

This instrument prepared by and)
should be returned to:)
)
Elizabeth A. Lanham-Patrie, Esq.)
Becker & Poliakoff, P.A.)
111 N. Orange Ave., Suite 1400)
Orlando, FL 32801)
(407) 875-0955)
)
)
)
_____)

CERTIFICATE OF AMENDMENT
TO
BY-LAWS OF
SYKES COVE COMMUNITY ASSOCIATION, INC.

WHEREAS, the By-Laws of Sykes Cove Community Association, Inc., were originally recorded at Official Records Book 2762, Page 1374 as Exhibit “C” to the Declaration of Covenants, Conditions and Restrictions Villa De Palmas Sykes Cove Section 1 recorded at Official Records Book 2762, Page 1355 in the Public Records of Brevard County, Florida (the “Original By-Laws”); and

WHEREAS, the Original By-laws were completely amended and restated and recorded at Official Records Book 2952, Page 2975 as Exhibit “A” to the Amendment to Declaration of Covenants, Conditions and Restrictions Villa De Palmas Sykes Cove Section 1 recorded at Official Records Book 2952, Page 2970 in the Public Records of Brevard County, Florida (the “Amended and Restated By-Laws”); and

WHEREAS, the Amended and Restated By-Laws were further amended at: Official Records Book 3058, Page 3394; Official Records Book 4717, Page 1689; Official Records Book 4849, Page 590; and Official Records Book 6243, Page 2367 all of the Public Records of Brevard County, Florida (these amendments shall collectively be referred to as the “Amendments to the Amended and Restated By-Laws”); and

WHEREAS, the Amended and Restated By-Laws and the Amendments to the Amended and Restated By-Laws shall collectively be referred to as the “By-Laws”; and

WHEREAS, Article X of the Articles of Incorporation provides that the By-Laws may be altered, amended, modified or repealed by a majority of the Directors.

NOW THEREFORE, THIS IS TO CERTIFY that a majority of the Directors approved the amendments to Article I, Sections 3 and 4, Article II, Section 4 and Article III, Section 1 of the

By-Laws as set forth herein at a duly-noticed meeting of the Board of Directors on 10-16-2024, 2024.

Article I, Sections 3 and 4 are hereby amended as follows:

ARTICLE I

MEMBERS

1. ...

3. Quorum. A quorum at Association membership meetings shall consist of attendance in person or by proxy of members entitled to cast 10% of the votes of the Association. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purposes of determining a quorum. ~~Notwithstanding the foregoing, no quorum requirement shall apply to the election of directors, which shall be valid so long as at least twenty (20%) percent of the voting interests shall cast a vote, as hereinafter provided.~~

4. Proxies. Votes by the membership on all matters ~~except the election of directors~~ may be cast in person or by limited proxy. Limited Proxies shall be in writing, shall be valid only for the particular meeting designated thereon and any adjournment or recess thereof and must be filed with the Secretary before the appointed time of the meeting. General proxies may not be used except to establish a quorum or for votes of a non-material procedural matter.

Article II, Section 4 is hereby amended as follows:

ARTICLE II

MEETINGS OF MEMBERSHIP

4. Notice. Notice of the election of directors and all members' meetings, regular or special, shall be given by the President, Vice President or Secretary of the Association, or assigned to the management company for the Association, to each member unless waived in writing. Such notices shall be written or printed, and shall be mailed, ~~or~~ personally delivered, or sent by electronic transmission (if such Member has given written consent to receive notice via electronic transmission) to each member as follows:

(a) For annual business meetings and elections, not less than fourteen **(14)** nor more than sixty **(60)** days prior to the date set for the commencement of such meeting, ~~which notice shall also state the continuation date, time and place of such meeting as discussed in Article III hereof;~~

(b) For any meetings, annual or special, at which the budget of common expenses will be considered, not less than **fourteen (14)** ~~thirty~~ nor more than sixty **(60)** days prior to the date of the meeting;

(c) For special meetings called by the membership pursuant to Section 3 above, not less than fourteen (14) nor more than sixty (60) days prior to the meeting; and

(d) For any other regular or special meetings of the Board, not less than forty-eight (48) hours prior to the date of the meeting, unless the Board determines that an emergency exists, in which case the Board shall give such notice as is reasonable under the circumstances.

All notices of membership meetings may be sent to members by regular mail, if sent by mail. In addition, except in an emergency, when such notice requirement shall be waived, written notice shall be posted at a conspicuous place on the Property not less than forty-eight (48) hours prior to any regular or special Board meeting and not less than fourteen (14) days prior to the annual membership business meeting and election or any special membership meeting

Article III, Section 1 is hereby amended as follows:

ARTICLE III

BOARD OF DIRECTORS

1. Election. The Board of Directors ("Board") of the Association shall consist of five (5) persons ~~not less than three nor more than nine persons who shall be originally appointed as provided in the articles of incorporation ("Articles")~~. The size of the Board may be changed by vote of the Board of Directors taken at least sixty (60) days prior to the annual business membership meeting and election, provided that: there shall be no less than three (3) directors; always be an odd number of directors; and provided further that no change in the size of the Board may operate to prematurely end the term of a qualified sitting director. ~~Thereafter, subject to the provisions of the Declaration and the Articles, the members at each annual membership meeting and election shall elect such directors.~~ Directors shall hold office for a term of one year and until their successors shall be elected and qualified. At each election for directors, each member shall be entitled to vote for as many persons as there are directors to be elected. No cumulative voting shall be permitted. The candidates receiving the highest number of votes shall be declared elected.

Notwithstanding any other provision of these Bylaws to the contrary, commencing with the 2024 election of directors and at all election of the directors, thereafter, shall proceed as follows:

(a) The Association shall provide a first notice of annual business meeting and election not less than forty (40) days before the date of the annual business meeting and election to all members advising the members of the impending annual business meeting and election and giving members an opportunity to timely submit his/her notice of intent to be a candidate.

(b) A member desiring to be a candidate must give written notice of his/her intent to be a candidate, not less than twenty-five (25) days before the scheduled annual business meeting and election by 5:00 p.m. Upon request of a candidate, the Association shall

include an information sheet, no larger than 8 1/2 inches by 11 inches, which must also be furnished by the candidate to the Association not less than twenty-five (25) days before the election. The Association shall not be liable for the contents of the information sheet prepared by the candidate, however, if the Board determines, in its sole discretion, that the information sheet defames the current Board or other candidates, then the Board shall have the right not to submit the candidate information sheet to the members.

(c) A second notice of annual business meeting and election and a limited proxy, identifying all the candidates who timely submitted their notice of intent to be a candidate, shall be provided by the Association at least fourteen (14) days prior to the annual business meeting and election, along with the candidate information sheet, if timely provided by the candidate. The limited proxy shall list the candidates alphabetically by surname and without designation of any incumbency.

~~a. On the date set for the commencement of the annual membership meeting and election the first and only order of business shall be to open the floor for nominations to permit any member to nominate himself or herself as a candidate for the board. After all nominations have been accepted, nominations shall be closed and the meeting shall be adjourned to a continuation date, time and place falling no less than fourteen (14) and not more than thirty (30) days later. The names of all nominees, including without limitation, those persons who have nominated themselves at the commencement of the meeting or who have been nominated by action of a nominating committee shall be placed on an election ballot, listed alphabetically by surname and without designation of any incumbency, and the election ballot shall be given to the members in the manner provided in Article II, Section 4 hereof together with a second notice of continuation of the annual membership meeting and election. The notice shall also be accompanied by a blank ballot envelope and a larger self-addressed return envelope with space for the member to sign the envelope and indicate the record address of the member.~~

~~(b) (d) Members may vote by mail by personally completing the ballot; **at the annual business meeting and election or by submitting a limited proxy.** placing it inside the anonymous ballot envelope, by placing the sealed ballot envelope inside the larger return envelope, by legibly signing the return envelope same and indicating the members' record address thereon, and by returning the sealed return envelope to the Association by no later than the start of the continuation meeting. Members who have not voted by mail may vote in person at the commencement of the continuation meeting by a like procedure and the Association shall have a supply of blank ballots, ballot envelopes and return envelopes at the continuation meeting. No proxies shall be permitted to be used in the election of directors.~~

(e) If two or more candidates for the same position receive the same number of votes, which would result in one or more candidates not serving, the candidates may determine amongst themselves who should serve. If the candidates cannot agree as to who will serve, the Association shall conduct a runoff election using the procedures set forth herein starting with the second notice of annual business meeting and election. The runoff election must be held not less than twenty-one (21) days, nor more than thirty (30) days, after the date of the annual business meeting and election at which the tie vote occurred.

(f) Notwithstanding the foregoing, an election is not required unless more candidates file notices of intent to run. If an election is not required, then those members who timely turned in their notices of intent to run shall automatically become directors on the date of the annual business meeting and election.

~~c. Once an election ballot has been submitted it may not be reclaimed. The voting materials shall not be deemed to be part of the official records and not available for inspection until after the conclusion of the election. There shall be only one ballot inside a ballot envelope and only one ballot envelope inside a return envelope. Owners of multiple lots shall use separate ballots and envelopes for each lot. Limited proxies and designations of voting representatives found inside the voting envelopes are not thereby disqualified and may be registered and used for their intended purposes. No election ballot may have more votes thereon than there are vacancies to be filled. Election ballots not conforming to these requirements shall not be counted and unsigned return envelopes shall be retained, but shall not be opened for any reason. For purposes of this provision a signature may be any printed, typed or written expression which is intended to identify the member submitting the ballot and which is readily understood as identifying a specific member.~~

~~d. All return envelopes received by the Association shall remain unopened and shall be brought to continuation meeting as they were received. The Association may, however, record in advance of the continuation meeting the names of those members who signed and submitted return envelopes by mail in order to track who has voted and who has not. At the commencement of the continuation meeting the first order of business shall be the election of directors, and all voting interests who have not previously submitted a ballot may do so. The election shall conclude and no further voting shall be permitted when the persons appointed at the continuation meeting to act as vote counters have opened the first outer envelope. The vote counting shall proceed by first separating all signed return envelopes from the anonymous ballot envelopes within, and once completed, by opening and counting the ballots in the sealed ballot envelopes. No quorum shall be required in order to conduct the election and the election shall be valid as long as twenty (20%) percent of the voting interests of the Association shall have cast a vote in the election. The counting of votes shall be conducted in a location where it may be observed by the members present at the continuation of the annual members business meeting and election, but the members' business meeting may proceed with the determination of a quorum and the conduct of the balance of the business meeting. In the event of an election dispute not covered by the foregoing provisions, it is intended that the ballot submission, handling and counting process conform to the extent possible to that in effect in Florida condominiums as of the date of this amendment.~~

~~e. In the event of a tie, if neither candidate willingly withdraws, the tie shall be resolved by the drawing of lots or similar random selection device, without need of a runoff election.~~

2. ...

(SIGNATURES ON NEXT PAGE)

Executed at Merritt Island (city), Brevard County, Florida, on this the 16th day of October, 2024.

Signed, sealed and delivered in the presence of:

SYKES COVE COMMUNITY ASSOCIATION, INC.

WITNESS: [Signature]

[Signature]
Printed Name: Susan aroyan

Address: 230 Sykes point lane
Merritt island, Fl 32953

[Signature]
Printed Name: Steve ash

Address: 206 Sykes point lane Merritt island Fl
206 Sykes point lane Merritt island Fl

WITNESS: [Signature]
Printed Name: Carolyn J Breza

Address: 231 Sykes Point LN
Merritt Island FL 32953

[Signature]
Printed Name: Helen Fournier

Address: 228 Sykes Point Ln,
228 Sykes Point Ln,

By: [Signature]
Printed Name: Ashley Doig
Title: President
Address: 2075 Leeward Lane
Merritt Island, FL. 32953

(CORPORATE SEAL)

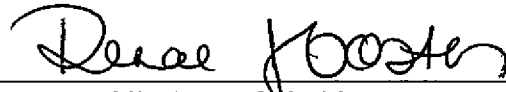
Attest: [Signature]
Printed Name: Rebecca Hauser
Title: Secretary
Address: 210 cove loop drive
210 cove loop drive

(NOTARY ON NEXT PAGE)

STATE OF FLORIDA
COUNTY OF Brevard

THE FOREGOING INSTRUMENT was acknowledged before me by means of [] physical presence or [] online notarization this 16th day of October, 2024, by Ashley Doig and Rebecca Hauser as President and Secretary respectively of **Sykes Cove Community Association, Inc.** They [] are personally known to me or [] who have produced _____ (type of identification) as identification. They acknowledge executing this document in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in them by said corporation.

WITNESS my hand in the County and State last aforesaid on this 16th day of October, 2024.



Notary Public-State of Florida
Print Name: Renae J Foster
Commission No.: HH 171673
My Commission Expires: October 5, 2025

