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**CERTIFICATE OF AMENDMENT  
TO  
BY-LAWS OF  
THE SANCTUARY AT TAMPA PALMS OWNERS ASSOCIATION, INC.  
WHICH WAS FORMALLY KNOWN AS TAMPA PALMS UNIT 4B OWNERS  
ASSOCIATION INC.  
A NONPROFIT CORPORATION**

**NOTICE IS HEREBY GIVEN that the BYLAWS OF THE SANCTUARY AT TAMPA PALMS OWNERS ASSOCIATION INC., formally known as TAMPA PALMS UNIT 4B OWNERS ASSOCIATION, INC. as recorded in the Official Records Book 5666 at pages 084, et seq, in the Public Records of Hillsborough County, Florida be and the same are amended in accordance with Exhibit "A" attached hereto and entitled "FIRST AMENDMENT TO THE BY-LAWS OF THE SANCTUARY AT TAMPA PALMS OWNERS ASSOCIATION INC., WHICH WAS FORMALLY KNOWN AS TAMPA PALMS UNIT 4B OWNERS ASSOCIATION, INC. A NONPROFIT CORPORATION".**

WITNESSED:

WHEREAS, Article XXIII Section 23.1 permits amendment to Bylaws provided that such amendment is by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting.

WHEREAS, the Association and the members holding not less than two-thirds of the votes eligible to be cast by the members of the Association have at a duly called annual meeting approved the following amendment.

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IN WITNESS WHEREOF, The sanctuary At Tampa Palms Owners Association Inc., which was formally known as Tampa Palms Unit 4B Owners Association, Inc. has caused THIS FIRST AMENDMENT TO THE BYLAWS OF THE SANCTUARY AT TAMPA PALMS OWNERS ASSOCIATION INC. WHICH WAS FORMALLY KNOWN AS TAMPA PALMS UNIT 4B OWNERS ASSOCIATION INC. to be executed in its name by the President, and the corporate seal affixed, and attested to by its Secretary, this 27 day of Oct, 2003 at Tampa, Hillsborough County Florida.

Signed, sealed and delivered  
the presence of:

The Sanctuary at Tampa Palms  
Owners Association, Inc.

Maggie Wilson  
Witness

BY: Robert White  
President

Maggie Wilson  
Printed Witness Name

[Signature]  
Witness

ATTEST:  
BY: [Signature]  
Vice President

ARIEL HERNANDEZ  
Printed Witness Name

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 27 day of October, 2003 by Robert White as President of The Sanctuary At Tampa Palms Owners Association, Inc. He/She is personally know to me or \_\_\_\_\_ has produced \_\_\_\_\_ as identification and did take an oath.

Affix seal here:  
Dorothy I. Collins

NOTARY PUBLIC



Dorothy I. COLLINS

Printed Name of Notary

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**FIRST AMENDMENT TO THE BY-LAWS OF  
THE SANCTUARY AT TAMPA PALMS OWNERS ASSOCIATION, INC.  
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**ARTICLE I**

**Preamble**

These are the Bylaws of *The Sanctuary At Tampa Palms Owners Association, Inc.* ~~Tampa Palms Unit 4b Owners Association Inc.~~, (the "Association"), a nonprofit Florida corporation. The Articles of Incorporation of the Association (the "Articles") were filed in the office of the Secretary of the State of Florida on March 1, 1989. The Association has been organized for the purpose of governing the Lots within *The Sanctuary at Tampa Palms* ~~Tampa Palms Unit 4B~~ (the "Community") a subdivision within Tampa Palms, a master planned community within Hillsborough County, Florida, in accordance with the Declaration of Covenants, Conditions and Restrictions of ~~Tampa Palms Unit 4B~~ The Sanctuary at Tampa Palms (the "Declaration"). In the event of any inconsistency between these Bylaws and the Declaration, the Declaration shall control.

**ARTICLE II**

**Offices**

2.1 The principal office of the Association shall be within the Community in Hillsborough County, Florida, or such other place in Florida as the Board of Directors ("the Board") shall determine.

2.2 For purposes of service of process, the Association shall designate a registered agent, which designation may be changed from time to time, and his office shall be deemed an office of the Association for purposes of service of process.

**ARTICLE III**

**Definitions**

The definitions contained in the Declaration are incorporated into these Bylaws and made a part hereof, unless specified to the contrary herein.

**ARTICLE IV**

**Membership**

4.1 Membership and voting rights in the Association shall be as established in the Declaration.

**ARTICLE V**

**Members and Members' Meetings**

5.1 All the meetings shall be held at the office of the Association, or may be held at such place and time as shall be stated in a notice thereof.

5.2 The Association shall maintain a roster of names and mailing addresses of the Members of the Association.

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5.3 An annual meeting of the Membership shall be held on the date and at a time determined by the Board from time to time which date shall fall between the first day of October and the 31st day of November of each and every calendar year subsequent to incorporation. The purpose of the meeting shall be for the Members to elect a Board by a majority vote, if the Members are entitled to elect the Board pursuant to Article IV, Section 3 of the Declaration, and to transact other business as may properly be brought before the meeting.

5.4 Notice of a meeting of the Membership stating the time and place and the purpose for which the meeting is called shall be given by the Secretary of the Association for each meeting.

5.5 Special meetings of the Membership, for any purpose, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board, or at the request in writing of one-third (1/3) of the Members entitled to vote. A request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the purpose in the notice thereof.

5.6 ~~Fifty percent (50%) plus one of the voting interest of Members entitled to vote must be present in person, or present by valid proxy, to constitute a quorum.~~ ***The percentage of voting interests required to constitute a quorum at a meeting of all the Members shall be 30 percent of the total voting interests in accordance with Florida Statute 617.306 1 (a).*** A quorum shall be required at all meetings of the Membership for the transaction of business, except as otherwise provided by statute or by the Declaration. If a quorum cannot be reached at any meeting of the Membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. At the reconvened meeting a quorum may be reached if one-third (1/3) of the voting interest of Members entitled to vote are present in person or represented by valid proxy. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

5.7 When a quorum is reached at any meeting, a majority of the votes cast by the Members present in person, or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which a different vote is required by express provision of the Declaration or these Bylaws.

5.8 At any meeting of the Membership, every Member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such Member.

5.9 Whenever the vote of Members at a meeting is required or permitted by any provision of Florida law, the Declaration, the Articles or these Bylaws in order to transact business, the meeting and the vote may be dispensed with if all Members entitled to vote consent in writing to the transaction of such business.

5.10 Within at most one (1) year of the occurrence of any condition in Article IV, Section 3 of the Declaration, the Association shall call a Membership meeting, in accordance with Article IV, Section 3, at which a new Board shall be elected.

5.11 At all annual Membership meetings, the President of the Association, or in his absence, the Vice-President, shall preside as chairman of the meeting or in the absence of both, the Members shall elect a chairman. The order of business at such meetings shall be as follows:

- (a) Call to order by President
- (b) Election of chairman of the meeting (if required)
- (c) Calling of the roll and certifying of proxies
- (d) Proof of notice of meeting or waiver of notice
- (e) Reading and disposal of any unapproved minutes
- (f) Reports of officers

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- (g) Report of financial condition
- (h) Reports of committees
- (i) Determination of number of Directors
- (j) Nomination of Directors
- (k) Election of Directors
- (l) Unfinished business
- (m) New business
- (n) Adjournment

## ARTICLE VI

### Directors

6.1 The initial Board and the manner of filling vacancies of the initial Board shall be as set forth in the Articles of Incorporation, and they shall serve until the election of a new Board as provided in Article IV, Section 3 of the Declaration. Thereafter, the Directors shall be elected at the annual meeting of the Membership. The term of office of each director shall be three years and each director shall be elected to serve until his successor shall be elected and shall qualify. ~~the next annual meeting of the Membership until his successor shall be elected and shall qualify.~~

6.2 The Directors may hold their meeting and keep the books of the corporation at the office of the Association in Hillsborough County, Florida, or at such other place as they may from time to time determine.

6.3 If the office of a Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors shall choose a successor or successors, who shall hold office for the unexpired term.

6.4 Directors, other than initial Directors may be removed by an affirmative vote of the Members holding a majority of the votes.

6.5 The property and business of the Association shall be managed by the Board of Directors which may exercise all powers of the Association and perform all lawful acts which are not expressly reserved to the Members by the law, the Declaration, the Articles or by these Bylaws.

6.6 The salaries of all employees and agents of the Association shall be fixed by the Board, except that salaries for Directors for services when acting in a capacity other than as a Director, shall be fixed by the Members, as provided in Paragraph 8.1 of the Bylaws.

## ARTICLE VII

### Executive Committee

7.1 By appropriate resolution, the Board may designate an executive committee to consist of three or more Directors which, to the extent provided in the resolution, may exercise the power of the Board to manage the affairs of the Association, and may authorize the seal of the corporation to be affixed to all papers which may require it.

7.2 The executive committee shall keep regular minutes of its proceedings and report the same to the Board when required.

## ARTICLE VIII

### Compensation of Directors, Officers and Agents

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8.1 Directors, shall not receive any compensation for their services, except that a Director shall not be precluded from serving the Association in any other capacity and receiving compensation therefor. The Board may employ a Director as an employee or contract with a Director for management of the Association. The salaries for Directors for their services in other capacities shall be fixed by the Members.

8.2 Officers, employees or Members of advisory committees of the Association may receive compensation for their services as determined by the Board.

## ARTICLE IX

### Meetings of the Board

9.1 The organizational meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

9.2 The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Directors may designate, in which event no notice shall be required.

9.3 Special meetings of the Board may be called by the President on three (3) days notice to each Director (in writing) to be delivered by mail or in person. Special meetings may also be called on the written request of a majority of Directors.

9.4 At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction business and the act of a majority of the Directors present any meeting at which a quorum is present shall be the acts of the Board of Directors. At any meeting at which a quorum is not present, the presiding officer may adjourn the meeting from time to time and at any such adjourned meeting, any business which might have been transacted may be terminated without further notice.

9.5 Notice of any and all meetings of the Board may waived by appropriate written waiver.

## ARTICLE X

### Notices

10.1 Written notice of the annual meeting of Members shall be served upon or mailed to each Member entitled to notice at least fourteen (14) days but not more than sixty (60) days prior to the meeting and must be posted in a conspicuous place in the Community at least fourteen (14) days prior to the meeting. The mailing of the notice of annual meeting need not be sent certified or registered mail unless required by Florida law or these Bylaws, in which case such requirement shall be waivable in the manner provided by law. This provision shall not construed to make applicable to this corporation changes in law becoming effective after the adoption of these Bylaws, unless such provision will otherwise be applicable or would be applicable notwithstanding contrary provisions in these Bylaws.

10.2 Written notice of a special membership meeting stating the time, place and date of such meeting shall be served upon or mailed to each Member entitled to notice at least ten (10) days but not more than sixty (60) days prior to such meeting, except in the case of an emergency, in which case notice shall be given that is reasonable under the circumstances. Members may waive notice of special membership meetings prior to, at or subsequent to any meetings of Members except where prohibited by law. Nothing in these Bylaws shall be construed to prevent Members from acting by written agreement without meetings.

## ARTICLE XI

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Procedures

Roberts Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with Florida law, the Articles or these Bylaws.

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**ARTICLE XII**

**Officers**

12.1 The Association shall have the following officers which shall be chosen by the Board: (1) a President, (2) a Vice-President, (3) a Secretary, and (4) a Treasurer. The Board may also elect additional Vice Presidents, and one or more Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office, but no person can serve simultaneously as both President and Secretary.

12.2 At its first meeting after each annual meeting of the Membership the Board shall choose the officers of the Association, none of whom need be a member of the Board.

12.3 The Board may appoint other officers and agents as it deems necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

12.4 The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reasons, the vacancy shall be filled by the Board set forth in the Articles of Incorporation.

**ARTICLE XIII**

**The President**

13.1 The President shall be the chief executive officer of the Association shall preside at all meetings of the Members and Directors, shall be ex-officio Member of all standing committees, shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect.

13.2 The President shall execute all documents, instruments and contracts on behalf of the Association, except those expressly delegated by the Board to some other officer or agent of the corporation.

**ARTICLE XIV**

**The Vice Presidents**

The Vice-Presidents in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe.

**ARTICLE XV**

**The Secretary, Treasurer and Assistants**

15.1 The Secretary shall: (a) attend all regular and special meetings of the Membership and of the Board of Directors and keep all records and minutes of proceedings thereof; (b) attend to all

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correspondence on behalf of the Board, prepare and serve notice of meetings; keep membership books, perform such other duties as the Board may determine and on all occasions in the execution of his duties, act under the attendance, control of the Board; (c) have custody of the minutebook of the meetings of Directors and Members, which shall at all times be available at the office of the Association; and (d) have custody of the corporate seal and affix it when necessary or required.

15.2 Assistant Secretaries in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board shall prescribe.

15.3 The Treasurer shall: (a) receive such monies as shall be paid into his hands for the account of the Association, and disburse funds as may be ordered by the Board, taking proper vouchers for such disbursements, and be custodian of all securities, contracts, leases and other important documents of the Association; (b) supervise the keeping of accounts and all financial transactions of the Association and books belonging to the Association and deliver such books to his successor; (c) make a full and accurate report on matters and business pertaining to his office to the Members at the annual meeting and make all reports required by law; and (d) render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the corporation.

15.4 Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties, exercise the powers and assume the obligations of the Treasurer and shall perform such other duties as the Board shall prescribe.

## ARTICLE XVI

### Directors, Annual Statement

The Board shall present at each annual meeting, a full and clear statement of the business and condition of the corporation.

## ARTICLE XVII

### Checks

All checks or demands for money and notes of the Association shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President or a Vice President of the Association, unless otherwise designated by the Board of Directors.

## ARTICLE XVIII

### Fiscal Year

The fiscal year of the Association is a calendar year, provided however, the Board is authorized to elect a different fiscal year as it deems is in the best interests of the Association.

## ARTICLE XIX

### Budget

The Board shall adopt a detailed budget for each calendar year that shall include the estimated funds required to defray the Common Element Expenses and to provide and maintain funds for the foregoing accounts according to good accounting practices. On or before fourteen (14) days prior to the



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meeting of the Board at which a budget for the Association is to be considered for adoption by the Board, a copy thereof shall be posted at the office of the Association together with a notice of the meeting at which the budget will be considered which notice shall state the time and place of the meeting. The budget shall be determined by the Board no later than sixty (60) days prior to the commencement of the budget year

## ARTICLE XX

### Assessments

20.1 Assessments shall be determined, imposed, utilized and enforced as provided for in Article VIII of the Declaration. The Board of Directors has the power to and shall from time to time determine the amounts necessary to pay all expenses of the Association and to establish reasonable budgets therefor, all in accordance with the Declaration.

20.2 Annual assessments shall be paid by Members on an annual basis, unless the Board approves a different period for payment, but in no event shall such payments be more frequent than monthly.

20.3 When the Board of Directors has determined the amount of any assessment, the Secretary shall transmit a statement of such assessment to each Member. Assessments are payable at the office of the Association.

20.4 All assessments are necessarily made upon projections and estimates of the Board of Directors, and may be in excess of or less than the sums required to meet the cash requirements of the Association, in which the Board may increase or decrease the amount of such assessment and make such adjustments, in cash or otherwise, as they shall deem proper, including the assessment of each Member of his proportionate share of any deficiency. Notice of all changes to assessments shall be given to all Members.

20.5 Assessments are due on the date stated on the notice of assessment, and thereafter may bear interest at a rate established by the Board, which shall not exceed the highest rate allowed by law.

20.6 In the event an assessment is not paid within the time permitted, the Association, through the Board, may proceed to enforce and collect such assessment from the delinquent Member in any manner provided by law respecting mortgage liens, by the Declaration and these Bylaws. Each Owner shall be individually responsible for the payment of assessments against his Lot coming due during his ownership and for the payment of reasonable attorney's fees and costs incurred by the Association in the collection of sums due and the enforcement of any lien held by the Association in respect thereof.

## ARTICLE XXI

### Books and Records

21.1 The Association shall maintain accounting records according to sound accounting practices and said records shall be open to inspection by Members at reasonable times. Such records shall include:

- (a) The record of all receipts and expenditures.
- (b) An account for each Lot, which shall designate the name and address of the responsible person, the amount of each assessment, the dates and amounts in which the assessment came due, the amounts paid upon the account and the balance due.
- (c) A register for the names of any mortgage holders or lien holders on any Lot who have requested in writing that they be registered and to whom the Association will give notice of default

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in case of nonpayment of assessments.  
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**ARTICLE XXII**

**Authority of Owner**

22.1 No Owner or Member, except as an officer of this corporation, shall have any authority to act for the corporation or bind it.

**ARTICLE XXIII**

**Amendments of Bylaws**

23.1 The Bylaws of the Association may be amended, altered, rescinded or added to by appropriate resolution approved by a two-thirds (2/3) vote of the Members present at a duly convened Membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the Members present at any duly convened Membership meeting. Any Member of this corporation may propose an amendment to the Bylaws to the Board or the Membership, as the case may be. Notwithstanding the foregoing, until the election of a new Board of Directors as provided in Article IV, Section 3 of the Declaration, any changes in the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors.

**ARTICLE XXIV**

**Construction**

Wherever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean masculine or feminine, singular or plural, wherever the context so requires.

**ARTICLE XXV**

**Validity of Bylaws**

If any Bylaw or part thereof shall be adjudged invalid, the same shall not affect the validity of any other Bylaw or part thereof.

**ARTICLE XXVI**

**Rules and Regulations**

The Board may from time to time adopt rules and regulations for the operation of the Community and all Members shall abide thereby; however, all rules and regulations shall equally apply to all Members similarly situated and shall be uniform in their application and effect.

**ARTICLE XXVII**

**Management Agreement**

The Board may enter into a Management Agreement for the operation, maintenance and management of the affairs of the Association with any person or entity, including without limitation, any Officer, Director, Member or the Declarant or any firm, association, corporation or partnership in which any Officer, Director,

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Member of the Declarant has any pecuniary or other interest.

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