

This instrument prepared by:

Diane Helen Ford, Esq.  
Akerman LLP  
420 South Orange Avenue, Suite 1200  
Orlando, Florida 32801

**FIRST AMENDMENT TO  
DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS  
FOR CYPRESS RIDGE**

**THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR CYPRESS RIDGE** (the "First Amendment") is made as of the 26<sup>th</sup> day of March, 2018, by **JTD LAND AT CYPRESS RIDGE, LLC**, a Florida limited liability company ("Declarant"), whose post office address is 210 South Hoagland Boulevard, Kissimmee, FL 34741.

**RECITALS:**

**WHEREAS**, Declarant is the "Declarant" under that certain Declaration of Covenants, Conditions, Easements and Restrictions for Cypress Ridge recorded March 26, 2018 in Official Records Book 5306, Page 1763 of the Public Records of Osceola County, Florida (the "Declaration") (unless otherwise defined, capitalized terms used above or herein shall have the meanings ascribed to them in the Declaration);

**WHEREAS**, the Articles and Bylaws of Cypress Ridge Community Homeowners Association, Inc. were to be attached to the Declaration as Exhibit "B" and Exhibit "C," respectively, but were inadvertently omitted.

**WHEREAS**, pursuant to Article XII, Section 12.01(c) of the Declaration, Declarant has the right to unilaterally amend the Declaration prior to Turnover for any purpose; and

**WHEREAS**, pursuant to the authority granted to Declarant by the Declaration, Declarant wishes to amend the Declaration as set forth herein.

**NOW, THEREFORE**, Declarant, for itself and its successors in interest and assigns, by the execution and recording of this First Amendment in the Public Records of Orange County, Florida, does hereby declare that the Declaration is hereby amended, modified and supplemented as follows:

1. Recitals. The recitals set forth above are incorporated herein by this reference as if the same were fully set forth herein.
2. Association Articles. The Declaration is revised to insert the Articles of the Association attached hereto as Exhibit "A" as Exhibit "B" of the Declaration.
3. Association Bylaws. The Declaration is revised to insert the Bylaws of the Association attached hereto as Exhibit "B" as Exhibit "C" of the Declaration.
4. Effect of this First Amendment. Except as modified by this First Amendment, the Declaration remains unmodified, and in full force and effect. In the event of any inconsistency or conflict between the terms of this First Amendment and the terms of the Declaration, the terms of this First Amendment shall control only as necessary to resolve any such inconsistency or conflict.

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IN WITNESS WHEREOF, Declarant has executed this First Amendment as of the date set forth above.

Signed, sealed and delivered in the presence of:

JTD LAND AT CYPRESS RIDGE, LLC,  
a Florida limited liability company

By: *Craig C. Harris*  
Craig C. Harris, Manager

(Seal)

*Michelle A. Sheard*  
Printed Name: Michelle A. Sheard

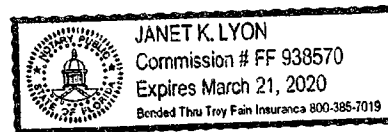
*Janet K. Lyon*  
Printed Name: Janet K. Lyon

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of March, 2018, by Craig C. Harris, as Manager of JTD Land at Cypress Ridge, LLC, a Florida limited liability company, on behalf of said entity, who {check appropriate box} [] is personally known to me or [] produced \_\_\_\_\_ as identification.

*Janet K. Lyon*  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_

[Notary Stamp]



**Exhibit "A" to First Amendment**

**Exhibit "B" to Declaration**

**Association Articles**

TIME RECEIVED	REMOTE CSID	DURATION	PAGES	STATUS
December 22, 2017 2:52:07 PM EST	850-617-6381	35	1	Received
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December 22, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CYPRESS RIDGE COMMUNITY HOMEOWNERS ASSOCIATION, INC.  
210 S. HOAGLAND BLVD  
KISSIMMEE, FL 34744

The Articles of Incorporation for CYPRESS RIDGE COMMUNITY HOMEOWNERS ASSOCIATION, INC. were filed on December 21, 2017, and assigned document number N17000012606. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H17000335039.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at (850) 245-6052.

Sincerely,  
Tyrone Scott  
Regulatory Specialist II  
New Filings Section  
Division of Corporations

Letter Number: 517A00025962

P.O BOX 6327 - Tallahassee, Florida 32314

**117 000012606**

Florida Department of  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)617-6381

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Account Number : 076656002425  
Phone : (407)423-4000  
Fax Number : (407)843-6610

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: charris@jtdlandco.com

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Cypress Ridge Community Homeowners Association, Inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
CYPRESS RIDGE COMMUNITY HOMEOWNERS ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I  
NAME

The name of this corporation shall be CYPRESS RIDGE COMMUNITY HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II  
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation ("Articles") with the State of Florida Department of State. The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the District prior to such termination, dissolution or liquidation.

ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in the "Governing Documents" (as that term is defined in that certain Declaration of Covenants, Conditions, Easements, and Restrictions for Cypress Ridge Community Homeowners Association, Inc., as same may from time to time be amended or supplemented (the "Declaration"), to be recorded in the Public Records of Osceola County, Florida). Capitalized terms used above or herein without definition shall have the same meanings given or ascribed to such terms in the Governing Documents. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the Florida Statutes, Florida Not For Profit Corporation Act (the "Act"), subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents. The Association shall have the power to do any and all lawful things which may be authorized, assigned, required, or permitted to be done by the Association pursuant to the Governing Documents and/or the Act, including, but in no way limited to: (i) ownership, operation, management, administration, maintenance, repair, replacement, and insurance of the Common Areas; (ii) the levy and collection of Assessments; and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Governing Documents and/or under the Act. The Association shall operate, maintain and manage the Stormwater Management System in a manner consistent with District Permit Number 49-00920-P-05, and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System. The assessments shall be used for the maintenance and repair of the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

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**ARTICLE IV**  
**PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Association is 210 S. Hoagland Blvd., Kissimmee, Florida 34741.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

Titan HOA Management, LLC, whose address is 1637 E. Vine Street, Suite 300, Kissimmee, Florida 34744, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

**ARTICLE VI**  
**MEMBERSHIP**

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests, and limitations granted pursuant to the Governing Documents, any Rules and Regulations, and the Act.

**ARTICLE VII**  
**VOTING RIGHTS**

A Member's right to vote in Association matters shall vest as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions, and limitations provided in the Governing Documents.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Bylaws. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors as provided in the Bylaws are:

<u>Name:</u>	<u>Address:</u>
Craig C. Harris	210 S. Hoagland Blvd., Kissimmee, FL 34741
Kimberly Buccellato	210 S. Hoagland Blvd., Kissimmee, FL 34741
Kristy Kelley	210 S. Hoagland Blvd., Kissimmee, FL 34741

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ARTICLE IX  
AMENDMENT

These Articles may be amended, supplemented, and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented and modified.

ARTICLE X  
BYLAWS

The initial Bylaws of the Association shall be adopted by the Board and may be amended, supplemented, and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented and modified.

ARTICLE XI  
INCORPORATOR

The name and address of the Incorporator of the Association is:

Name:

Craig C. Harris

Address:

210 S. Hoagland Blvd.,  
Kissimmee, FL 34741

21<sup>st</sup> IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation this day of December, 2017.



Craig C. Harris, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

CYPRESS RIDGE COMMUNITY HOMBOWNERS ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 1637 E. Vine Street, Suite 300, Kissimmee, Florida 34744, has named Titan Management HOA, LLC, located at the above-registered office, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all Laws applicable to the performance of such office.

Titan HOA Management, LLC,  
a Florida limited liability company,  
d/b/a Titan Management

By: [Signature]  
Name: Lois Dan  
Title: Chief Operating Officer  
Date: 12/4 2017

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**Exhibit "B" to First Amendment**

**Exhibit "C" to Declaration**

**Association Bylaws**

**BYLAWS  
OF  
CYPRESS RIDGE COMMUNITY HOMEOWNERS ASSOCIATION, INC.**

**ADOPTED BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF THE CORPORATION EFFECTIVE DECEMBER 21, 2017**

IDENTITY AND LOCATION

These are the Bylaws of CYPRESS RIDGE COMMUNITY HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized and existing under Chapter 617, Florida Statutes, (the "Association") for the purpose of administering the Property, as defined in and in accordance with the terms and conditions of that certain Declaration of Covenants, Conditions and Restrictions for Cypress Ridge (the "Declaration"). The principal office of the Association shall be located at 210 S. Hoagland Boulevard, Kissimmee, Florida 34741.

GENERAL

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

Section 2. Definitions. All capitalized terms used herein without definition shall have the meaning given such term in the Declaration or the Articles of Incorporation of the Association as filed with the State of Florida Department of State.

ASSOCIATION PURPOSES AND POWERS

Section 3. 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, operate, maintain and convey the Common Property and to operate and maintain Areas of Common Responsibility, including but not limited to the 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 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 4. 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 of the Association;
- (f) The minutes of all meetings of the Board of Directors;
- (g) All of the Association's insurance policies or copies thereof;
- (h) 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
- (i) 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 Assessments or other charges, the due date and amount of each Assessment or other charge, the date 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 5. Inspection of Records. The official records of the Association shall be maintained within the state and must be open to inspection and available for photocopying by Members or their authorized agents at reasonable times and places within ten (10) business days after receipt of written request for access. This Section may be complied with by having a copy of the records available for inspection or copying in the community.

#### MEETING OF MEMBERS

Section 6. Annual Meetings. The first annual meeting of the Association shall be held within one year from the date of incorporation of the Association and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each

year thereafter. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Business transacted at the annual meeting shall include the election of Directors of the Association.

Section 7. Special Meeting. Special meetings of the Members may be called at any time by the president or by the Board of Directors, and shall be called upon written request of Members entitled to vote one-fourth (1/4) of all votes in the Association.

Section 8. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote, 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, in the case of a special meeting, the purpose of the meeting. 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 thereof.

Section 9. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If such quorum is not present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

Section 10. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of title to that Member's Lot.

### BOARD OF DIRECTORS

Section 11. Board of Directors; Selection; Terms of Office. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) members and must be an odd number. Initially the Board of Directors shall consist of three (3) Directors who shall be selected by the Declarant and, subject to the Declaration, thereafter the members of the Board shall be determined as set forth in Article VI herein.

Section 12. Vacancies in the Board of Directors. Vacancies in the Board of Directors shall be filled 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.

### NOMINATION AND ELECTION OF DIRECTORS

Section 13. Nomination. Nomination for election to the Board of Directors may be made by a nominating committee. Nominations may also be made from the floor at the annual meeting of the Members. Any nominating committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. Any

nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. Any nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among the Members.

Section 14. Election. At the election of the Board of Directors, the Members may cast, in respect to each vacancy, 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 and votes must be made in person at a Members' meeting or by ballots the Members personally cast.

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

Section 15. Board of Directors' Powers. Subject to the provisions of the Declaration, the Board of Directors shall have power:

- (a) to call special meetings of the Board;
- (b) 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 V above;
- (g) to appoint committees and delegate all or any portion of the powers of the Board of Directors to such committees, subject to the limitations on the authority of such committee imposed by law;
- (h) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- (i) to take such other action as provided in the Declaration.

Section 16. 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 and to present a statement thereof to the members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by at least one-fourth (1/4) of the Members;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
  - 1. fix the amount of the annual assessment against each Lot;
  - 2. send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period; and
  - 3. foreclose the lien against any Lot for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment as against third parties relying thereon;
- (e) procure and maintain adequate liability, hazard and other insurance on any Common Property;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, if the Board deems appropriate;
- (g) cause the Common Property, Areas of Common Responsibility, and the Surface Water Management System for the Property, to be maintained;
- (h) to prepare the annual budget in accordance with the Declaration;
- (i) to prepare a roster of the Owners and Lots and the assessments applicable thereto, which roster shall be kept in the office of the Association;
- (j) to send written notice of each assessment to each Owner as provided in the Declaration; and
- (k) to take any and all actions pursuant to the Governing Documents as may be necessary for the purposes of the Association.

Section 17. 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 18. Removal. 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 19. 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.

#### DIRECTORS' MEETINGS

Section 20. Directors' Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members.

Section 21. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and at such place and hour as may be fixed from time to time by a majority of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 22. 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 three (3) days' notice to each Director.

Section 23. 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 24. 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 25. Board Quorum and Voting. The majority of the Board of Directors shall constitute a quorum thereof. 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 the act of the



Board. Directors may not vote by proxy or by secret ballot at board meetings, except that secret ballots may be used in the election of officers.

### OFFICERS

Section 26. 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. However, each officer must be a Member of the Association.

Section 27. Election of officers. All officers shall hold office at the pleasure of the Board of Directors.

Section 28. Removal of officer. Upon an affirmative vote of a 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 29. Special Appointment. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine. When a final decision regarding an expenditure of Association funds is to be made by such special appointment, no vote may be made by proxy or secret ballot.

Section 30. Multiple Offices. The holding of multiple offices shall be permitted.

Section 31. Duties. The duties of the officers are as follows:

(a) President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Members and of the Board of Directors. Except where otherwise provided by law or these Bylaws, the president shall have the general powers and duties of supervision and management of the Association, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments, shall sign all promissory notes, and shall perform all such other duties as are incidental to his or her office or as are required by the Board.

(b) Vice President. The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board or the president.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by

resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

#### LIABILITY AND INDEMNIFICATION

Section 32. Liability of Board Member. No Board member or officer of the Association shall be liable to any Owner for any decision, action or omission made or performed by such Board member or officer in the course of his duties unless such Board member or officer 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 33. Indemnification. To the fullest extent allowed by Section 617.0831, Florida Statutes, as same may be amended, and subject to any limitations set forth in the Declaration or Articles, the Association shall indemnify the Directors, officers, 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 consistent with such indemnification.

#### ARTICLE II

#### INSURANCE

The Board of Directors or its duly authorized agent shall obtain insurance as described in the Declaration.

#### AMENDMENTS

These Bylaws may be changed, amended or modified at any time and from time to time, by the Members, the Board, or the Declarant, in the same manner as the Members, the Board, or Declarant may change, amend or modify the Declaration, as set forth in the Declaration.

#### COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ASSESSMENTS

Pursuant to the Declaration, each Member is obligated to pay to the Association assessments, including, without limitation, annual, special and individual assessments which are secured by a lien upon the property against which the assessment is made.

## CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "Cypress Ridge Community Homeowners Association, Inc., a Florida not for profit corporation", and the year of incorporation in the center of that circle.

## 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, the feminine, and the neuter, and the singular shall include the plural and the plural shall include the singular whenever the 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 Orders (latest edition) when not in conflict with the Act, the Governing Documents, or Rules and Regulations.

Section 7. 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.