

**THIS DOCUMENT PREPARED BY
AND RETURN TO:**

Sonia A. Bosinger, Esq.
ARIAS BOSINGER, PLLC
845 E. New Haven Ave.
Melbourne, FL 32901

-----the space above this line is reserved for recording purposes-----

**CERTIFICATE OF AMENDMENT TO BYLAWS OF
PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the President and Vice-President of the First Board of PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC. (hereinafter the "Association"), pursuant to the Florida Statutes and the BYLAWS OF PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC. ("Bylaws"), attached as Exhibit "C" to that certain Declaration of Covenants, Conditions, Restrictions and Easements for Palm Cove, recorded in Official Records Book 7894, Page 504, *et seq.*, of the Public Records of Brevard County, Florida, as amended and supplemented, hereby certifies that the AMENDMENT TO BYLAWS OF PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC., which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), has been properly adopted in accordance with the Bylaws.

Pursuant to Paragraph 13.3 of the Bylaws, the Amendment was adopted by action of the First Board, which First Board has the power to amend the Bylaws without the requirement of any consent, approval or vote of the Members.

The Association is a homeowners association created pursuant to the laws of the State of Florida. With the exception of the attached Amendment, all other terms and conditions of the Bylaws shall remain in full force and effect.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 1 day of Sept., 2020.

Signed, sealed and delivered
in the presence of:

Palm Cove Property Owners Association
of Brevard, Inc.

Kelly Max
(Sign - Witness 1)

By: Sonja Pedretti
(Sign)

Kelly Gay
(Print - Witness 1)

SONJA PEDRETTI, President

[Signature]
(Sign - Witness 2)

Arion Demme
(Print - Witness 2)

Kelly Max
(Sign - Witness 1)

Attest: Michael Weiss
(Sign)

Kelly Gay
(Print - Witness 1)

MICHAEL WEISS, Vice-President

[Signature]
(Sign - Witness 2)

Arion Demme
(Print - Witness 2)

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing was acknowledged before me, by means of physical presence or online notarization, this 1 day of Sept, 2020, by SONJA PEDRETTI, as President, and MICHAEL WEISS, as Vice-President, of the First Board of PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC., a Florida not for profit corporation, on behalf of the corporation, who are personally known to me or who have produced _____ as identification.

NOTARY PUBLIC



[Signature] (Sign)

Dina Parrino (Print)

State of Florida, At Large
My Commission Expires:

**AMENDMENT TO BYLAWS OF
PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC.**

The following amendments are made to the BYLAWS OF PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC., attached as Exhibit "C" to that certain Declaration of Covenants, Conditions, Restrictions and Easements for Palm Cove, recorded in Official Records Book 7894, Page 504, *et. seq.*, of the Public Records of Brevard County, Florida (additions are indicated by underlining, deletions are indicated by ~~strike through~~, and omitted but unaltered provisions are indicated by ellipses):

[...]

Section 3. Membership; Members' Meetings; Voting and Proxies

[...]

3.4 Except as otherwise provided in the Articles, a written notice of each Members' meeting, whether an Annual Members' Meeting or a special meeting (collectively "Meeting"), shall be given to each Member entitled to vote thereat at his last known address as it appears on the books of the Association. Written notice of Special Members' Meetings ~~and~~ shall be mailed or hand delivered to the said address or electronically transmitted to the location furnished by the Member for that purpose not less than fourteen (14) days nor more than forty-five (45) days prior to the date of the Special Members' Meeting. Notice of an Annual Members' Meeting shall be given pursuant to Paragraph 4.2 herein. Proof of such mailing, delivery or electronic transmission of notice of any Meeting shall be given by the affidavit of the person giving the notice. Any notice given hereunder shall state the time and place of the Meeting and the purposes for which the Meeting is called. The notices of all Annual Members' Meetings shall, in addition, specify the number of Directors of the Association to be designated by Declarant and the number of Directors to be elected by the Members, if applicable. Notwithstanding any provisions hereof to the contrary, notice of any Meeting may be waived before, during or after such Meeting by a Member or by the person entitled to vote for such Member by signing a document setting forth the waiver of such notice.

[...]

3.7 ~~At any Annual Members' Meeting when elections of Directors are to occur, written ballots are to be supplied to Members for such purposes. Members may~~ shall vote for Directors ~~in person or by Proxy in accordance with the election procedures set forth in Paragraph 4.2 herein. Members are not permitted to vote for Directors by absentee ballot. Further, at any Annual Members' Meeting at which Directors are to be elected, the "Chairman" (as hereinafter defined in Paragraph 7.2) shall appoint an "Election Committee" consisting of three (3) Members to supervise the election, count and verify ballots, disqualify votes if such disqualification is justified under the circumstances and certify the results of the election to the Board. The Election Committee shall be able to determine questions within its jurisdiction by plurality vote of all three (3) members, but matters resulting in deadlocked votes of the Election Committee shall be referred to the entire Board for resolution.~~

[...]

3.10 Voting rights of Members shall be as stated in the Articles and these Bylaws with respect to the election of all Boards other than the First Board. ~~Such votes may be cast in person or by absentee ballot.~~ Proxies shall not be used to cast votes for the election of the Board of Directors. Proxies may only be used to vote on ~~other~~ agenda items at Members' mMeetings at which Directors are to be elected, and ~~may also be used~~ to establish a quorum of the Members. "Proxy" is defined to mean an instrument containing the appointment of a person who is substituted in the place and stead of the person or authorized representative of an entity entitled to vote. Proxies shall be in writing signed by the person or authorized representative of an entity giving the same and shall be valid only for the particular Meeting designated therein and, if so stated in the Proxy, any adjournments thereof, provided, however, any proxy automatically expires ninety (90) days after the date of the meeting for which it was originally given. A Proxy must be filed with the Secretary of the Association before the appointed time of the Meeting in order to be valid. Any Proxy may be revoked prior to the time a vote is cast in accordance with such Proxy.

[...]

3.12 Remote Participation at Members' Meetings. The President may designate any Members' Meetings, including the annual meeting and any and all special members' meetings, as one at which remote participation will be permitted. At such a remote participation Meeting, some or all of the Members may participate through any means of communication at the President's election by which all Members participating may simultaneously hear each other during the Meeting. Such a Meeting shall be conducted in accordance with the following special rules for debate in remote participation Meetings:

- (a) A quorum shall exist in accordance with these Bylaws;
- (b) Members shall be provided an opportunity to be heard in the order and manner directed by the President; and
- (c) Minutes shall be taken.

At a remote participation Members' Meeting, the Association may transact its business, including but not limited to voting, with the same force and effect as at a Members' Meeting held without remote participation.

3.13 Electronic Voting. The Association may permit Owners who desire to do so the ability to utilize electronic voting in conformance with Florida Statute §720.317, as amended from time to time, as well as any applicable administrative rules of the Florida Department of Business and Professional Regulation, as may now exist, be hereafter adopted, or as the same may be amended from time to time.

- (a) The Board or its President may determine that utilizing electronic voting is not in the best interest of the Association as to any particular Members' Meeting or

election. Accordingly, there shall be no obligation for the Association to utilize electronic voting at any particular Members' Meeting or election.

(b) Notice to Owners of the opportunity to vote through an online voting system shall be provided as required by law.

(c) The Association hereby adopts the following forms which are incorporated into this Amendment by reference:

(i) Attached as Exhibit "A" is the "Consent to Electronic Voting," which Owners must sign and file with the Association or be affirmed by the Owner in order for an Owner to be entitled to vote by electronic means; and

(ii) Attached as Exhibit "B" is the "Revocation of Consent to Electronic Voting," which Owners must sign and file with the Association or be affirmed by the Owner to revoke their consent to electronic voting.

If permitted by law, an e-mail notification from an Owner to the Association may be used in lieu of a signed consent or revocation form, in which case the terms of the attached consent forms are incorporated by reference and shall be deemed affirmed by the Owner when consent is given or revoked by e-mail.

(d) In order to implement electronic voting, the Association may contract with an outside vendor or other party that provides electronic voting services. The Board shall use reasonable judgment to ensure that such vendor's services comply with the requirements of law, as set forth above.

(e) At such time as the Association contracts with or otherwise arranges for a vendor to provide electronic voting services, or if the Association changes vendors, the Association or its agent shall notify the Owners who have consented to electronic voting, by electronic mail or U.S. mail (or both), at the discretion of the Association, as to the identity of such vendor, including such contact or other information (including, but not limited to a vendor e-mail address or website), as the Association reasonably believes sufficient, to enable Owners to communicate directly with the vendor to engage in electronic voting.

(f) Owners who consent to vote by electronic means may still vote in person, if they choose, by paper means (use of proxies and ballots), or may send proxies to the Association by facsimile transmission or electronic mail, to the extent the Association otherwise receives and accepts proxies through such media. In the event of multiple votes cast by a Lot as to the same matter, the following priority shall prevail: (a) votes cast in person; (b) paper documents; (c) proxies sent by e-mail or facsimile transmission; and (d) on-line/internet/electronic votes.

(g) By signing or affirming the consent form attached as Exhibit "A" hereto, each Owner recognizes that the Association cannot control the practices of third parties

regarding internet communications and use of the Owner's e-mail address. As such, and as a condition of the Association's agreement to permit electronic voting, each Owner who consents to electronic voting releases and waives any claim against the Association pertaining to such voting, including but not limited to the transmission or placement of "viruses," "malware," "spyware," "cookies," and the like. Each Owner who consents to electronic voting also consents to the Association's publication of their e-mail address, as well as other information (including necessary personal identifying information) to vendors or other third parties to the extent and as may be reasonably necessary to enable the use of electronic voting processes. Such information shall not be considered an official record and shall not be available for Owner inspection unless required by law.

(h) By signing or affirming the consent form attached as Exhibit "A" hereto, each Owner further recognizes that internet/electronic communications may be subject to failure, interruptions, or other problems due to a variety of reasons, including but not limited to Owner operator error, vendor system or server failures, "spam" blockers, power outages, and the like. As such, and as a condition of the Association's agreement to permit electronic voting, each Owner who consents to electronic voting releases and waives any claim or challenge to such voting, including but not limited to situations where an Owner vote was not received or counted by the Association due to no fault of the Board of Directors or management.

Section 4. Board; Nomination and Election; Directors' Meetings

[...]

4.2 The election and, if applicable, designation of Directors shall be conducted in accordance with the Articles. Except for Declarant appointed Directors, Directors must be Members or the parents, children or spouses of Members. The election of Directors to the Board of Directors shall take place in conjunction with the Annual Members' Meeting. The person(s) receiving the largest numbers of votes shall be elected. Cumulative voting is not permitted. Directors shall be elected utilizing the following process:

(a) First Notice of Election. The first notice of election shall be mailed or delivered to each Member at least thirty (30) days prior to the election. The Association shall include a Notice of Intent to Be a Candidate form that can be used by Members to nominate themselves as candidates for the election of the Board of Directors.

(b) Notices of Intent to Be a Candidate. Any Member who desires to be a candidate for the Board of Directors shall give written notice to the Association not less than twenty (20) days prior to the scheduled election date. The Notice of Intent to Be a Candidate forms may be submitted to the Association by personal delivery, regular U.S. mail, facsimile or electronic mail. If the Notice of Intent to Be a Candidate form is not received by the Association by 5:00 pm on the twentieth day prior to the scheduled election date, the nomination shall be considered untimely, and the Member shall not be eligible for election or placed on the ballot. Nominations shall not be taken at any other time, including, but not limited to, nominations from the floor of the Annual Members' Meeting.

(c) Second Notice of Election. The second notice of election shall be mailed or delivered to the Members at least fourteen (14) days, but not more nineteen (19) days, prior to the election. Included with the second notice of election shall be the printed ballots, envelopes for returning the completed ballots, and any candidate information sheets that have been submitted to the Association.

However, an election is not required unless the number of qualified candidates who timely submitted their nomination is greater than the number of vacant seats on the Board of Directors. If an election is not required because there are either an equal number or fewer qualified candidates than vacancies exist, such qualified candidates shall commence service on the Board of Directors at the scheduled time of the annual members' meeting, regardless of whether a quorum is attained at the annual members' meeting.

(d) Campaigning. Any candidate may submit a personal information sheet to the Association not less than twenty (20) days prior to the election. This sheet shall not exceed one side of an 8 1/2" x 11" sheet of paper and may contain information describing the candidate's background, education, and qualifications as well as other factors deemed relevant by the candidate. The Association shall distribute unaltered copies of such sheets with the second notice of election and shall not be liable or otherwise responsible for the statements made on such information sheets.

(e) Ballots and Envelopes. The ballot shall list all eligible candidates in alphabetical order by last name and shall not indicate whether any candidates are incumbents. No write-in candidates shall be permitted.

When the second notice of election is given to the Members, the Association shall provide each Member with at least one (1) envelope, and one ballot for each Lot owned by that Member. The envelope shall be used for returning the completed ballots. Each envelope is to contain one (1) completed ballot. The envelope is to be pre-addressed to the person or entity authorized to receive the completed ballots on behalf of the Association. The envelope shall also have a place for the name of the eligible voting member, the Lot address/identification number, and the eligible voting member's signature. Once the eligible voting member completes the ballot, the Member shall place it inside the envelope and seal it. The member shall then write his or her name, the number(s) of his or her Lot(s) and sign the outside of the envelope. The sealed envelope may either be mailed, or hand delivered to the Association. Once received by the Association, no ballot may be rescinded or changed. Such envelopes received by the Association shall not be opened until the election meeting.

(f) Election Procedure at Annual Members' Meeting. It is not necessary to satisfy the quorum requirements for the Annual Members' Meeting to hold the election; however, at least twenty percent (20%) of the eligible members must cast ballots for the election to be valid. These ballots shall be handled in the same manner as is previously submitted.

All ballots, whether submitted prior to the election, shall be handled by an impartial committee at the election meeting. The impartial committee, which may be appointed by the Board of Directors, and if not, by the chairman of the members' meeting, must

not include current Directors on the Board or their spouses, officers or their spouses, or candidates for the Board or their spouses. The committee shall check the name, signature, and Lot identification on the envelopes against a list of qualified and eligible voting members. When the Member's name is found on the list, the Member's name shall be checked off as having voted. Any envelope not signed by someone on the list of qualified and eligible members, which cannot be identified as being cast by someone on the list of qualified and eligible members shall be marked "disregarded" and any ballots inside it shall not be counted. The business of the Annual Members' Meeting may continue during this process.

The impartial committee may, but is not required to, check envelope information prior to the election meeting. Notice that the committee will meet for this purpose must be posted at least forty-eight (48) hours in advance. The meeting shall be open to all Members and shall be held on the day of the election. A remote broadcast of such meeting shall satisfy the open meeting requirement.

After all the envelope information has been verified and the eligible voters' names have been checked off the roster, the envelopes may be opened. As soon as the first envelope is opened the polls shall close and no more ballots may be accepted. The ballots shall be removed from the envelopes (that were not disregarded) and the envelopes placed in a receptacle. Then the ballots shall be counted in the presence of the Members. A remote broadcast of such vote count shall satisfy the in the presence of Members requirement. Any envelope containing more than one (1) ballot shall be marked "disregarded" and the ballots contained inside shall not be counted. All envelopes and ballots, whether disregarded or not, must be retained with the official records of the Association.

If two or more candidates for the same position receive the same number of votes, which would result in one or more candidates not serving, the Association may conduct a runoff election in accordance with the procedures set forth herein, unless an agreement can be reached voluntarily between the candidates subject to the runoff election. Within fourteen (14) days of the date of the election at which the tie vote occurred, the Board shall mail, hand-deliver, or electronically transmit to the members, a notice of a runoff election in the same manner as the second notice of election described above. However, the only candidates eligible for the runoff election to the Board position are the runoff candidates who received the tie vote at the previous election. The notice shall inform the voters of the date scheduled for the runoff election to occur, shall include a ballot conforming to the requirements of this section. The runoff election must be held within thirty (30) days of the election at which the tie vote occurred.

[...]

4.15 Remote Participation at Board Meetings. The President may designate any Board meeting, whether regular or special, as one at which remote participation will be permitted. At such a remote participation Board meeting, some or all of the Board members may participate through any means of communication at the President's election by which all Board members participating may simultaneously hear each other during the Board meeting. Such a Board meeting shall be conducted in accordance with the following special rules for debate in remote participation Board meetings:

(a) A quorum shall exist in accordance with these Bylaws;

(b) Directors shall be provided an opportunity to be heard in the order and manner directed by the President;

(c) Members who are not Board members may attend as observers; and

(d) Minutes shall be taken.

At a remote participation Board meeting, the Association may transact its business, including but not limited to voting, with the same force and effect as at a Board meeting held without remote participation.

[...]

EXHIBIT "A"

CONSENT TO ELECTRONIC VOTING

The undersigned, being all the Owners, or an eligible voter for the Lot located at _____ (property address), at Palm Cove Property Owners Association of Brevard, Inc., hereby consent(s) in writing (by signing this form or agreeing to electronic voting by e-mail) to voting electronically at meetings and elections for Palm Cove Property Owners Association of Brevard, Inc. to the fullest extent permitted by law, pursuant to the provisions of the Amendment to Bylaws of Palm Cove Property Owners Association of Brevard, Inc., recorded in Official Records Book _____, Page _____, et seq., of the Public Records of Brevard County, Florida.

My/Our e-mail address that will be used for electronic voting is _____.

The undersigned understand(s) and agree(s) that in order to be valid, this consent form must be on file with the Association or an equivalent affirmation on file with the service which conducts electronic voting no later than five (5) days prior to the meeting or election in which the Owner wishes to vote by electronic means.

All Owners of the Lot or Eligible Voters Please Print Name, Affix Date and Sign Below:

By: _____
Print Name

Sign Name

Date

By: _____
Print Name

Sign Name

Date

By: _____
Print Name

Sign Name

Date

EXHIBIT "B"

REVOCATION OF CONSENT TO ELECTRONIC VOTING

The undersigned, being all the Owners, or an eligible voter for the Lot located at _____ (property address), at Palm Cove Property Owners Association of Brevard, Inc., has/have previously consented to electronic voting at meetings and elections for Palm Cove Property Owners Association of Brevard, Inc., as permitted by law by consent form dated _____, 20____, duly filed with the Association.

I/We hereby revoke my/our consent.

The undersigned understand(s) and agree(s) that in order to be valid, this revocation of consent form must be on file with the Association or an equivalent affirmation on file with the service which conducts electronic voting no later than five (5) days prior to the meeting or election in which the Owner wishes to revoke consent to vote by electronic means.

All Owners of the Lot or Eligible Voters Please Print Name, Affix Date and Sign Below:

By: _____
Print Name

Sign Name

Date

By: _____
Print Name

Sign Name

Date

By: _____
Print Name

Sign Name

Date