

THIS INSTRUMENT PREPARED BY:  
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South Milhausen, P.A.  
1000 Legion Place, Suite 1200  
Orlando, FL 32801  
(407) 539-1638

**CERTIFICATE OF AMENDMENT**  
**to**  
**BYLAWS**  
**of**  
**PALERMO VISTA HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the original Declaration of Covenants, Conditions, and Restrictions and By-laws for PALERMO VISTA HOMEOWNERS ASSOCIATION INC. was recorded October 17, 2014, in Official Records 08351, Page 1037, et. seq. (the "Declaration"), as subsequently amended; and whereas a Special Membership meeting was conducted on September 7, 2022, and the requisite number of Members and Board Members voted in favor of said amendment as reflected in the meeting minutes of the Association.

**Additions indicated by underlining**  
**Deletions indicated by strike-through (—)**  
**Unaffected, omitted, language indicated by ellipsis (...)**

The name of the corporation is Palermo Vista Homeowners Association, Inc., (the "Association"). The principal office of the corporation shall be located at ~~754 Fleet Financial Court~~ 90 Palermo Vista Court, Longwood, FL 32750, or at such other place as is designated by the Board of Directors of the Association (the "Board"), but meetings of members and directors may be held at such places within or without the State of Florida as may be designated by the Board.

**ARTICLE II**  
**DEFINITIONS**

The definitions as set out in the Declaration of Covenants, Conditions and Restrictions and Bylaws of Palermo Vista. (the "Declaration") are hereby incorporated by the Board.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** The Annual Meeting of the members shall be held in January unless there are Governmental restrictions in place, in such event, the meeting shall be held one month after the restrictions are lifted. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on a day which is not a legal holiday, within one week of such holiday. Any member may attend the annual meeting by Zoom or other electronic means.

**Section 2. Special Meetings.** Special meetings of the members may be called at any time by the President or by the Board, or after the first annual meeting, upon written request of the members who are entitled to vote one-fourth (1/4) of

all of the total voting interests of the Association. Business conducted at any such special meetings is limited to the purposes described in the notice of the meeting. Any member may attend the special meeting by Zoom or other electronic means.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, via email or, if requested by a member, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each member entitled to vote thereat, addresses to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. ~~address supplied by such member to the Association for the purpose of notice.~~ Notice of member meetings and board meetings will be addressed to the member's email address, with verification of receipt. If a member desires to have notice delivered by U.S. mail to their physical address, they must specifically request same by providing written notice to the Association via the Board of Directors. The member may request notice be provided to an address supplied by such member to the Association for the purpose of notice. An owner may at anytime opt into or out of email notification by providing notice to the Secretary of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. A copy of such notice shall also be posted in a conspicuous place on the Association property. Board meeting notices will not be mailed and will only be emailed and posted on the property.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of limited proxies entitled to cast, thirty percent (30%, minimum of 5 members) of the total voting interests of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation of Palermo Vista Homeowners Association, Inc. (the "Articles"), the Declaration, or these Bylaws. The constituting of a quorum shall include the attendance of any member via Zoom or other electronic means. If, however, such quorum shall not be present or represented at any meetings, the Board of Directors shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. Unless otherwise provided in these Bylaws, Articles or Declaration, decisions shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

#### ARTICLE IV TERM AND REMOVAL OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a board of five (5) directors, which shall consist of the President, Vice President, Secretary, Treasurer and an officer. ~~an initial board of three (3) directors (the "Initial Directors"). Thereafter, the Board of Directors shall consist of at least three (3) but not more than five (5) directors, so long as there is an odd number of directors. The default number of directors after the Initial Directors shall be five (5). The number of directors may be changed from time to time by the Board of Directors, so long as (i) the change in the number of Directors shall not operate to deprive a sitting director of any portion of the term to which the director is elected or appointed, and (ii) the change shall occur at least thirty days prior to the annual meeting of the members. If the Board of Directors consist of five (5) Directors they shall be as follows: President, Vice President, Secretary, Treasurer and a Director. If the Board of Directors consist of three (3) Directors they shall be as follows: President/Secretary, Treasurer and Director.~~

Section 2. Term Office: ~~The term of office for all directors is one (1) year.~~ At the annual meeting in 2023 three (3) individuals will be elected for a three year terms (the candidates with the three highest votes). At the annual meeting in 2024 two (2) individual will be elected for a three (3) year . Each election thereafter will be for a two (2) year term. The Initial Directors of the Association set forth in the Articles shall hold office until the first annual meeting. Notwithstanding the foregoing, the Board shall be

~~empowered to establish a system of staggered terms such that as nearly as possible one half of the Board of Directors is eligible for election at each annual meeting.~~

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Any member interested in serving on the Board of Directors shall submit a form, provided by the Board, requesting to be considered for election to the Board at least 45 days prior to the annual meeting. The member may also submit an information sheet at least 35 days prior to the annual meeting. The Board will mail the list of candidates on a ballot and their information sheets to all members at least 14 days prior to the annual meeting. ~~Additionally, any member of the Association may nominate himself or herself as a candidate for election to the Board at a meeting where the election is to be held. Such nominations may be made from among members or non-members.~~ In order to serve on the Board of Directors you must be a member of the Association.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. The ballot will be enclosed in a small inner envelope that will contain no markings to identify who voted. The small inner envelope which includes the ballot will be placed in a larger outer envelope. The larger outer envelope will contain the address of the owner and must be signed by the unit owner in order to be valid. The outer envelope will be opened at the meeting and the smaller ballot envelope will be removed, once all of the outer envelopes are opened then the smaller ballot envelopes may be opened, and the votes tabulated by the individuals who are tabulating the election. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Use of Proxy. Voting for the Board of Directors is not permitted by Proxy or the Proxy holder. A proxy may be used to establish a quorum and to vote on any other business at the annual meeting with the exception of the election of Directors.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which quorum is present shall be regarded as the act of the Board. In the event of a tie vote, when an even number of Directors is present, said agenda item will be tabled until the next board meeting.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Association, by and through its Board of Directors, shall have power to:

~~(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and~~

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in this case of special offices created pursuant to Section 4 of this Article.

### President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all checks and promissory notes. In the event the Association is ever managed by a Management company checks may be signed by the Management Company once they are approved by the President or Treasurer. The President at all times must be a signatory on all bank accounts of the Association. The President or Management Company may use "bill pay"

### Treasurer

(b) (d) 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; shall sign all checks and promissory notes of the Association; In the event the Association is ever managed by a Management company checks may be signed by the Management Company once they are approved by the President or Treasurer. The Treasurer or Management Company may use "bill pay". The Treasurer at all times must be a signatory on all bank accounts of the Association keep proper books of account; cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare or have prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE XI ASSESSMENTS

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 assessment shall bear interest at the maximum rate allowable by law and the Association may charge an administrative late fee of \$50.00 for each assessment that is not paid within 30 days of the due date. The Association may bring an action at law against the Owner or Owners personally obligated to pay the same or foreclose the lien against the property, and interest, late fees, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment to the extent permitted by law. No Owner may waive or otherwise escape liability for the assessments provide for herein by non-use of Common Area or abandonment of his Lot.

## ARTICLE XIII



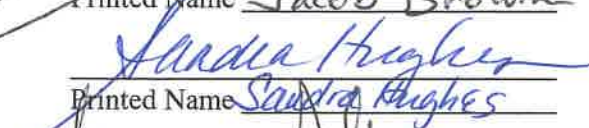
AMENDMENTS

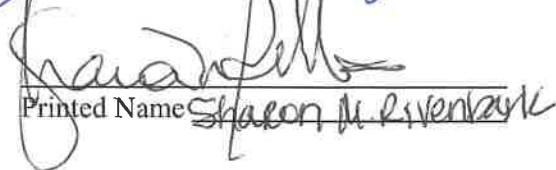
Section 1. Amendments. These By-Laws may be amended, at a regular or special meeting of the members, by a majority vote ~~of two-thirds (2/3)~~ of the voting interests of the Association,

Signed, sealed and delivered in the  
Presence of:

PALERMO VISTA HOMEOWNERS  
ASSOCIATION, INC.,  
a Florida corporation not-for-profit

  
Printed Name Jacob Browne

  
Printed Name Sandra Hughes

  
Printed Name Sharon M. Rivenbark

Printed Name \_\_\_\_\_

By: 

Name: Beth Landa

Title: Secretary HOA

By: 

Name: BLAKE ZEISLER

Title: HOA PRESIDENT

STATE OF FLORIDA )

COUNTY of Seminole

) ss

The foregoing instrument was acknowledged before me this 3 day of October, 2022, by Beth Landa, as Secretary of PALERMO VISTA HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, on behalf of the corporation. She ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

WITNESS my hand and official Seal in the State and County last aforesaid, this 3 day of October, 2022.

Notary Stamp/Seal



  
Notary Public, State of Florida at Large

Printed Name: Jacob Browne

Commission Number: HH 211043

Commission Expiration: December 26, 2025

STATE OF FLORIDA )

COUNTY OF Seminole ) ss

The foregoing instrument was acknowledged before me this 17 day of February, 2023 by Bleike Zersler as President of PALERMO VISTA HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, on behalf of the corporation. He [☒] is personally known to me or [☐] has produced \_\_\_\_\_ as identification.

WITNESS my hand and official Seal in the State and County last aforesaid, this \_\_\_\_\_ day of Feb. 17, 2023

Notary



A handwritten signature in cursive script, appearing to read "Sharon M. Rivenbark", written over the notary's name and title.

Notary Public, State of Florida at Large

Printed Name: Sharon M. Rivenbark

Commission Number: HH052819

Commission Expiration: OCT 12, 2024