

This instrument prepared by:

Robert C. Chilton, Esq.
Boswell & Dunlap LLP
245 S. Central Avenue
Bartow, FL 33830

**RESTATED BYLAWS FOR
OVERLOOK ESTATES EAST PROPERTY OWNERS ASSOCIATION, INC.**

1. **Bylaws.** These are the bylaws of Overlook Estates East Property Owners Association, Inc. ("Bylaws"), a Florida not for profit corporation organized under the Florida Not For Profit Corporations Act and a homeowners' association pursuant to the Florida Homeowners' Association Act.

2. **Definitions.** When used in these Bylaws, unless otherwise stated, the terms defined in Article I of the Restated and Amended Declaration of Covenants, Conditions and Restrictions of Overlook Estates East ("Declaration") shall have the same definitions and meanings as in the Declaration. The Declaration, the Bylaws and the Association's Articles of Incorporation ("Articles") are collectively referred to as "Governing Documents".

3. **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

4. **Seal.** The seal of the Association shall bear the name of the corporation, the word "Florida," the words "Corporation not for profit," and the year of incorporation.

5. **Members.**

5.1 **Qualification.** The qualification of Members, the manner of their admission to membership, changes in membership and the termination of such membership, shall be as set forth in the Declaration and the Articles.

5.2 **Voting Rights.** The voting rights of Members shall be as set forth in the Declaration.

5.3 **Designation of Voting Representative.**

A. If a Lot is owned by more than one person, the person entitled to cast the votes for the Lot shall, at the request of the Association, be designated by a certificate signed by all of the record Owners of the Lot and filed with the Secretary of the Association.

B. If a Lot is owned by an entity (for example, a partnership, a trust, a corporation, a limited liability company, etc.), the person entitled to cast the votes for the Lot shall be designated by a certificate signed by the Owner's duly authorized officer or agent and

filed with the Secretary of the Association.

C. Voting Representative certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot.

5.4 Member Roster. The Secretary of the Association shall maintain a roster showing the names and contact addresses of the Members. Each Member shall at all times advise the Secretary of any change of address or any change of owner of a Lot.

6. Members' Meetings.

6.1 Annual Members' Meetings. The annual Members' meeting shall be held each year for the purpose of electing Directors, and of transacting any other business authorized to be transacted by the Members. The Board shall determine the date, time and place to hold the annual meeting. The location must be within Polk County.

6.2 Special Members' Meetings. Special meetings of the Members must be held when called by the Board, or by the holders of at least 1/3 of the total voting interest of the Association. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

6.3 Notice of Members' Meetings.

(A) Written notice of a members' meeting must be mailed, hand delivered, or electronically transmitted to each Member, addressed to the Member's address last appearing on the books of the Association, or supplied by the Member for the purpose of notice, at least 14 days before the meeting, and must be posted in a conspicuous place within the Subdivision at least 14 days before the annual meeting.

(B) Meeting notices shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) of the meeting.

6.4 Chairperson and Secretary. At each meeting of the Members, the President, or in the President's absence, the Vice President, or their designee, shall act as Chairperson of the meeting. The Secretary, or in the Secretary's absence, any person pointed by the Chairperson, shall act as Secretary of the meeting.

6.5 Quorum and Adjournment. At membership meetings, the presence of Members, in person or by proxy, entitled to cast 1/4 of the total voting interest of the Association shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration or these Bylaws. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any

adjournment thereof. If a quorum has not been established at a membership meeting, the Members present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the time, date and place that the meeting will be reconvened. Any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

6.6 Proxies. At all meetings of the Members, each Member may vote in person or by proxy duly appointed in writing. Every proxy must be dated; must state the date, time, and place of the meeting for which it was given; and must be signed by the authorized person who executed the proxy. A proxy may be limited or general. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given.

7. Board of Directors.

7.1 Governing Body. The affairs of the Association shall be governed and managed by the Board of 5 Directors, who shall be Members, and who shall be elected as set forth herein.

7.2 Term. The term of office of each Director shall be for 1 year. Each Director shall hold office for the term for which he/she is elected and until his/her successor has been elected and qualified or until his/her earlier resignation, removal from office, disqualification or death.

7.3 Removal, Resignation and Vacancies. Any Director may be removed from the Board, with or without cause, by the vote, at a duly noticed membership meeting, of a majority of the Members. Any Director may resign by furnishing written notice to the Association, in which case the resignation shall be of immediate effect unless otherwise stated in therein. Any vacancy on the Board occurring before the expiration of a Director's term shall be filled by the affirmative vote of a majority of the remaining Directors, even if they constitute less than a quorum. The person so appointed shall serve for the unexpired term of his/her predecessor.

7.4 Compensation. Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

7.5 Nomination. Nomination of Members eligible for election to the Board shall be made from the floor at the annual meeting.

7.6 Election.

(A) Directors shall be elected by written ballot, unless dispensed with by the Members at the meeting. At the election, Members may cast, in respect to each position to be filled on the Board, 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.

(B) An election is not required unless more candidates are nominated than vacancies exist.

7.7 Director Certification. Within 90 days after being elected or appointed to the Board, each Director shall certify in writing to the Secretary of the Association that he/she has read the Governing Documents and the Association's current written rules and policies; that he/she will work to uphold such documents and policies to the best of his or her ability; and that he/she will faithfully discharge his or her fiduciary responsibility to the association's members. Within 90 days after being elected or appointed to the board, in lieu of such written certification, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum administered by a division-approved education provider within 1 year before or 90 days after the date of election or appointment.

7.8 Powers. The Board shall have all powers for the management and administration of the affairs of the Association, and all authority incidental thereto, including but not limited to the following:

(A) Determination, assessment and collection of funds to defray Association expenses;

(B) Entering into contracts deemed necessary or appropriate in furtherance of the Association's interests;

(C) Adoption of reasonable written policies, rules and regulations ("Rules"), not conflicting with the Governing Documents, concerning operation of the Association, use of the Common Areas, the conduct of Members and their tenants, guests and invitees within the Subdivision and enforcement and interpretation of the Governing Documents;

(D) Authorization and prosecution of proceedings to foreclose liens and collect delinquent amounts due and owing on behalf of the Association, proceedings to enforce or interpret the Governing Documents or Rules on behalf of the Association, proceedings related to the Common Areas and such other proceedings as are in the interests of the Association;

(E) Employment and dismissal of personnel and agents necessary or appropriate for the maintenance and operation of the Association;

(F) Establishment of bank accounts in the name of the Association, and authorization of signatories therefor;

(G) Procuring of insurance for the Association and Common Areas;

(H) Appointment and termination of committees, which serve at the pleasure of the Board, as from time to time may be deemed appropriate; and

(I) Exercise for the Association all powers, duties and authority vested in or delegated to the Association by law and not reserved to the membership by other provisions of the Governing Documents.

7.9 Duties. It shall be the duty of the Board to:

(A) Cause to be kept minutes of all meetings of the Members and Board in written form or in another form which can be converted into written form within a reasonable time;

(B) Supervise all officers, agents and employees of the Association to see that their duties are properly performed;

(C) Fix the amount of assessments against each Lot and send notice thereof to the Members in advance of the due date;

(D) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(E) Maintain the official records of the Association, including records of receipts and disbursements arising from the operation of the Association;

(F) Cause all persons who control or disburse Association funds to be appropriately bonded or insured;

(G) Maintain, repair and operate the Common Areas;

(H) Appropriately enforce the Governing Documents and Rules; and

(I) Perform all duties and obligations of the Association as set forth in the Governing Documents and as otherwise required by law.

8. Meetings of the Board.

8.1 Meetings. A meeting of the Board occurs whenever a quorum of the Board gathers to conduct Association business. Regular and special meetings of the Board are open to all Members except meetings between the Board and its attorney to discuss proposed or pending litigation where the contents of the discussion are governed by the attorney-client privilege or Board meetings held for the purpose of discussing personnel matters.

8.2 Quorum. A majority of the 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 a quorum, is present shall be regarded as an act of the Board.

8.3 Regular Meetings. Regular meetings of the Board shall be held as may be determined by the Board.

8.4 Special Meetings. Special meetings of the Board shall be held when called by the President or by any 2 Directors.

8.5 Meeting Notice. Notice of a Board meeting stating the date, time and place of the meeting shall be posted in a conspicuous place on Association property at least 48 hours before the meeting, except in an emergency. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the Association property not less than 14 days before the meeting.

8.5 Attendance and Manner of Voting. Directors may participate in a meeting by means of telephone, real-time videoconferencing, or similar real-time electronic or video communication equipment if all persons participating in the meeting, including any Members, can hear each other at the same time. A Director's participation by such means shall constitute his/her presence in person at a meeting. Directors may not vote by proxy or secret ballot at Board meetings, except that secret ballots may be used in the election of officers.

9. Officers.

10.1 Officers and Election. The officers of the Association shall be a President, must also be a Director, a Treasurer, a Secretary, and, at the option of the Board, a Vice-President, all of whom shall be elected by the Board and who may be removed and replaced by the Board, with or without cause, at any Board meeting. Any person may hold 2 or more offices except that the President shall not also be the Secretary. The Board may from time to time elect such other officers and designate their powers and duties as the Board shall find necessary or convenient to manage properly the affairs of the Association.

10.2 Term and Resignation. The officers shall be elected annually by the Board at the first Board meeting following the annual membership meeting and hold office for 1 year and until his/her successor has been elected or until his/her earlier resignation, removal from office, disqualification or death. Any officer may resign by furnishing written notice to the Association, in which case the resignation shall be of immediate effect unless otherwise stated in therein.

10.3 President. The President shall be the chief executive officer of the Association. He/she shall have all of the powers and duties which are usually vested in the office of president of an association, including but not limited to the power to serve as chair at all meetings, issue

instructions to the Association's agents and attorneys and sign instruments on behalf of the Association.

10.3 Vice President. If one is appointed, the Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He/she shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

10.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Board and the Members. He/she shall attend to the giving and serving of all notices to the Members and Board, and other notices required by law. He/she shall keep the official records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the Board or the President.

10.5 Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He/she shall keep the books of the Association in accordance with good accounting practices, provide for collection of assessments; and perform all other duties incident to the office of Treasurer.

10.6 Compensation. Officers shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

10.7 Delegation. Nothing herein shall prevent the Board of delegating certain duties to a bookkeeper or licensed community association manager.

11. Books and Records. The Association shall maintain its official records for at least 7 years. The official records shall be made available to Members for inspection as required by law.

12. Budget and Financial. The Board shall adopt an operating budget for the Association in advance for each calendar year. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The Association shall provide each Member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge.

13. Indemnification. Except for willful misconduct or a violation of their fiduciary responsibilities to Members, Directors and officers of the Association shall be indemnified by the Association to the fullest extent permitted by law. Directors and officers of the Association and shall not be personally liable for any act, debt, liability or other obligation of the Association by virtue of being a Director or officer.

14. Amendment. These Bylaws may be amended at a regular or special meeting of the Members by a vote of 2/3rds of the total voting interest of the Association.

15. Miscellaneous.

15.1 Severability. The invalidity or unenforceability in whole or in part of any section, subsection, sentence, clause, phrase or word or other provision of these Bylaws shall not affect the remaining portions.

15.2 Conflicts. If there is a conflict between any provision of these Bylaws and the Declaration or Articles, the Declaration or Articles of Incorporation, as applicable, shall control.

15.3 Singular, Plural and Gender. Whenever the context so requires, the use of the singular shall include the singular and the plural, the use of the plural shall include the singular and the plural, and the use of any gender shall be deemed to include all genders.

15.4 Notice. Whenever written notice is required, by the Governing Documents, Rules or applicable law, to be furnished by the Association to Members, such notice shall be deemed to be delivered when emailed to the email address supplied by the Member for the purpose of notice or deposited in the U.S. mail, postage prepaid, addressed to the Member's address last appearing on the books of the Association. It is the affirmative duty of each Member to notify the Association, in writing, of the mailing or e-mail address at which they wish to receive notice from the Association.

IN WITNESS WHEREOF, the undersigned, on behalf of the Association, has hereunto set his hand this 9th day of SEPTEMBER, 2020.


**Signed, sealed and delivered
in the Presence of:**



Signature

VANESSA HOWIE

Printed Name of Witness



Signature

Matthew Davis, President
Overlook Estates East Property
Owners Association, Inc.



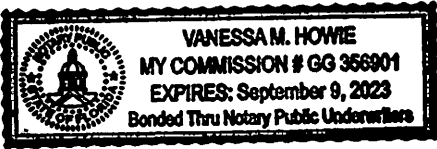
Signature

CHRISTIE COOPER

Printed Name of Witness

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed before me by Matthew Davis, who produced a drivers' license as identification, this 9th day of September, 2020.



[Signature]
Notary Public – State of Florida

Certificate of Adoption

I, the undersigned, certify as follows:

1. I am the elected and acting Secretary of Overlook Estates East Property Owners Association, Inc., a Florida corporation not for profit.
2. The foregoing Bylaws were duly approved and adopted by the requisite number of Members at the duly noticed membership meeting held on Jan 17th, 2020, at which a quorum was present in person or by proxy.

Signed, sealed and delivered
in the Presence of:

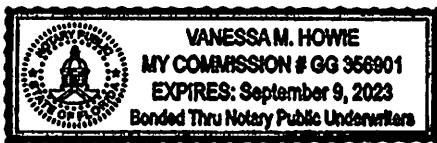
[Signature]
Signature
Vanessa m. Howie
Printed Name of Witness

[Signature]
Jacob Ley, Secretary
Overlook Estates East Property
Owners Association, Inc.

[Signature]
Signature
CHRISTIE COOPER
Printed Name of Witness

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was signed before me by Jacob Ley, who produced a drivers' license as identification, this 9th day of September, 2020.



[Signature]
Notary Public – State of Florida