

Prepared by & Return to:  
Telese Brown McKay, Esq.  
Icard | Merrill  
2033 Main Street, Suite 600  
Sarasota, FL 34237

**CERTIFICATE OF AMENDMENT TO THE DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS FOR UNIVERSITY PARK,  
THE ARTICLES OF INCORPORATION OF UNIVERSITY PARK COMMUNITY  
ASSOCIATION, INC. AND THE  
BYLAWS OF UNIVERSITY PARK COMMUNITY ASSOCIATION, INC.**

**RECITALS**

**WHEREAS**, University Park Community Association, Inc., a Florida not-for-profit corporation ("Association") has been established for the operation of University Park in accordance with the Declaration of Covenants, Conditions and Restrictions for University Park, recorded on January 17, 1992 in Official Records Book 1363 Page 0264 of the Public Records of Manatee County, Florida, as amended from time to time ("Declaration");

**WHEREAS**, a Special Member Meeting was held on September 30, 2020, which meeting was duly noticed in accordance with Article 4 of the Bylaws of University Park Community Association, Inc. ("Bylaws");

**WHEREAS**, an amendment to Section 4.4 of Article 4 of the Declaration was submitted for approval at the Special Member Meeting at which a quorum of the Voting Members were present;

**WHEREAS**, the amendment to Section 4.4 of Article 4 of the Declaration was approved by at least two-thirds of the Association's Class A membership voting rights (there are no Majority Owners) in accordance with Article 21 of the Declaration;

**WHEREAS**, a Board Meeting was held on September 30, 2020, at the conclusion of the Special Member Meeting, which meeting was duly noticed in accordance with Article 7 of the Bylaws;

**WHEREAS**, amendments to Section 6.2 and Section 6.3 of Article 6 of the Articles of Incorporation of University Park Community Association, Inc. ("Articles of Incorporation") were submitted for approval at the meeting of the Board of Directors held on September 30, 2020 immediately following the Special Member Meeting, at which a quorum of the Board of Directors ("Board") was present;

**WHEREAS**, the amendments to Section 6.2 and Section 6.3 of Article 6 of the Articles of Incorporation were approved by Board in accordance with Article 10 of the Articles of Incorporation; and

**WHEREAS**, amendments to Section 3.3 and Section 3.4 of Article 3, and Section 4.1, Section 4.3 and Section 4.4 of Article 4 of the Bylaws were submitted for approval at the Board meeting at which a quorum was present;

**WHEREAS**, the amendments to Section 3.3 and Section 3.4 of Article 3, and Section 4.1, Section 4.3 and Section 4.4 of Article 4 of the Bylaws were approved by Board in accordance with Article 13 of the Bylaws.

**NOW THEREFORE**, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. All present and future Members of the Association shall be bound by the amendment to Section 4.4 of Article 4 of the Declaration as follows:

*New language is indicated by underlined type.  
Deleted language is indicated by ~~struck through type~~.*

**Article 4 of the Declaration shall be amended as follows:**

**4.4 Voting Members.** All Neighborhood Owners who are ~~Class A~~ members shall be represented in ~~all~~ matters concerning the Association other than the election of Directors by a representative (the "Voting Member") of their Neighborhood. ~~If a Neighborhood Association has been established for a Neighborhood, the Voting Member for such Neighborhood shall be the president of the Neighborhood Association. For each other Neighborhood, the~~ The Voting Member shall be the chairman of the Neighborhood Committee; provided however, that until the election of a Neighborhood's first Neighborhood Committee, the Voting Member for the Neighborhood shall be the president of the Association. Other than in the election of Directors, each ~~Each~~ Neighborhood's Voting Member shall be entitled to cast, in his/her discretion, all votes of such Neighborhood's ~~Class A~~ members and shall have exclusive authority to represent such ~~Class A~~ members in meetings of the Association membership. All votes cast by a Neighborhood's Voting Member shall conclusively bind such Neighborhood's ~~Class A~~ members. Voting Members may participate in meetings of the Association membership in person or by proxy. Although ~~Class A~~ members shall be represented at meetings of the Association membership ~~exclusively~~ by their respective Voting Members, any ~~Class A~~ member shall have the right to attend and observe such meetings.

*All other Sections of the Declaration remain unchanged.*

3. All present and future Members of the Association shall be bound by the amendment to Section 6.2 and Section 6.3 of Article 6 of the Articles of Incorporation as follows:

*New language is indicated by underlined type.  
Deleted language is indicated by ~~struck through type~~.*

**Section 6.2 of Article 6 of the Articles of Incorporation is deleted in its entirety:**

~~6.2 ***Intentionally Omitted Appointment.*** All Directors shall be appointed by the Class B member until the annual meeting of the members following the first fiscal years of the Association for which Assessments are levied against Assessable Parcels. Commencing with such annual meeting and continuing thereafter until the "turnover" meeting of members, the Class B member shall have the right to appoint a majority of the Board of Directors. Commencing with the "turnover" meeting, all Directors shall be elected by Voting Members representing the Class A members in accordance with the provisions of Article 6.3. As used herein, the "turnover" meeting shall mean the first annual or special meeting of the members following the earlier of the following two dates: (a) the Final Development Date; or (b) the date on which the Class B member, by written notice to the Association, relinquishes its right to appoint a majority of the Board of Directors.~~

**Section 6.3 of Article 6 of the Articles of Incorporation is amended as follows:**

~~6.3 **Election.** All Directors who are not subject to appointment by the Class B member shall be elected by Voting Members representing the Class A Members. Elections shall be by plurality vote and in accordance with the procedures set forth in the Bylaws. Notwithstanding the foregoing provisions of this Article 6.3, in the event any Neighborhood District is established by the Class B member pursuant to the provisions of the Declaration, at least one director shall be elected exclusively by Voting Members representing the Class A members owning Parcels within such Neighborhood District. In no event shall the total number of Directors elected by Voting Members representing the Class A members be less than the number of Neighborhood Districts.~~

*All other Sections of the Articles of Incorporation remain unchanged.*

4. All present and future members of the Association shall be bound by the amendments to Section 3.3 and Section 3.4 of Article 3, and Section 4.1, Section 4.3 and Section 4.4 of Article 4 of the Bylaws as follows:

*New language is indicated by underlined type.  
Deleted language is indicated by ~~struck-through type~~.*

**Section 3.3 of Article 3 of the Bylaws shall be amended as follows:**

**3.3 Quorum.** A quorum at any meeting of the Association's members shall consist of Voting Members entitled to cast votes representing at least thirty percent (30%) one-third of the total votes of the Association's Class A members ~~as determined in the manner set forth in Article 4.3A of the Declaration.~~

**Section 3.4 of Article 3 of the Bylaws shall be amended as follows:**

**3.4 Votes and Use of Proxies.** Votes may be cast by ~~Voting Members electronically~~, in person, by proxy, or by written ballot. Proxies shall be valid ~~only~~ for the particular meeting designated thereon and any proper adjournments thereof for up to ninety (90) days of the original meeting, and must be filed with the Secretary at or before the designated time of the meeting.

**Section 4.1 of Article 4 of the Bylaws shall be amended as follows:**

**4.1 Annual Meeting.** An annual meeting of the membership of the Association shall be held each year during November or such other months as the Board of Directors may determine. The date, time and place of the annual meeting shall be designated by the Board of Directors, and may be held live or virtually via a videotelephony platform. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the members, and may be conducted via online/electronic voting. The annual meeting shall be conducted by using the following process:

- (a) Not less than forty-five (45) days before the scheduled election, the Association shall mail, deliver or electronically transmit to each member a first notice of the date of election seeking a call for candidates and providing an opportunity for candidates to answer Association questions posed, submit resume information and to provide an optional photo.
- (b) Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than thirty (30) days prior to the scheduled election and shall automatically be listed on the election ballot and election proxy. Any candidate may also submit a one-page resume, along with any other information requested or authorized by the Association.
- (c) Not less than fourteen (14) days prior to the election, together with the written notice and agenda of the annual meeting, the Association shall mail, deliver or electronically transmit a second notice of the election to all members, together with the election ballot and an election proxy listing all Director candidates in alphabetical order, both of which may be digital via online/electronic voting.
- (d) Members may use the election ballot to vote directly in the election. Alternatively, members may provide the election proxy to another member of the Association for completion and submission to the Association on behalf of the member, which proxy must include the member's Lot number and the date, and be signed by the member and the proxy holder. Notwithstanding, only one vote may be cast per Lot via either the election ballot or the election proxy.
- (e) There shall be no nominations from the floor.

- (f) In order to hold the election, a minimum of twenty (20%) percent of the members must have cast votes in the election.
- (g) The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement by lot, such as flipping of a coin by a neutral party.

**Section 4.3 of Article 4 of the Bylaws shall be amended as follows:**

**4.3 Member Attendance.** Although ~~Class A~~ members shall be represented at meetings of the Association membership ~~exclusively~~ by their respective Voting Members, each ~~Class A~~ member of the Association shall be entitled to attend and observe all annual and special meetings of members, and shall participate by direct voting in the election of Directors. ~~Although Class B, C, and D members have no voting rights generally, they shall be entitled to attend and participate in all annual and special meetings of members.~~ Meetings of the member may be held live or virtually via a videotelephony platform.

**Section 4.4 of Article 4 for the Bylaws shall be amended as follows:**

**4.4 Notices.** Written notice of all annual members' meetings, ~~annual or special~~, shall be given to all ~~Class B, C and D~~ members and to all Voting Members, but notice of all special members' meetings need only be given to all Voting Members (but not to ~~Class A~~ members individually). Such notices shall be given by the President, Vice President, or Secretary or by such other officer of the Association as may be designated by the Board of Directors. Such notice shall state the time, date and place of the meeting and the purpose for which the meeting is called and shall be given not less than 14 days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the member or Voting Member, indicating the date on which such notice was received. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member or Voting Member at his ~~post office~~ address as the same appears on the records of the Association. Notice may also be given via electronic transmission upon prior approval of the member or Voting Member. Proof that notice was timely provided of such mailing may be given by the affidavit of the person giving the notice and filed with the Association's Official Records~~minutes of meetings~~. Any member or Voting Member may, by written waiver signed by such member or Voting Member, waive such notice, and such waiver, when filed with the Association's ~~minutes of meetings~~ (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such member or Voting Member. ~~In all elections of members of the Board, the total number of votes that may be cast by a Voting Member will equal (a) the number of votes of all Class A members in the Voting Member's Neighborhood multiplied by (b) the number of vacancies on the Board to be filled at the election. The total votes cast by a Voting~~

~~Member for any one candidate for the Board may not exceed the number of votes held by all Class A members in the voting Member's Neighborhood.~~

All other Sections of the Bylaws remain unchanged.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 30<sup>th</sup> day of September, 2020.

WITNESSES:

UNIVERSITY PARK COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation

Jennifer Everingham  
Print Name: Jennifer Everingham  
Diana Catalo  
Print Name: DIANA CATALO

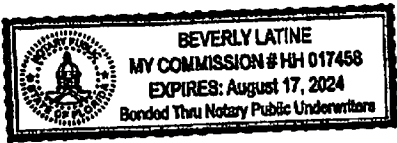
By: John Whyte  
JOHN WHYTE, President

(Seal of Corporation)

STATE OF Florida  
COUNTY OF Manatee

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization, this 30<sup>th</sup> day of September, 2020 by John Whyte as President of University Park Community Association, Inc., a Florida corporation not-for-profit, on behalf of the corporation. He/she is personally known to me of has produced \_\_\_\_\_ as identification.

Beverly Latine  
Signature of person taking acknowledgement



Beverly Latine  
Name typed, printed or stamped  
Accounting Manager  
Title or rank  
HH 017458  
Serial number, if any

[SECOND SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 30<sup>th</sup>  
day of September, 2020.

WITNESSES:

UNIVERSITY PARK COMMUNITY  
ASSOCIATION, INC., a Florida not-for-profit  
corporation

Jennifer Everingham  
Print Name: Jennifer Everingham

By: *Peter Conway*  
Peter Conway, Secretary

Dana Cutalo  
Print Name: DANA CUTALO

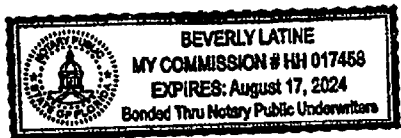
(Seal of Corporation)

STATE OF Florida  
COUNTY OF Manatee

The foregoing instrument was acknowledged before me by means of  physical presence  
or  online notarization, this 30<sup>th</sup> day of September, 2020 by  
Peter Conway as the Secretary of University Park Community  
Association, Inc., a Florida corporation not-for-profit, on behalf of the corporation. He/she is  
personally known to me of has produced \_\_\_\_\_ as identification.

*Beverly Latine*  
Signature of person taking acknowledgement

Beverly Latine  
Name typed, printed or stamped  
Accounting Manager  
Title or rank  
HH 017458  
Serial number, if any



Document #1218324