the undersigned persons being the current President and Secretary, respectively, of the Association, acknowledging authorizing this amendatory instrument by setting their hands and seals to this document on this 04<sup>th</sup> of March, 2022.

The Hamlets Homeowners Association, Inc.

[Signature]  
President  
Printed Name: Jose L Ramos

[Signature]  
Secretary  
Printed Name: GAIL SNYDER

[Signature]  
Witness No. 1 to President and Secretary Signatures

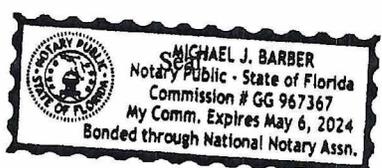
[Signature]  
Witness No. 2 to President and Secretary Signatures

Printed Name: MICHAEL J. BARBER

Printed Name: MICHAEL J. BARBER

The foregoing instrument was acknowledged before me on 4<sup>th</sup> day of March, 2022, by the above listed HOA President, and by the above listed Secretary, JOSE RAMOS AND GAIL SNYDER Who are each personally known to me, who each did take an oath that the matters contained therein are true and correct.

[Signature]  
Notary Public of the State of Florida



## **Initial Bylaws of The Hamlets**

**Section 1: The Association. Identification of Association:** These are the Initial Bylaws of The Hamlets, (“Association”) as duly adopted by its Board of Directors (“Board”). The Association is a corporation not for profit, organized pursuant to Chapters 617 and 720, Florida Statutes, and as amended from time to time. The Association is a mandatory homeowner’s association governed by its governing documents, local, state and federal law, and is a not-for-profit organization. The officers of the Association shall be as regularly submitted to the Division of Corporations for the state of Florida and thereafter as may be designated by the Board. The fiscal year of the Association shall be a natural calendar year. The seal of the Association shall bear the name of the Association and shall presume “Florida corporation not for profit” whether expressed or not,

**Section 2: Explanation of Terminology:** The terms defined in the Article of Incorporation of the Association (“Articles”) as well as in the Declaration of Covenants, Conditions, Restrictions for the Association (“Declaration”), and as amended from time to time, are incorporated herein by reference and appear with capital letters in the Articles and Declaration and will also be so used in these Bylaws.

### **Section 3: Membership; Members’ Meetings; Voting and Proxies**

3.1 The qualification of Members, the manner of their admission to membership in the Association, the manner of termination of such membership and voting rights by a Member shall be as set forth in the Articles and Declaration.

3.2 The Members shall meet annually (“Annual Members’ Meeting”). The Annual Members’ Meeting shall be attempted at least once every calendar year at a place as designated by the Board and on such day and at such time as designated by the Board in the notice of such meeting. The Board shall attempt to set the Annual Members’ Meeting in the same month as in prior years, with a two (2) weeks notice for the AGM to the resident members. The purpose of the Annual Members’ Meeting shall be to hear reports of the officers, elect members to the Board of conformity with the Articles and Declaration, and to transact any other business to be brought before the Members. Should the Annual Members’ Meeting fail for lack of Quorum or insufficiency of voting interest present, there shall be no obligation to Re-Notice or attempt again that meeting.

3.3 Special meetings of the Members other than the Annual Members’ Meeting shall be held at any place if and whenever called by the majority of the Board or upon written request from at least 10% of the total number of votes entitled to be cast by Members. Upon request by the majority of the Board or upon application of sufficient percentage of the Members for such a Special Meeting, that meeting shall be attempted within 30 days. Should the Special Members’ Meeting fail for lack of quorum, there shall be no obligation to re-notice or attempt again that meeting.

3.4 Except as otherwise provided in the Articles of Declaration, written notice of the Annual Members’

Meeting shall be sent to each Member at either his or her last known address as it appears on the books of the Association or as per the Property Appraiser's mailing address as set forth in the public records not less than fourteen (14) days prior to the date of the Annual Membership Meeting. Notice of the Special Meeting shall also be provided by regular U.S. Mail with at least 14 days' notice from date of mailing. Additionally, Members' Meetings shall have at least 48 hours posted notice. The notice of a Members' Meeting shall contain a reference to the purpose or agenda of that meeting, and must include the date, time and place of the Meeting.

3.5 The Members may take action by written consent in lieu of conducting a Membership Meeting and such act by written consent shall be verified and adopted by the Board.

3.6 A Quorum of the Members shall be at least Thirty (30%) of the total Voting Interest of the Members.

3.7 At any Annual Members' Meeting at which an election of candidates to the Board of Directors is to occur, written ballots shall be used. Cumulative voting shall not be allowed. Proxies shall be allowable for quorum purposes only at an Annual Member's Meeting. Limited Proxies cannot and shall be used to cast a vote at any Annual Member's Meeting. Proxies can be used by Members to cast votes on any other matter requiring a membership vote other than the election of members to the Board of Directors. There shall be no Election Committee or Nominating Committee utilized. Nominations for candidates for election to the Board of Directors can be taken as floor nominations during the Annual Members' Meeting.

3.8 If a quorum is not in attendance at a Members' Meeting, then the Meeting shall be adjourned for lack of quorum. The Board of Directors shall determine whether to attempt again the Membership Meeting for that year if the initial attempted Membership Meeting fails for lack of quorum. The Board of Directors shall have no obligation to attempt a second meeting should the first fail for lack of quorum and shall have the sole discretion to attempt or to not attempt a second Meeting.

3.9 Minutes of all Meetings shall be kept in a reasonable manner and in accordance with the requirements of Chapter 720 by the Association or its designated agent, such as a property manager, in the ordinary course of business contemporaneous with the operation of the Association's business. The Association shall be obligated to maintain Official Records of the Association for a minimum of Seven (7) years from date of creation or entry, unless required by law to maintain for a longer period, and thereafter shall be authorized to destroy records older than the minimal retention period. Inspection rights of Official Records shall be as set forth in Chapter 720, Florida Statutes, as amended from time to time.

3.10 There shall be no voting for board members by mail; however, electronic voting can be authorized and instituted by the Board of Directors for any membership meeting so long as the process complies with Florida Statutes. Use of a written consent form for action in lieu of a Membership Meeting is not considered voting by mail and is expressly authorized per Chapter 617. If electronic voting is the sole method used for voting on a Membership matter, then the

Affirmative vote by a majority of the total Voting Interest shall carry the vote unless the Declaration or Florida Statutes requires a higher percentage.

3.11 The voting on any matter at a Membership Meeting shall be written or electronic ballot if electronic voting has been authorized and established in advance by the Board of Directors. Ballots may or may not contain information on the Member casting the ballot.

3.12 There shall be no mandatory recount in case of election of the board of directors. Those candidates with the highest vote counts shall serve on the board of directors. If there is a tie between two candidates for the final seat, then either that seat shall remain vacant to be filled by the board of directors at a subsequent board meeting or unless the tied candidates agree upon a tie breaking act during the Membership Meeting, including something as simple as a coin toss or pulling a name from a hat. Absent an agreement which shall bind the tied candidate during the Membership Meeting, the final seat shall remain vacant and there will not be a run-off election.

#### **Section 4: Board of Directors & Board of Director's Meetings:**

4.1 The business and administration of the Association shall be its Board and the Board shall have all authority conveyed under Chapters and , Florida Statutes unless expressly prohibited by these Bylaws, by the Articles or by the Declaration of the Association. The Board shall consist of Three (3) Members of the Association.

4.2 Members of the Board of Directors ("Director" or "Board Member") or "Member of the Board") must be Members of the Association, shall be over the age of 18, and shall be Member in good standing such that no monetary obligation is owed by that potential member of the Board to the Association in any amount which is in excess of 90 days as of the day of the nomination or election to the Board. Any person elected or designated as a Director shall have all the rights, duties, privileges, and obligations of a Director of the Association.

4.3 The board of directors shall manage the affairs of the Association and shall consist of not less than Three (3) and not more than nine (9) persons. The Board shall include home owners of a property in The Hamlets and shall be residents therein. There shall be an allowance to serve out a term if a Board member relocates locally in FL during the term of service, The President shall serve a Three (3) year term, the Vice-President shall serve a three (3) year term and the Secretary/Treasurer shall serve a Three (3) year term. These terms of service are dictated by the Availability and Qualification of Membership. The Directors serving the ARC and Violation committees shall serve one (1) year, requiring the renewal of their Intent Form for continuance of Membership. ARC and Violation Committee members may be appointed by the Board. In The event of a resignation or death, the remaining Board members may fill that vacancy.

4.4 The newly elected Board of Directors shall hold an organizational meeting either immediately following the Annual Membership Meeting or within 10 days of any annual election. The organizational meeting shall be a Board Meeting and the purpose of the purpose of the Organizational meeting is to have the Board Members present elect the Board Members to

Director Positions. Provided the organizational meeting is held directly following the Annual Members' Meeting, then no further notice of the organizational meeting shall be necessary to the membership. If the organizational meeting is not held upon adjournment of the Annual Membership Meeting, then that Board Meeting shall be noticed with at least 48 hours posted notice.

4.5 Regular meetings of the Board may be held at such times, dates and locations within the county in which the Association is located as set by the majority vote of the Board of Directors. Notice of a Regular Meeting shall have no less than 48 hours posted notice. Special meetings of the Board may be called at the discretion of the President or the Vice President but shall have no less than Seven (7) days posted and mailed notice unless Florida law, the Articles or Declaration require more notice.

4.6 Any Director may waive notice of the Board meeting in writing before, during or after a meeting and such waiver shall be deemed absolute proof of sufficient notice. Attendance at a Board meeting is also proof of sufficient notice and those Board members present waive any claim of insufficiency of notice.

4.7 All other notice to the Membership shall be in accordance with Chapter 720, Florida Statute, as amended from time to time.

4.8 A quorum of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. Matters approved by majority of the Directors present at a meeting at which a quorum is present shall constitute the official act of the Board, except as may be otherwise specifically provided by law, by the Articles or by the Declaration. If at any Board meeting there is less than a quorum present, the majority of those present may adjourn the meeting and call for a new time, date, and location for the next Board meeting.

4.9 The presiding officer at all Board meetings shall be the President. In the absence of the President, the Vice President shall preside. If neither presiding officer is present, then the Board meeting shall be run by consensus of those Board Members present if there is a quorum.

4.10 Directors shall not be paid compensation for service on the Board of Directors. Financial conflicts of interest in matters of Association business must be disclosed in accordance with Florida Law. The majority of the Board of Directors can vote to disqualify a Board Member from any particular vote if the majority of the Board determines that there is a conflict of interest that should prevent the other Board Member from voting on any matter. Such disqualification of a Board Member for the appearance of or for actual conflict of interest shall be voted upon prior to the vote in which the Board Member is thought to have a conflict.

4.11 Minutes of all Board meetings need not be recorded. Rather, records of the meeting shall be kept in a reasonably detailed manner in written format. Minutes are not deemed Official Records of the Association until ratified and adopted by the Board.

4.12 Meetings of the Board shall be open to all Members; however, are not open to the public. The Board may invite non-members to attend and to speak at Board meetings. Members may have an agent attend the Board meeting on his or her behalf so long as the agent has written proof of such agency relationship. The Board may hold closed meetings in accordance with Florida law. Members present at the Board meeting can invoke his or her right to speak at a Board meeting on any matter reflected upon that meeting's agenda for Three (3) minutes providing that the Members indicates in writing an intent to speak prior to the beginning of the meeting. The Board need not take any action upon such matters raised by the speaking Member, nor is the Board obligated to comment upon such matters. If a majority of the Board wishes to deviate from these procedures, it may elect to do so, on a case-by-case basis.

4.13 Any action required to be taken at a Board meeting may be taken without a meeting if a consent to action without meeting is done in writing (however, this act outside of meeting may not be accomplished via email), specifically stating the action to be taken or ratified, and as signed by each and all Directors entitled to vote. Such written and signed consent shall have the same force and effect as a unanimous vote of the Directors, provided, however, that such action by written consent may not be used for adopting Regular Assessments of Special Assessments.

#### **Section 5: Powers and Duties of the Board of Directors**

5.1 All of the powers and duties of the Association shall be exercised by the Board. Such powers and duties of the Board shall include, but not be limited to all powers and duties set forth in the Association's Articles and Declaration, as well as all other powers and duties of a director of a corporation not for profit.

5.2 The Association and the Board may employ a manager or other professionals to perform any of the duties, powers, or functions of the Association. The Members of the Board shall not be personally liable for nay omission or improper exercise by the manager.

5.3 The Board of Directors shall at all time act collectively and individually as a fiduciary for the Association and its Members.

#### **Section 6: Implementation of Collection Policy:**

6.1 The Board has the duty to adopt an annual budget including Regular Assessments and from time-to-time Special Assessments. Florida Statute authorizes the imposition of interest and late fees on all unpaid delinquencies if set forth in the governing documents. If any HOA dues ( Quarterly Fees or Fine Assessments ) are not paid within Fifteen (15) Days after the due date, a late fee of \$25.00 will incur every two weeks thereafter ( or such amount as established by the

Board of Directors ) may be levied. In addition, Any Assessments that are not paid when due shall bear interest in an amount equal to The maximum rate allowable by law, per annum beginning from the due date till paid in Full. The Association may bring action Forty-Five (45) days after the Owner has been provided with written notice of the Associations intent to claim a lien against the Home and collect the unpaid amounts.

Non-Paid Assessments. The Association shall not be required to bring such an action if it believes that the best interest of the Association would not be served by doing so. There shall be added to the Assessment all costs in preserving the priority of the lien and all costs and expenses of collection including, attorney's fees, Para-Professional Fees, Pre-Trial and at all levels of proceedings including appeals. Any payment of the Fees past due received and accepted by Association shall be applied first to any interest Accrued, then to any late fees due, then to any costs and reasonable attorney's fees Incurred in collecting the Assessments. No owner may waive or otherwise escape Liability for Assessments provided for herein by Non-Use of or the waiver of the right to use the Common Area or by the abandonment of a home. There is no Owner rights for access, recreation, fishing, dumping or otherwise use or disturb the Retention Pond ( which is part of the Surface Water Management System ) except as the Board or ARC may expressly grant. The area adjacent to the Retention Pond ( Tract "A" ) is not a Recreational Area.

**Section 7: Officers of the Association:**

7.1 Executive officers of the Association shall be the President, one or more Vice President, a Treasurer and a Secretary, all of whom must be current Board Members, and reside within the community. Annually so as to coincide with the date of and immediately following the Annual Members' Meeting the Board of Directors shall amongst themselves at the Organizational Meeting elect from themselves who will fill the role of each Officer. In case of any vacancy, the remainder of the Board shall fill such vacancy upon simple majority vote. The term of each Officer shall be for the term of that Member's current one-year term on the Board. All Officers have one vote and no one Officer's vote carries greater weight than any other Officer's vote.

7.2 The HOA President shall be Chief Executive Officer of the Association with all powers and duties usually vested in that office, including but not limited to the power to appoint committees from among Members, financial approvals, and to assist in the conducting of the affairs of the Association and presiding over all meetings of the Board and Members.

7.3 Vice President shall, in the absence or disability or in case of a vacancy of the HOA President, exercise all powers of the President.

7.4 The Secretary shall keep the minutes of all meetings of the Board unless the Board has delegated that duty to a property manager. The Secretary shall have custody of the seal of the Association and shall affix by seal or signature the same to instruments requiring such seal as directed by action of the Board.

7.5 The Treasurer shall keep the assessment rolls and accounts of the Members and shall keep the books of the Association in accordance with good accounting practices and shall perform all

the duties to the office of the Treasurer.

7.6 The compensation, if any, of the officers, vendors or employees of the Association shall be fixed by the Board. Compensation shall not violate provisions of Florida law. Directors may have an interest in Association contracts so long as disclosure and notice are sufficient under Florida law. An interested director shall abstain from voting on the related matter.

**Section 8: Resignation:**

Any Director or officer may resign his or her post at any time in writing. The written resignation shall be effective upon deliver unless another time and date are specified therein. Acceptance is deemed automatic and is not required for the resignation to be effective. At any time when a Director conveys or otherwise transfer away all interest in the Residential Lot, such conveyance shall be deemed written resignation with no further act necessary for the removal of that Director.

**Section 9: Amendment to these Bylaws:**

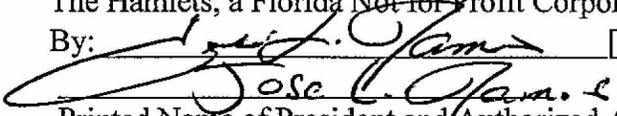
These Bylaws may be amended from time to time by a 2/3 or greater vote of the Board of Directors and without need of Membership joiner. Such amendment shall be codified in a Certificate of Amendment to the Bylaws as signed by the Association President in confirmation of proper notice of the board meeting and as to sufficient vote of the directors in favor of the amendment. The amendment shall be effective upon recordation in the County's Official Records.

**Section 10: Interpretation and Conflict:**

The Board of Directors is empowered with the right and obligation to reasonably interpret the provisions of these Bylaws. In the case of any conflict between these Bylaws and the Articles of Incorporation or with the Declaration of Covenants, Conditions and Restrictions, including any supplements or amendments thereto, then the Articles or Declaration shall control.

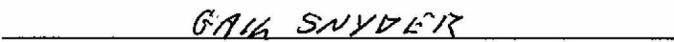
**Accepted and adopted as the Initial Bylaws for the Association as acknowledged below:**

The Hamlets, a Florida Not for Profit Corporation

By:  [Seal]

Printed Name of President and Authorized Agent

And as attested to:  [Seal]



Printed Name of Secretary