

Prepared by and Return To:

Erik Whynot, Esq.
THE WHYNOT LAW FIRM
2003 Longwood Lake Mary Rd.
Suite 1007
Longwood, FL 32750

**CERTIFICATE OF FILING AMENDED AND RESTATED BYLAWS OF
LAKE FRANCES ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

This Certificate of Filing Amended and Restated Bylaws of Lake Frances Estates Property Owners Association, Inc. ("Amended and Restated Bylaws") is made this 18th day of February, 2025, by LAKE FRANCES ESTATES PROPERTY OWNERS ASSOCIATION, INC. ("Association"), a Florida not for profit corporation.

WITNESSETH

WHEREAS, The Bylaws of Lake Frances Estates Property Owners Association, Inc., were recorded at Book 4194, Page 851, in the official records of Lake County, Florida ("Original Bylaws"), as part of the Revived Declaration of Restrictive Covenants Lake Frances Estates: A Manufactured Home Subdivision, as recorded at Book 4194, Page 833, in the official records of Lake County, Florida ("Revived Declaration");

WHEREAS, the Association desires to amend and fully restate its Original Bylaws as specifically indicated in Exhibit 1 attached hereto;

WHEREAS, pursuant to Section 13 of the Original Bylaws, the Bylaws may be changed, modified or amended by the affirmative vote of at least fifty-one percent (50% + 1) of the total membership at a meeting of the membership;

WHEREAS, a duly noticed meeting of the members of the Association was held on February 8, 2025, where at least fifty-one percent (50% + 1) of the total membership voted to approve the Amended and Restated Bylaws attached hereto as Exhibit 1;

NOW, THEREFORE, the Association hereby amends and fully restates its Original Bylaws heretofore filed as follows:

1. The foregoing recitals are true and correct and are incorporated into and form a part of these Amended and Restated Bylaws.
2. In the event there is conflict between these Amended and Restated Bylaws and any provision of the Original Bylaws these Amended and Restated Bylaws shall control.
3. The Association's Original Bylaws are hereby amended and fully restated as indicated on Exhibit 1, attached hereto.

WITNESSES:

LAKE FRANCES ESTATES PROPERTY
OWNERS ASSOCIATION, INC., a
Florida not for profit corporation,

Betty Helber
Sign Name

By:

Daniel Miller
Sign Name

Betty Helber 1020 Skyline DR Tavares, FL
Print Name and Address (Print Legibly Please) 32778

DANIEL MILLER 1340 SKYLINE
Print Name and Address (Print Legibly Please)

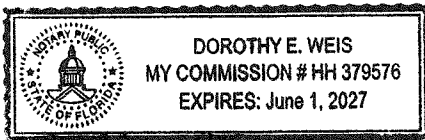
Denise L. Nelis
Sign Name

Its: President

Denise L. Nelis 1062 Elkhart Circle
Print Name and Address (Print Legibly Please)

STATE OF FLORIDA)
COUNTY OF LAKE)

The foregoing instrument was acknowledged before me this 18th day of FEB, 2025, by DANIEL MILLER as the President of LAKE FRANCES ESTATES PROPERTY OWNERS ASSOCIATION, INC., who ☒ is personally known to me or, produced as identification.



Dorothy E. Weis
NOTARY PUBLIC – STATE OF FLORIDA

Print Name of Notary

My Commission Expires: 6/1/2027
Serial/Commission No.:

EXHIBIT 1

**AMENDED AND RESTATED¹
BYLAWS
OF
LAKE FRANCES ESTATES PROPERTY OWNERS ASSOCIATION, INC.**

1. OFFICES.

The principal offices of the corporation in the State of Florida shall be located at 1150 Skyline Drive, Tavares, Florida 32778. The corporation may have such other offices, within the State of Florida, as the membership may designate or as the business of the corporation may require from time to time. The registered office of the corporation, required by the Florida Statutes to be maintained in the State of Florida may be, but not need be identical with the principal office in the State of Florida, and the address of the registered office and the name of the registered agent may be changed from time to time by the membership.

2. MEMBERS.

2.1 Membership. Membership in this corporation shall be limited to bona fide property owners located in the Lake Frances Estates Subdivision. Members are required to pay all dues, assessments, and charges. Any adjustment in the annual membership dues shall be based on the amount of income required to cover the projected expenses of the Association's adopted annual budget.

2.2 Annual Meeting. The annual meeting of the members shall be held in February of each calendar year for the purpose of election of the board of directors or transacting such business as may come before the meeting. The board of directors shall determine the annual meeting date, time, and location.

2.3 Other Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, and shall be called by the president at the request of not less than one-tenth (1/10) of all members of the corporation entitled to vote at the meeting.

2.4 Place of the Meeting. The president may designate any place in Lake County, Florida, as the place of meeting for any annual meeting or special meeting called by the president.

2.5 Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall, unless otherwise prescribed by statute, be delivered not less than fourteen

¹ This Document contains substantial rewording and amendment to the initial Bylaws and the subsequent amendments thereto. The ~~stricken-through~~ and underlined version of this document showing all additions and deletions is available for review upon request to the Association.

(14) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail or by electronic notice should a member opt in to receive notices electronically, by or at the direction of the president or the secretary to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership books of the corporation, with postage thereon prepaid. A member may waive notice of any annual or special meeting by signing a written notice of a waiver either before or after the date of such a meeting. Notice of all meetings shall be placed in a conspicuous place in the subdivision at least fourteen (14) days prior to the meeting.

2.6 Adjournment. Any members' meeting, annual or special, may be adjourned from time to time by the affirmative vote of a majority (50% + 1) of the members represented at such meeting either in person or by proxy. An adjournment may be voted on regardless of whether a quorum is present. When a members' meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. When a meeting is adjourned for less than ten (10) days, no notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting at which the adjournment is voted.

2.7 Voting Record. The officer or agent having charge of the membership book for the corporation shall make at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting of members or any adjournment thereof, arranged in alphabetical order, with the address of each. Such a list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation or at the principal place of business of the corporation and shall be subject to inspection by any member at any time during normal business hours. Such a list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting for the purposes thereof. The membership book shall be prima facie evidence as to who are the members entitled to examine such a list or books or to vote at any meeting of members. Failure to comply with the requirements of this section shall not affect the validity of any action taken at a meeting of members. However, if the requirements of this section have not been substantially complied with, the meeting shall be adjourned until the requirements are complied with, on the demand of any member in person or by proxy.

2.8 Quorum. Thirty percent (30%) of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members. If less than a majority of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.9 Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact. Such a proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after ninety (90) days from the date of the meeting at which the proxy was to be used.

- (a) Proxy forms shall be available to members from any officer or other member of the board of directors.
- (b) The proxy form shall contain the names of all nominees for each director if an election is to be held. If other issues are to be voted on, the proxy form shall provide sufficient information on the issue(s) to enable the member to determine how he or she wishes to vote or that information will be delivered to the member separately prior to or at the same time as the proxy ballot.

2.10 Voting Rights. Every owner of a lot which is subject to assessment shall be a member of the Association. When more than one person holds an interest in any lot, all such persons shall be members. The vote of such a lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any lot. Fractional voting shall be prohibited.

2.11 Limitation on Right to Vote. Any member that is delinquent in paying any indebtedness to the corporation that has been due for a period of more than ninety (90) days, may have their voting rights suspended pursuant to Section 720.305, Florida Statutes, until all such sums are paid in full. The treasurer or such other person charged with the responsibility of collecting the corporation's accounts shall, at the commencement of any meeting, certify to the person conducting the meeting which members are not current in payment of all assessments and are not eligible to vote.

2.12 Order of Business. The order of business at the annual meeting of the members and, insofar as possible, at all other meetings of members, shall be as determined by the board of directors and provided in any agenda included with the notice for any such membership meeting.

2.13 Minutes of Meetings. Minutes of all meetings of members and of the board of directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members at reasonable times. The corporation shall retain these minutes indefinitely.

3. BOARD OF DIRECTORS.

3.1 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not for Profit Corporation Act concerning corporate action that

must be authorized or approved by the members of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board of directors.

3.2 Number, Tenure, Qualifications, and Election. The board of directors shall consist of seven (7) or nine (9) persons who must be members of the corporation with the number to be determined by the board of directors when providing notice of the annual meeting. Depending on whether the board size is established at seven (7) or nine (9) persons, four (4) or five (5) directors shall be elected every odd year and three (3) or four (4) directors shall be elected every even year. The number of directors may be increased or decreased from time to time by amendment to these Bylaws. Directors of the corporation shall be elected at the annual meeting of members and shall serve a two (2) year term until their successors have been elected and qualified.

3.3 Organizational Meeting. The board of directors shall hold an organizational meeting within ten (10) days following each annual meeting of members.

3.4 Regular Meetings. Regular meetings of the board of directors should be held at such times as shall be fixed from time to time by resolution of the board of directors.

3.5 Special Meetings. Special meetings of the board of directors may be called at any time by the president, or, if the president is absent or is unable or refuses to act, by any vice president or by any two members of the board of directors.

3.6 Notice of Meetings. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of all objections to the place, time, and manner of calling the same, except where the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Notice of meetings of the board of directors shall be posted in a conspicuous place in the subdivision at least forty-eight (48) hours before such a meeting. Meetings of the board of directors shall be open to all members of the corporation except where Chapter 720, Florida Statutes, allows for the meeting to be closed such as in the instance of a closed meeting with legal counsel. The posted notice must include the agenda for the meeting.

3.7 Quorum and Voting. A majority (50% + 1) of directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall constitute the acts of the board of directors. If at any meeting of the board of directors, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present.

3.8 Vacancies. A vacancy in the board of directors shall exist on the happening of any of the following events:

- (a) A director dies, resigns, or is removed from office.
- (b) The authorized number of directors is increased without the simultaneous election of a director or directors to fill the newly authorized position.
- (c) The members, at any annual, regular, or special meeting at which directors are to be elected, elect less than the number of directors authorized to be elected at that meeting.

A reduction in the authorized number of directors does not remove any director from office prior to the expiration of his or her term of office.

3.9 Filling of Vacancies. A vacancy in the board of directors, except for a vacancy occurring by the removal of a director, may be filled by the majority vote of the remaining directors, even though less than a quorum is present. Each director so elected shall hold an office for the unexpired term of his or her predecessor in office.

3.10 Removal of Directors. Any director may be removed from office, with or without cause by the membership, pursuant to Section 720.303(10), Florida Statutes.

3.11 Compensation. Directors should not be entitled to receive compensation from the corporation for their services as directors, but should be entitled to reimbursements, upon presentation of board approved documentation, for any reasonable expenses incurred in attending meetings of directors or in carrying out their duties as directors.

3.12 Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. Indemnification hereunder shall be made by the corporation only as authorized in the specific case on a determination by a majority of disinterested directors,

that such individual met the applicable standard of conduct set forth above. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification hereunder shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3.13 Presiding Officer. The presiding officer of the board of directors shall be the president of the corporation who shall also be the Chairman of the Board, and in the absence of the Chairman of the Board, the vice president shall preside.

3.14 Minutes of Meetings. Minutes of all meetings of the board of directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members at reasonable times. The corporation shall retain these minutes indefinitely.

4. OFFICERS.

4.1 Number. The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall be elected by and from the currently sitting directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the members. With exception to the offices of president and treasurer, any two (2) or more offices may be held by the same person.

4.2 Election and Term of Office. The officers of the corporation shall be elected by the directors at the organizational meeting of the directors. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

4.3 Removal. Any officer or agent may be removed by the directors whenever in their judgment the best interests of the corporation will be served thereby. The election or appointment of an officer or agent shall not, in and of itself, create a right or indicate authorization to contract on behalf of the Association.

4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

4.5 The President. The president shall be the principal executive officer of the corporation and subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside

over all meetings of the members and directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

4.6 The Vice President. In the absence of the president or in the event of the president's death, inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to the vice president by the president or by the directors.

4.7 The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the members and of the directors in a business-like manner; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of 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; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e) have general charge of the membership books of the corporation; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the directors.

4.8 The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for all money 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 in accordance with the provision of Section 5 of these Bylaws; and (c) in general perform all of the duties as from time to time may be assigned to the treasurer by the president or by the directors. If required by the directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the directors shall determine.

4.9 Salaries. No officer shall be compensated for his or her services but shall be entitled to reimbursement for expenses, as stated in Section 3.11 of these Bylaws.

5. CONTRACTS, LOANS, CHECKS, AND DEPOSITS.

5.1 Contracts. The directors, through formal board resolution, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, etc. Any expenses incurred on behalf of the Association shall be approved by the board of directors. The Association may designate its treasurer to authorize payment for materials, services, and vendors not to exceed a previously determined amount as designated through board resolution.

5.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the directors may select.

6. FISCAL YEAR.

6.1 The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first (31st) day of December in each year.

7. CORPORATE SEAL.

7.1 The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and state of incorporation and the words "Corporate Seal".

8. NOMINATING COMMITTEE.

8.1 At least ninety (90) days prior to the annual meeting, the president shall appoint a chairperson for the nominating committee. The chairperson shall select additional committee members who shall serve until the close of the succeeding annual meeting.

8.2 The entire list of nominees shall be published in writing to the members, together with a proxy form for the use of members who, for any reason, cannot vote in person. Proxies may be used in the election of directors.

9. BALLOTING COMMITTEE.

9.1 At the annual meeting of the members and at any special meeting at which a quorum is required, the president shall appoint a chairperson for the balloting committee. The chairperson shall select additional committee members who shall serve until the close of the succeeding annual meeting.

9.2 The committee shall be responsible for the following:

- (a)** Checking proxy votes against the voting membership list and counting the same.
- (b)** Collecting and counting ballots.
- (c)** Affirming the count of properly executed proxies and ballots to the president.
- (d)** Delivering the ballots and proxies to the secretary who shall retain them for no less than one (1) year before disposing of them.
- (e)** All proxies and/or ballots submitted for a meeting shall be secured and maintained by the Association pursuant to any established records retention policy or applicable Florida Statute.

10. ANNUAL BUDGET.

10.1 The treasurer shall prepare a proposed annual budget for each forthcoming fiscal year which shall be submitted to the board of directors by the regularly scheduled November board meeting for approval. Such a budget shall be based on expenditures for the current year and anticipated expenditures, insofar as possible, for the forthcoming fiscal year.

10.2 If the proposed budget is approved by the board of directors at the November board meeting, the budget shall be adopted and published to the members in writing.

10.3 A Capital Expenditure will require approval of a majority of the voting membership that is present at a meeting at which a quorum is obtained pursuant to Section 2.8 under the following circumstances:

- (a)** Any project exceeding \$15,000.00.

10.4 If a resident desires to introduce a Capital Improvement at the annual meeting, in addition to those previously approved by the board of directors, the request must

be submitted to the board of directors at least sixty (60) days prior to the annual meeting. The request submitted must contain the estimated cost of operation, if applicable, and estimated maintenance costs. A summary of the benefits to members and members' usage shall be included.

11. AMENDMENTS.

The governing documents may be altered, amended, or repealed and new governing documents may be adopted by the approval of a majority (50% + 1) of a quorum of members present in person or by proxy at any regular or special meeting.