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Doc# 2007057372
Hernando County, Florida
08/29/2007 3:54PM
KAREN NICOLAI, Clerk

PREPARED BY AND RETURN TO:
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OFFICIAL RECORDS
BK: 2484 PG: 1493

**CERTIFICATE OF AMENDMENT
TO
BY-LAWS
OF
HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC.**

NOTICE IS HEREBY GIVEN that at a duly called meeting of the members on March 10, 2007, by the approval of not less than a majority of those voting at the meeting, the By-Laws of Hernando Beach South Property Owners Association, Inc. are hereby amended as shown on the attached Exhibit "A".

IN WITNESS WHEREOF, HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC. has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed this 8 day of August, 2007.

HERNANDO BEACH SOUTH PROPERTY OWNERS ASSOCIATION, INC.

By: William Persons
President

ATTEST:

Diane Overbeck
Secretary

STATE OF FLORIDA
COUNTY OF HERNANDO

On this 8 day of August, 2007, personally appeared before me William Persons, President, and DIANE OVERBECK, Secretary of Hernando Beach South Property Owners Association, Inc. and acknowledged the execution of this instrument for the purposes herein expressed.

Mary Ann Myszkowiak
NOTARY PUBLIC

My Commission Expires:



MARY ANN MYSZKOWIAK
MY COMMISSION # DD 487997
EXPIRES: November 13, 2009
Bonded Thru Budget Notary Services

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HERNANDO BEACH SOUTH
PROPERTY OWNERS ASSOCIATION
BY-LAWS

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BY-LAWS OF
HERNANDO BEACH SOUTH PROPERTY
OWNERS' ASSOCIATION, INC.
(A Corporation Not-For-Profit)

ARTICLE I.
OFFICES OF THE RESIDENT AGENT

Section 1. The principal office of the HERNANDO BEACH SOUTH PROPERTY OWNERS' ASSOCIATION, INC., HEREINAFTER KNOWN AS HBSPOA, shall be located c/o Coastal HOA Management Services, INC., PO Box 1407, Port Richey, Fl 34673, or at such other place as may hereafter be designated by the Board of Directors.

Section 2. The President of the HBSPOA shall be the resident agent upon whom process may be served. It shall be the duty of the Secretary of the HBSPOA to keep the Secretary of State of the State of Florida informed with a current address of said office together with the name of said resident agent and to timely file all reports with the Florida Secretary of State.

ARTICLE II.
MEMBERSHIP

Section 1. Each person or corporation owning the fee simple title to any of the real property located in Hernando Beach Units 13-B and 13-C, as per plats recorded in Plat Book 17, Page 70 and Plat Book 18, Page 9, respectively, shall be a member of this HBSPOA upon the recording of a deed or other instrument of transfer in the Official Records of Hernando County, Florida. Membership is appurtenant to real property ownership and is divested upon the transfer of ownership of such real property.

Section 2. At all meetings of the HBSPOA membership, each platted residential lot within Hernando Beach Units 13-B and 13-C shall be entitled to one vote.

Section 3. Annual dues and other assessments against the members shall be recommended by the Board of Directors and approved by the membership. Each resident owner shall be assessed at an amount equal to eighty percent (80%) of the assessment for each vacant lot.

ARTICLE III.
BOARD OF DIRECTORS

OFFICIAL RECORDS
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Section 1. There shall be a Board of Directors consisting of seven (7) Directors. No alternate or other class of Directors is permitted. Only one person from each household may serve as a Director and no persons related as spouses, parent/child or siblings can serve together as Directors. Each Director shall be elected by a majority vote of the members voting at the annual meeting of the membership, in person or by absentee ballot, and shall hold office for a term of two (2) years; where four (4) Board members elected to the Board shall serve two (2) years and the remaining Directors shall serve a one (1) year term; thereafter all directors will serve two (2) year alternating terms.

Section 2. All Directors must be members of the HBSPOA in good standing. Board members shall not receive compensation from the HBSPOA in any form.

Section 3. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the affairs of the HBSPOA as they deem proper, so long as the same are not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Florida.

Section 4. Meetings of the Board of Directors may be held at any location within a reasonable distance of the Hernando Beach South community.

Section 5. The notice of the date, time, and location of the annual HBSPOA membership meeting shall be mailed not less than thirty (30) days prior to the date of such meeting. The notice of the annual meeting shall include the Board recommended Budget and a request for nominations for the Board of Directors with all such nominations to be received by the Secretary of the HBSPOA not less than ten (10) days from the date of mailing the notice of the annual meeting. Not less than fifteen (15) days prior to the date of the annual meeting the Secretary shall mail the Board recommended Budget together with an absentee ballot clearly explaining the issues to be voted on by the membership. Members in good standing may vote at the annual membership meeting in person or by absentee ballot. Such absentee ballots shall have the same force and effect as a vote cast in person at the meeting. The ballots for Directors will be counted at the meeting and the results announced to the membership. The initial meeting of the newly elected Board of Directors, for the purpose of nominating officers, shall be held, in private, during a recess of the annual meeting and on resumption of the meeting the membership is notified of the nominations for officers. A majority vote by the members present will elect the officers.

Section 6 (a). The date, time and place of other monthly meetings of the Board of Directors shall be announced by the President at the annual HBSPOA membership meeting.

(b). Special meetings of the Board of Directors may be called by the President or upon the petition of not less than twenty (20) members in good standing of the HBSPOA. Notice of the date, time, location and purpose of the meeting shall be mailed not less than ten days prior to the meeting date.

Section 7. Board members may be recalled, with cause, at a Regular meeting, with due notice or a Special Meeting called for that purpose by the President or the petition of not less than twenty (20) members. If practical, this matter can be brought before the next general meeting after due notice to the membership. The notice of the date, time, location and purpose of such meeting shall be mailed to each member not less than ten

(10) days prior to the meeting. The recall vote will be effective if approved by a majority of the members voting in favor of the recall.

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Section 8. Any Director who is absent from two (2) consecutive meetings of the Board of Directors shall be automatically removed as a member of the Board by reason of such absence; provided, however, the Board of Directors may excuse any Director for illness, emergency or other compelling reason from attending a meeting.

Section 9. Any vacancy occurring on the Board of Directors will be filled for the unexpired term by a majority vote of the Board of Directors, as indicated in section 11 below.

Section 10. The Board of Directors shall have the general control and management of the affairs of the HBSPOA, may authorize the execution of contracts, deeds and other instruments of conveyance or encumbrance or evidencing indebtedness, and shall have general charge and supervision over the officers of the HBSPOA. The Board of Directors shall request at least three (3) bids for all expenditures in excess of \$500.00. All non-budgeted expenditures in excess of \$3,000.00 must be approved by the general membership at a meeting called and noticed for that purpose in accordance with these By-Laws.

Section 11. Except as otherwise provided in these By-Laws or in the Articles of Incorporation, all decisions of the Board of Directors shall be made by the affirmative vote of not less than four (4) Directors. Four (4) Directors shall constitute a quorum.

Section 12. Directors may not vote by secret ballot, proxy or other method designed to conceal the vote of the Directors.

ARTICLE IV. OFFICERS

Section 1. The officers of this HBSPOA shall be a President, Vice President, Secretary and Treasurer or a combination Secretary/Treasurer. The officers shall be nominated by the Directors and elected by the members present at the annual meeting . Only one person from each household may serve as a Director or an Officer of the HBSPOA. The Board of Directors and the Officers shall not include persons residing together, spouses, siblings or persons related as parent and child.

Section 2. All officers must be members of the HBSPOA except the Secretary and Treasurer or a combination Secretary/Treasurer. No officer other than Secretary and the Treasurer or a combination Secretary/Treasurer shall be entitled to receive compensation from the HBSPOA in any form. The amount of compensation, if any, to be paid to the Secretary, the Treasurer or a combination Secretary/Treasurer shall be approved by the HBSPOA Membership at the Annual Meeting. The Board of Directors shall determine if the offices of Secretary and Treasurer will be separate or combined.

Section 3. The term of office of officers shall be for two years. In the case of an officer's inability to serve, then such vacancy shall be filled by the Board of Directors, for the unexpired term by a majority vote of the Board of Directors.

Section 4. The President shall preside at all meetings, call meetings whenever necessary or upon the written request of not less than twenty (20) members, shall make an annual report to the HBSPOA membership and shall be charged with the responsibility of conducting its affairs. **OFFICIAL RECORDS
BK: 2484 PG: 1497**

Section 5. The Vice President shall act for the President in his/her absence, shall call meetings of the Board of Directors when necessary, or when requested by the President to do so, and shall preside at such meetings.

Section 6. The Secretary shall maintain minutes of all meetings of the HBSPOA membership and the Board of Directors and shall maintain a roster of all members and their addresses. The Secretary shall also maintain records of the Corporation, including those records as provided in applicable Florida Statutes. The Secretary shall also assist the President and Vice President in their duties.

Section 7. The Treasurer shall be responsible for the maintenance of the financial records of the HBSPOA membership and collection of all dues and assessments. The Treasurer shall also maintain an account, in a bank selected by the Board of Directors, for the funds of the corporation. The Treasurer shall pay all ordinary expenses of the HBSPOA and any extraordinary expenses as approved by the Board of Directors. The Treasurer shall also make monthly financial reports at the monthly Board meetings and an annual financial report at the annual meeting. These functions may be performed by a management company with oversight by the Treasurer who is ultimately responsible.

Section 8. Any Officer may be removed from office, with cause, by the Board of Directors, subject to confirmation by the Membership at a special meeting called for that purpose or a Regular meeting with due notice.

The Board of Directors may remove any officer from office at any time, with cause. An officer so removed may remain on the Board unless removed by the membership as indicated in Article III, Section 7.

ARTICLE V. MEETINGS

Section 1. All annual meetings of the HBSPOA shall all be held on the second Saturday in March at a time and place designated by the Board in a written notice to all members.

Section 2. The President may call other meetings if he/she deems it necessary or when requested in writing by not less than twenty (20) of the members. However, the purpose of such meeting must be stated in the notice of meeting.

Section 3. Written notice of all monthly and special membership meetings must be mailed to all members at least ten (10) days prior to such meeting.

Section 4. A. The members present or voting at any properly called meeting of the membership shall constitute a quorum, regardless of the number, except any amendment to the Articles of Incorporation of the HBSPOA. At any meeting held to consider an amendment to the Articles of Incorporation of the HBSPOA, a quorum shall be not less than thirty (30%) percent of the voting interests present in person or by absentee ballot (I. E.)The ballot would require a quorum of 142 votes with the majority votes ruling.

Section 5. Members in good standing may vote at all meetings of the membership in person or by absentee ballot. Proxy voting is not allowed.

ARTICLE VI.
FINANCE

Section 1. The funds of the HBSPOA shall be deposited in the name of the HBSPOA in such bank or banks as the Board of Directors may from time to time designate.

Section 2. All checks, drafts, notes, bills of exchange, withdrawal requests and orders for the payment of money shall be signed by not less than two persons, at least one of whom shall be the President and /or the Treasurer. The Board of Directors may designate persons other than the President or the Treasurer authorized to sign such instruments.

ARTICLE VII.
FISCAL YEAR.

The fiscal year of the Corporation shall be from April 1 of each year thru March 31 of the year next following, and annual fees and assessments shall be for this fiscal year.

ARTICLE VIII.
AMENDMENTS

These By-Laws replace and supersede the prior By-Laws of Hernando Beach. All prior By-Laws and the previous Resident Manual of Hernando Beach South, Hernando Beach , Florida are hereby rescinded and are null and void and of no further effect. A new Resident Manual in conformity with these By-Laws may be published. These By-Laws may be amended only by approval of not less than a majority of those voting at any special meeting called for that purpose or Regular meeting with due notice. Notice of the date, time, location and purpose of such meeting, including the proposed amendment(s) shall be mailed to each member not less than fifteen (15) days prior to the date of such meeting. A ballot will be included with a due date.

ARTICLE IX.
RESTRICTIONS

Section 1. The HBSPOA and each owner of a platted lot within Hernando Beach Units 13-B and 13-C has the right to enforce the provisions of the Restriction Agreements for Hernando Beach Unit 13-B and 13-C as modified and restated in that certain instrument recorded in Official Record Book 996, Page 1318, MODIFIED AND RESTATEMENT OF RESTRICTION AGREEMENTS FOR HERNANDO BEACH. UNIT 13 B AND 13-C, dated 16 Dec 1994.

Section 2. Any modification or amendment of the Restriction Covenants for the community must be approved by the affirmative vote of not less than two-thirds (2/3) of the entire eligible voting interests of the HBSPOA membership. For the purpose of this section and Section 4 of Article V Meetings above, the eligible voting interest shall consist of the owners of all four hundred twenty four (424) platted lots within the HBSPOA. (See Fla Statute 720.306).

ARTICLE X.
NON-PROFIT ORGANIZATION

The HBSPOA will not have or issue shares of stock and no dividends will be paid. No part of the income or assets of the HBSPOA will be distributed to its members, Directors or Officers, without full consideration received in exchange. The HBSPOA may not contract with Members, Directors, or Officers for the provision of goods or services in exchange for a fee or other consideration or remuneration. The HBSPOA may contract for and accept the provision of goods or services by the members without payment of any fee, consideration or remuneration.

ARTICLE XI.
DUES AND ASSESSMENTS

Section 1. The HBSPOA is authorized, upon the recommendation by the Board of Directors and approval by the membership, to impose annual dues, assessments and charges or special assessments for capital improvements. Delinquent annual dues, assessments, charges, and special assessments, together with interest at the legal rate and all cost of collection, including reasonable attorney's fees, shall be a charge upon each lot within the community and shall be a continuing lien upon such lots.

Section 2. The annual dues, assessments or charges shall be used to provide funds for the general benefits of the membership including general maintenance of the vacant lots and common areas within the community and the maintenance and repair of the boat ramp, entrance areas and conservation areas.

ARTICLE XII
SEVERABILITY

The invalidation of any Article or portion thereof shall not effect the remaining By-Laws which shall remain in full force and effect.