

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

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Melbourne, FL 32901

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**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION 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 ARTICLES OF INCORPORATION OF PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC. ("Articles"), attached as Exhibit "B" 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 ARTICLES OF INCORPORATION 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 Articles.

Pursuant to Article XIII, Section B of the Articles, the Amendment was adopted solely by a majority vote of the Board, without the prior written consent of the Members, at a duly called meeting of the Board.

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 Articles 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 May
(Sign - Witness 1)
Kelly Gay
(Print - Witness 1)

By: Sonja Pedretti
(Sign)
SONJA PEDRETTI, President

[Signature]
(Sign - Witness 2)
Adam Demmer
(Print - Witness 2)

Kelly May
(Sign - Witness 1)
Kelly Gay
(Print - Witness 1)

Attest: Michael Weiss
(Sign)
MICHAEL WEISS, Vice-President

[Signature]
(Sign - Witness 2)
Adam Demmer
(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 ARTICLES OF INCORPORATION OF PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC.

The following amendments are made to the ARTICLES OF INCORPORATION OF PALM COVE PROPERTY OWNERS ASSOCIATION OF BREVARD, INC., attached as Exhibit "B" 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):

[...]

**ARTICLE X
BOARD OF DIRECTORS**

[...]

B. The names and addresses of the persons who are to serve as Directors on the First Board are as follows:

[...]

Declarant reserves the right to replace and/or designate and elect successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided. Members other than Declarant shall be entitled to elect at least one (1) member of the First Board if fifty percent (50%) of the Lots in the community which will ultimately be operated by the Association have been conveyed to Members. Such election of at least one (1) member of the First Board shall take place at a special meeting of the Members and follow the nomination and election procedures provided in Subsection E herein.

[...]

E. The Initial Election Meeting shall be called by the Association, through the Board, within sixty (60) days after the Purchaser Members are entitled to elect a majority of Directors as provided in Paragraph D hereof. ~~A notice of meeting shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least fourteen (14) days prior notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Purchaser Members and the remaining number of Directors designated by Declarant. The procedure for nominating and electing Directors at the Initial Election Meeting shall be as follows:~~

1. First Notice of Initial Election Meeting. The first notice of Initial Election Meeting shall be mailed or delivered to each Member at least thirty (30) days prior to the Initial Election Meeting. 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.

2. 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 Initial Election Meeting 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 Initial Election Meeting 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 Initial Election Meeting.

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

4. Campaigning. Any candidate may submit a personal information sheet to the Association not less than twenty (20) days prior to the Initial Election Meeting. 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 Initial Election Meeting and shall not be liable or otherwise responsible for the statements made on such information sheets.

5. 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 Initial Election Meeting 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 Initial Election Meeting.

6. Election Procedure at Initial Election Meeting. It is not necessary to satisfy the quorum requirements for the Initial Election 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 Initial Election Meeting, shall be handled by an impartial committee at the Initial Election Meeting. The impartial committee, which may be appointed by the First Board, and if not, by the chairman of the Initial Election Meeting, must not include current Directors on the First 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 Initial Election Meeting may continue during this process.

The impartial committee may, but is not required to, check envelope information prior to the Initial 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 Initial Election Meeting. 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 Initial Election Meeting at which the tie vote occurred, the First 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 Initial Election Meeting 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 Initial Election Meeting. 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 Initial Election Meeting at which the tie vote occurred.

[...]

I. At each Annual Members' Meeting held subsequent to Declarant's Resignation Event, all of the Directors shall be elected by the Members, as provided for in the Bylaws. At the

first Annual Members Meeting held after the Initial Election Meeting, a “staggered” term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and

2. the remaining Directors’ terms of office shall be established at one (1) year.

At each Annual Members’ Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

[. . .]