

THIS INSTRUMENT PREPARED BY AND WHEN RECORDED RETURN TO:

Jennifer Englert, Esquire  
The Orlando Law Group, PL  
12301 Lake Underhill Road, Suite 213  
Orlando, Florida 32828

**CERTIFICATE OF APPROVAL OF THIRD AMENDMENT TO THE BYLAWS  
OF NORTH SHORE AT LAKE HART HOMEOWNERS ASSOCIATION, INC.**

The undersigned authority hereby certifies that at a duly called meeting of the Board of Directors held on the 11<sup>th</sup> day of April, 2024 the Board of Directors of North Shore at Lake Hart Homeowners Association, Inc., duly adopted the attached amendments to the Bylaws as originally recorded in the Public Records of Orange County, Florida on July 18, 2001 at Official Record Book 6304, Page 3479 *et al.* The approval was achieved by the vote of a majority of the Board of Directors as set forth in Article X of the Bylaws of North Shore at Lake Hart Homeowners Association, Inc.

Witness my hand and seals this 11<sup>th</sup> day of April, 2024

North Shore at Lake Hart Homeowners  
Association Inc.

By

DAVID GORDON

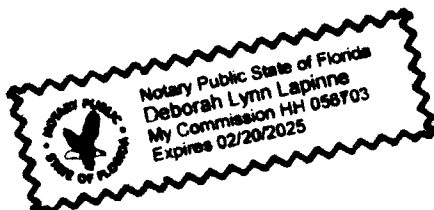
President:

David Gordon

**STATE OF FLORIDA**

**COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me, a notary public, by means of ☒ physical presence or ☐ online notarization, this 11<sup>th</sup> day of April, 2024, David Gordon as President of the Board of Directors of North Shore at Lake Hart Homeowners Association, Inc. who is personally known to me or produced a driver's license as identification.



Deborah Lynn Lapinne

Printed Notary Name Deborah Lynn Lapinne

NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires: February 20, 2025

AMENDED BYLAWS  
OF  
NORTH SHORE AT LAKE HART  
HOMEOWNERS ASSOCIATION INC.

**ARTICLE I**

**IDENTITY AND LOCATION**

These are the Bylaws of NORTH SHORE AT LAKE HART HOMEOWNERS ASSOCIATION, INC., herein called the "Association", a corporation not for profit organized and existing under Chapters 617 and 720, Florida Statutes, for the purpose of administering the Property and the Areas of Common Responsibility, in accordance with the Declaration of Covenants, Conditions and Restrictions for North Shore at Lake Hart (the "Declaration"). The principal office of the Association shall be located at 9339 North Shore Golf Course Boulevard Orlando, Florida 32832, but meetings of the Board of Directors may be held at such places within the State of Florida as may be designated from time to time by the Board of Directors.

**ARTICLE II**

**GENERAL**

Section 1. Incorporation of Declaration. As supplemented herein, the regulation of the business and affairs of the Association shall be governed by the Declaration, as amended from time to time, the terms and provisions of which are incorporated herein by reference as if set forth herein verbatim.

Section 2. Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as shall subsequently be determined by the Board of Directors.

Section 3. Seal. The seal of the Association shall bear the name of the Association, the word "Florida", and the year of incorporation.

Section 4.  
Definitions. The definitions set out in the Declaration are incorporated herein by reference.

**ARTICLE III**

**ASSOCIATION PURPOSES. POWERS AND MEETINGS**

Section 1. Association's Purposes. The Association has been organized for the purposes set forth in the Declaration and Articles, including, without limitation, the following:

- (a) to own, improve, operate, maintain, repair and replace the Common Property and

to improve, operate, maintain, repair and replace the Areas of Common responsibility, including but not limited to the Master Surface Water Management System, and any personal property owned by the Association;

(b) to clean, clear, trim, remove weeds, limbs, and debris from, and to provide general grounds maintenance for both the Common Property and the Areas of Common Responsibility;

(c) to fix Assessments to be levied against the Lots and Units in the Property;

(d) to enforce any and all covenants and agreements contained in the Declaration; and

(e) to pay taxes and insurance, if any, on the Common Property.

Section 2. Records of the Association. The Association shall maintain each of the following items, when applicable, which constitute the official records of the Association:

(a) Copies of any plans, specifications, permits, and warranties related to improvements constructed on the Common Property or Areas of Common Responsibility;

(b) A copy of these Bylaws and of each amendment thereto;

(c) A copy of the Articles of Incorporation of the Association and of each amendment thereto;

(d) A copy of the Declaration and each amendment thereto;

(e) A copy of the current rules and regulations of the Association;

(f) The minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members which minutes shall be retained for seven (7) years

(g) A current roster of all Members and their mailing addresses and Lot or Unit identifications;

(h) All of the Association's insurance policies or copies thereof which shall be retained for seven (7) years;

(i) A current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has any obligation or responsibility; and

(j) A copy of all bids received by the Association for work to be performed which shall be retained for one (1) year;

(k) The financial and accounting records of the Association, kept according to good accounting practices, which financial and accounting records shall be maintained for a period of at least seven

(7) years. The financial and accounting records shall include: (1) accurate, itemized, and detailed records of all receipts and expenditures, (2) a current account and a periodic statement of the account for each Member who is obligated to pay Assessments, the due date and amount of each Assessment or other charge against the Member, the dates and amount of each payment on the account, and the balance due, (3) all tax returns, financial statements, and financial reports of the Association, and (4) any other records that identify, measure, record, or communicate financial information.

Section 3. Annual Meetings. The Annual Meeting of the Members of the Association shall be held at such date, time and place as determined by the Board of Directors. Each subsequent regular annual meeting of the Members shall be held within twelve (12) months of the previous annual meeting.

Section 4. Special Meetings. Special meetings of the Members may be called at any time by the Board of Directors, or upon written request of at least 10% of the total voting interests of the Association, or by written request of the Declarant for so long as Declarant owns any Lot. At a special meeting, only those items stipulated in advance may be considered for action.

Section 5. Notice of Meetings. Written notice of each meeting of the Members shall be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in the event of any emergency, or, in the alternative, at the election to the Board, given by, or at the direction of, the Secretary of the Association, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each Member entitled to vote thereat, addressed 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. Such notice shall specify the place, day and hour of the meeting, and advise if directors are being elected, advise if assessments are being adjusted or advise if amendments to the articles of incorporation or by-laws are being considered and, in the case of a special meeting, the purpose of the meeting.

Section 6. Attendance at Meetings. Any person entitled to cast the votes of a Member, and in the event any Lot or Unit is owned by more than one (1) person, all co-owners of a Lot or Unit may attend any meeting of the Members. Any person not expressly authorized to attend a meeting of the Members, as set forth above, may be excluded from any meeting of the Members by the presiding officer of such meeting.

Section 7. Organization. At each meeting of the Members, the President, or in his/her absence the Vice President, shall act as Chairman of the Meeting. The Secretary, or in his/her absence any person appointed by the Chairman of the Meeting, shall act as secretary of the meeting.

Section 8. Minutes. The minutes of all meetings of the Members shall be kept in written form or another form that can be converted into written form within a reasonable time, and shall be available for inspection by the Members or their authorized representatives, and the Members of the Board of Directors, at any reasonable time.

Section 9. Quorum. The presence at the meeting of Members entitled to cast, or of

Proxy ballots entitled to cast, fifteen percent (15%) of the voting interests at a meeting of Members shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. The written joinder of an Owner may not be utilized to establish a quorum. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Section 10. Proxy Ballots. At all meetings of Members, each Member may vote in person or by a proxy ballot duly appointed in writing which bears a date not more than six (6) months prior to such meeting unless such proxy ballot specifically provides for a longer period of time. All proxy ballots shall be in writing, state the date, time and place of the meeting for which it is being given, signed by the Member entitled to vote and filed with the Secretary. Proxy ballots shall only be valid for the particular meeting set forth in the proxy as it shall be adjourned and reconvened from time to time, and shall automatically expire ninety (90) days after the date of the meeting for which it was originally given. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot or Unit.

Proxy ballots must be received by the Community Association Manager no later than 5:00 pm the day before the election.

Nominations will not be accepted from the floor at the annual meeting. The election of directors must be by secret ballot. An election is not required if the number of vacancies equals or exceeds the number of candidates. For purposes of this paragraph, the term "candidate" means an eligible person who has timely submitted a written notice of his or her intention to become a candidate according to the procedures set forth herein.

The Member Meeting notice and accompanying documents shall not contain any communication by the board that endorses, disapproves, or otherwise comments on any candidate. Accompanying the proxy ballot shall be an outer envelope addressed to the Association and a smaller inner envelope in which the election proxy ballot shall be placed by the voter. The exterior of the outer envelope shall contain spaces for the name of the voter, the mailing address of the voter and the lot or unit number being voted, and shall contain a signature space for the voter. Once the proxy ballot is filled out, the voter shall place the completed proxy ballot in the inner smaller envelope and seal the envelope. The inner envelope shall be placed within the outer larger envelope along with a copy of a valid state-issued driver's license for the voter or a valid state-issued identification card containing a signature and photo for the voter, and the outer envelope shall then be sealed. Each outer envelope shall contain only a sealed envelope with one proxy ballot and a copy of a valid state-issued driver's license for the voter or a copy of a valid state-issued identification card containing a signature and photo of the voter. The voter shall sign the exterior of the outer envelope in the space provided for such signature. The envelope shall be mailed to the Association. When the envelope is received by the Association, the voter's name will be checked against a list of members and marked as having voted.

No proxy or in-person ballot shall indicate which candidates are incumbents on the board. No write-in candidates shall be permitted. No proxy or in-person ballot shall provide a space for the signature of or any other means of identifying a voter. No proxy or in-person ballot shall require

a minimum number of votes to be cast, but the proxy or in-person ballot may warn the voter that the proxy or in-person ballot will be invalid if the number of votes cast exceeds a maximum number. No fractional and no cumulative voting is permitted, and all proxy ballots shall be uniform in color and appearance and all in-person ballots shall be uniform in color and appearance but may be a different color than proxy ballots.

Envelopes containing proxy ballots shall be collected by the Association and transported to the location of the duly called meeting of the owners. The Association shall have available at the member meeting in-person ballots for distribution to-eligible voters who have not cast their votes by using a proxy ballot. Voting with in-person ballots will start an hour before the meeting time and will end at the designated time of the start of the meeting according to the meeting notice that has been mailed to all members prior to the meeting. Voters must be in line to be checked in to vote no later than thirty minutes prior to the published start of the meeting. Each in-person ballot distributed at the meeting shall be placed in an inner envelope and sealed by the voter and then the inner envelope will be placed in an outer envelope and sealed by the voter in the manner described above. The voter will immediately hand in the sealed outer envelope to a representative of the Association and that voter will be checked against a list of members and marked as having voted.

Each envelope containing ballots shall be handled in the following manner: As the first order of business, envelopes containing in-person ballot envelopes shall be collected. Envelopes containing proxy ballot envelopes and in-person ballot envelopes collected at the member meeting shall then be counted to determine if quorum may be reached. The business of the meeting may continue during this process. All information on the outer envelope shall be inspected and any outer envelope not completely and correctly filled out shall be marked "Disregarded" or with words of similar import and will not count toward quorum, and any ballot envelopes contained therein shall not be opened and counted. The remaining valid outer envelopes will again be counted to determine if quorum may be reached. If it appears that quorum may be reached then an impartial committee will open all valid outer envelopes containing proxy ballots and inspect the signature on the outer envelope against the signature on the copy of the valid state-issued driver's license contained inside the outer envelope or valid state-issued identification card containing a signature and photo contained inside the outer envelope. If the signatures do not match or if the outer envelope does not contain a copy of a valid state-issued driver's license or valid state-issued identification card containing a signature and photo these envelopes will be marked "Disregarded" or with words of similar import and will not count toward quorum and any ballot envelopes contained therein will not be opened and counted. If after this process, there are still enough total valid outer envelopes that quorum may be reached then the impartial committee shall remove all inner envelopes from the outer envelopes and shall place them into a separate appropriate container.

The inner envelopes shall then be opened and the ballots shall be removed, inspected and, if valid, counted in the presence of the owners. Any inner envelope containing more than one ballot shall be marked "Disregarded", or with words of similar import, and any ballots contained therein shall not be counted toward quorum or for the election of Directors. Any inner envelope containing

a ballot with more candidates voted for than is allowed or containing write-in candidates or signed by the voter or containing any information that might allow for the identification of the voter shall be marked “Disregarded”, or with words of similar import and will not be counted toward quorum or for the election of Directors. All envelopes and ballots, whether marked “Disregarded” or not, shall be retained with the official records of the Association.

For purposes of this rule, “impartial” shall mean a committee whose members do not include any of the following or their spouses:

1. Current board members;
2. Current Officers; and
3. Candidates for the Board

Section 11. Voting by Co-Owners. The vote for each Lot or Unit in the Association must be cast as a single vote, and fractional votes shall not be allowed. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, or if more than one Class A vote is cast for any Lot or Unit, the vote for that Lot or Unit shall not be counted, but their vote shall continue to be counted for purposes of determining the existence of a quorum. If any Owner casts a vote on behalf of a Lot or Unit, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Lot or Unit.

Section 12. Recording. Any Member may tape record or videotape meetings of the Board of Directors and meetings of the Members. The Board of Directors may adopt reasonable rules governing the taping of such meetings.

Section 13. Turnover Meeting - Within seventy-five (75) days after the Members, other than the Developer, are entitled to elect a Member or Members of the Board of Directors, the Association shall call and give not less than thirty (30) days notice of an election for the members of the Board of Directors. The election shall proceed as provided by law. The notice may be given by any Lot Owner or Unit Owner if the Association fails to do so. At the time that Lot Owners and/or Unit Owners, other than the Declarant, elect a majority of the Members of the Board of Directors of the Association, the Declarant shall relinquish control of the Association and the Lot Owners shall accept control.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. Board of Directors; Selection; Terms of Office. The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors who shall be selected by the Declarant. The Declarant shall have the sole right to appoint and remove any member or members of the Board of Directors of the Association pursuant to Article III of the Declaration so long as Declarant shall own more than ten percent (10%) of the Lots and Units in the Property. Thereafter, the members of the Board shall be determined as set forth in Article III of the Declaration.

Section 2. Vacancies in the Board of Directors. Vacancies in the Board of Directors shall be appointed by the majority of the remaining Directors, or by a sole remaining Director, and any such appointed Director shall serve for the remaining term of his predecessor.

If an election is not needed because the number of Board members whose staggered terms expire at the annual meeting and election equals or exceeds the number of candidates, the candidates become members of the Board effective upon the adjournment of the annual meeting.

## **ARTICLE V**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Board of Directors' Powers. The Board of Directors shall have power:

- (a) to call special meetings of the Board;
- (b) subject to Article VII herein, to appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Officer or Director of the Association in any capacity whatsoever;
- (c) to establish, levy and assess, and collect Assessments or charges in accordance with the Declaration;
- (d) to adopt and publish rules and regulations governing the use of the Common Property and Areas of Common Responsibility;
- (e) to exercise for the Association all powers, duties and authority vested in or delegated to the Association;
- (f) to fill vacancies on the Board of Directors pursuant to Article IV above;
- (g) to appoint an Executive Committee of three (3) Directors and delegate all or any portion of the powers of the Board of Directors to this Executive Committee, subject to the limitations on the authority of the Executive Committee imposed by law; and
- (h) to take such other action as provided in the Declaration.

Section 2. Board of Directors' Duties. It shall be the duty of the Board of Directors:

- (a) to cause to be kept a complete record of all its acts and corporate affairs;
- (b) to supervise all officers, agents and employees of the Association and to see that their duties are properly performed:



- (c) to prepare the annual budget in accordance with the Declaration;
- (d) to fix and collect Assessments in accordance with the Declaration;
- (e) to prepare a roster of the Owners, Lots and Units and the Assessments applicable thereto, which roster shall be kept in the office of the Association; and
- (f) to send written notice of each Assessment to each Owner as provided in the Declaration.

Section 3. Resignation. A Director of the Association may resign at any time by giving a written notice to the Board of Directors of the Association. The resignation of any Director shall take effect upon delivery of the notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. So long as Declarant shall own more than ten percent (10%) of the Lots or Units in the Property, any Director may only be removed, with or without cause, by the Declarant. Thereafter, except as otherwise provided in the Declaration, any Director may be removed, with or without cause, by a two-thirds (2/3) vote of the members of the Board.

Section 5. Directors' Fees. There shall be no Directors' fees paid to members of the Board of Directors, except that Directors shall be entitled to reimbursement of out-of-pocket costs authorized by the Board of Directors.

## **ARTICLE VI**

### **DIRECTORS' MEETINGS**

Section 1. Directors' Annual Meeting. The annual meeting of the Board of Directors shall be held at the discretion of the Board of Directors with ample notice given to each member.

Section 2. Notice. Not less than ten (10) days' written notice of such annual meeting shall be given to each Director.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors after not less than five (5) days' notice to each Director.

Section 4. Waiver of Notice. A Director may waive notice of a meeting of the Directors before or after the date and time stated in the notice. Except as otherwise provided in this Section 4, the waiver must be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting. If a meeting

otherwise valid of the Board of Directors is held without notice where such is required, any action taken at such meeting shall be deemed ratified by a Director who did not attend, unless after learning of the action taken and of the impropriety of the meeting, he makes prompt objection thereto. Objection by a Director shall be effective only if written objection to the holding of the meeting or to any specific action so taken is filed with the Secretary of the Association.

Section 5. Action Upon Written Consent Without a Meeting. Action of the Board of Directors may be taken without a meeting upon the written consent signed by all members of the Board. Any such action without a meeting shall be effective on the date the last Board member signs the consent or on such date as is specified in the consent. Any such action by written consent shall have the same effect as a vote taken at a meeting of the Board of Directors.

Section 6. Board Quorum. A Majority of the Board of Directors shall constitute a quorum thereof.

## **ARTICLE VII**

### **OFFICERS**

Section 1. Association Officers. The Officers shall be a President, a Vice-President, a Secretary and a Treasurer. The officers may be, but shall not be required to be, members of the Board of Directors.

Section 2. Election of Officers. Declarant shall have the sole right to appoint and remove any officer of the Association so long as Declarant shall own more than ten percent (10%) of the total number of Lots and Units in the Property. Thereafter, all officers shall hold office at the pleasure of the Board of Directors.

Section 3. Removal of Officer. Upon affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. President. The President shall preside at all meetings of the Board of Directors, shall see that order and resolutions of the Board of Directors are carried out and shall sign all notes, checks, leases, mortgages, deeds and all other written instruments.

Section 5. Vice President. The Vice President shall perform all the duties of the President in the absence of the President.

Section 6. Secretary. The Secretary shall be the *ex officio* Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for such purpose. The Secretary shall sign all certificates of membership and shall keep the records of the Association.

Section 7. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board

of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business. The Treasurer shall sign all checks and notes of the Association, provided that such notes and checks shall also be signed by the President or Vice President.

## **ARTICLE VIII**

### **LIABILITY AND INDEMNIFICATION**

Section 1. Liability of Board Member. No Board Member, Officer of the Association or member of the ARB or member of any other committee shall be liable to any Owner, resident or any other person for any decision, action or omission made or performed by such Board Member or Officer of the Association, member of the ARB or member of any other committee in the course of his or her duties unless such Board Member, Officer of the Association member of the ARB or member of any other committee acted in bad faith or in reckless disregard of the rights of any person or of the terms of the Declaration or these Bylaws. '

Section 2. Indemnification. To the fullest extent allowed by Florida law, and subject to any limitations set forth in the Declaration or Articles, the Association shall indemnify the Directors, Officers of the Association, members of the ARB or member of any other committee, employees, agents and other persons specifically designated from time to time by the Board of Directors whom it may indemnify pursuant to law. In this connection, the Association is authorized to take out such insurance as it may deem necessary or desirable or to specifically reserve such funds from Retained Earnings consistent with such indemnification. In addition, the Association shall be responsible for the cost of providing a legal defense for any legal action filed by any Owner, resident, or any other person or entity, other than the Association, against any Member of the Board of Directors, any Officer of the Association, any member of the ARB or any member of any other committee for any decision, action or omission made or performed by such Board Member, Officer of the Association or Committee Member in the course of his or her duties. This right to indemnity and provide a legal defense continues after the Board Member, Officer or committee member leaves their position.

## **ARTICLE IX**

### **INSURANCE**

The Board of Directors or its duly authorized agent shall obtain hazard insurance for improvements to the Common Property and Areas of Common Responsibility and a broad form public liability policy covering all Common Property and Areas of Common Responsibility and all damage or injury caused by negligence of the Association or any of its agents as more fully described in the Declaration.

## **ARTICLE X**

### **AMENDMENTS**

These Bylaws may be amended or repealed and new Bylaws adopted by the Directors so long as Declarant has the authority to appoint the Directors and thereafter by a majority vote of the Board of Directors present, in person or by proxy, and entitled to vote at a regular or special meeting of the Board; provided that any matter which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

## **ARTICLE XI**

### **GENERAL**

Section 1. Conflicts. It is intended that the provisions of the Declaration which apply to the governance of the Association, as supplemented by the provisions in these Bylaws which are not contained in the Declaration, shall operate as the Bylaws of the Association. In the case of any conflict between such provisions set forth in the Declaration and these Bylaws, the Declaration shall control.

Section 2. Waiver. No provision of these Bylaws or any regulation promulgated by the Board of Directors pursuant hereto shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may have occurred.

Section 3. Severability. The provisions of these Bylaws are severable, and the invalidity of one or more provisions hereof shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder.

Section 4. Captions. Captions are inserted herein only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision.

Section 5. Gender and Number. All nouns and pronouns used herein shall be deemed to include the masculine, feminine, and the neuter, and the singular shall include the plural and the plural shall include the singular whenever context requires or permits.

Section 6. Roberts Rules. All meetings of the membership of the Board of Directors shall be conducted in accordance with *Roberts Rules of Order Revised*.

Section 7. Member Meeting Quorum. Fifteen percent (15%) of the total number of voting interests of the Members of the Association shall constitute a quorum thereof.