

AMENDMENT TO THE FIRST AMENDED AND RESTATED BYLAWS OF THE AVILA PROPERTY OWNERS' ASSOCIATION

RECITALS

A. WHEREAS, the Bylaws of the Avila Property Owners' Association were adopted May 4, 1979, the Revised Bylaws of the Association were adopted on February 9, 1993, the First Amendment to the Revised Bylaws was adopted May 20, 1997, the Second Amendment to the Revised Bylaws was adopted February 12, 2013, the Third Amendment to the Revised Bylaws was adopted December 10, 2013, and the First Amended and Restated Bylaws to the Association were adopted February 11, 2014 and included as Exhibit C to the Revitalized, Consolidated, Amended and Restated Declaration of Covenants, Restrictions and Assessments for Avila Subdivision; and

B. Whereas, Article VII of the Bylaws provide that the Bylaws may be amended with the affirmative vote of at least a majority of the Board of Directors at a duly noticed meeting of the Board where a quorum of the Board is present; and

C. Whereas, the Board of Directors, by majority vote at a duly called meeting of the Board at which a quorum was present, voted in favor of the following amendments to the First Amended and Restated Bylaws of the Avila Property Owners' Association;

D. NOW, THEREFORE, the First Amended and Restated Bylaws of the Avila Property Owners' Association are hereby amended as follows:

Additions indicated by underlining

Deletions indicated by ~~striking through~~

ARTICLE I. MEETINGS OF MEMBERS

Section 1. Annual Meeting of the Membership. Unless otherwise designated by the Board of Directors, the annual meeting of the Association shall be held in March of each year, at such location as shall be determined by the Board of Directors.

Section 2. Special Membership Meetings. Special meetings of the Association may be held at the call of the President or by written request of a majority of the Board of Directors. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

Section 3. Notice of Meetings of Members. The Association shall give all Members actual notice of all membership meetings, which shall be mailed, delivered, or e-mailed to the Members not less than fifteen (15) days prior to the meeting; however, if required by applicable law, a Member must have consented in writing to receiving notice by electronic transmission. A Member must update the Association with any change to the mailing address or e-mail address on file for the Member for Association notices.

Section 4. Order of Business. Order of business at annual meetings:

- | | |
|---|------------------------------------|
| A. Roll Call | H. Adoption of Annual Operating |
| B. Reading of Notice of Meeting | Budget and Assessment |
| C. Reading of minutes of previous meeting | I. Transaction of Other Business |
| D. Report of President | Mentioned in Notice of Meeting |
| E. Report of Treasurer | J. Transaction of Any New Business |
| F. Report of Secretary | Not Mentioned in Notice of Meeting |
| G. Reports of Committees | K. Election of Directors |
| | L. Adjournment |

Section 5. Quorum for Membership Meetings; Remote Attendance by Members.

A. The presence of five (5%) percent of the Members of the Association, in person or by proxy, or via telephone or real-time electronic or video communication (with prior approval of the Board), shall constitute a quorum for the transaction of business at any meeting of the Membership; provided that if at any meeting there shall be less than a quorum, a majority of those Members present may adjourn the meeting from time to time and place to place. If a quorum is established, the subsequent withdrawal of Members that reduces the number below that originally required for determination of quorum shall not affect the validity of any action thereafter taken at the meeting or any adjournment of it.

B. The Board of Directors may adopt rules and regulations which permit the Members to “virtually” or “remotely” attend Membership meetings and vote as if physically present via telephone or other real-time electronic or video means of communication by which all individuals who are participating may simultaneously hear each other during the meeting. A Member’s attendance through such virtual or remote means shall count toward the quorum requirements as if such Member was physically present. Notwithstanding the foregoing or any other provision of these Bylaws to the contrary, Members may attend and participate virtually or remotely only if a majority of the Board has approved such manner of attendance. In the event that virtual or remote participation in meetings by Members is authorized by the Board of Directors as provided herein, the Association shall implement reasonable means to verify that each person deemed present and authorized to vote by means of remote

communication is a Member or proxy holder and reasonable measures to provide such Members or proxy holders with a reasonable opportunity to attend, participate in the meeting, and vote on matters submitted to the Members.

C. During any period during which a state of emergency has been declared by local, state or national authorities for the Association's geographical area, or as otherwise permitted by law, as amended from time to time, the Board of Directors shall have the power to conduct Board and/or Membership meetings by virtual/remote means only, without any physical meeting location. In the event that the Board determines that one or more meetings of the Members or the Board will be held solely via virtual/remote electronic means, the Board shall adopt reasonable procedures to give the Members and Directors who are present at the meeting via remote electronic means the opportunity to vote on any matters to be considered during the meeting, to the extent permitted by law, such as by permitting Members to submit an oral vote on matters which do not require a written ballot, permitting Members to submit a limited proxy in advance of the meeting, or permitting Members or their proxy holders to submit a written ballot by electronic transmission during the meeting. To the extent that a meeting of the Members is held in a physical location, the Board of Directors, at its discretion, may limit the number of in-person attendees at any such Members' or Directors' meeting in accordance with any state or local restrictions in effect or the latest recommendations issued by the Centers for Disease Control concerning mass gatherings.

Section 6. Voting.

A. On all matters on which the Members of the Association shall be entitled to vote, one vote shall be permitted for each full annual lot assessment paid by the Member, provided, however, that the number of votes entitled to be cast on any issue by the developer (SICO, Inc., its successors or assigns) shall be limited to not more than forty-nine (49%) percent of the total number of votes eligible to be cast at the meeting by the Members present.

B. Any Member of the Association who is delinquent for more than ninety (90) days in the payment of any fee, fine, or other monetary obligation duly levied by the Association against his/her lot shall not be entitled to a vote until all such charges, together with such reasonable penalties as the Board of Directors may impose, have been paid. A policy regarding the procedure for the suspension of delinquent Members' voting rights shall be approved by the Board of Directors at a properly noticed meeting of the Board of Directors, and a Member whose voting rights have been suspended shall be notified of the suspension by mail or hand delivery. The suspension of voting rights shall end only upon full payment of all obligations currently due or overdue to the Association.

C. The Board of Directors may establish a procedure whereby members of the Association may vote by proxy or by electronic voting via an internet-based online voting system.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Number and Term of Directors.

A. The business, property and affairs of the Association shall be managed by a Board of Directors composed of ten (10) persons who shall be elected to office by the Association at its annual meeting. Notwithstanding anything herein to the contrary, two (2) out of the ten (10) positions on the Board of Directors shall be Club Liaison seats, each of which shall be filled by an individual who holds a position of executive authority with the owner of the Avila Golf & Country Club.

B. The term of office of Directors shall be for four (4) years. The Board of Directors shall adopt a plan whereby the terms of office of the individual Directors shall be staggered in such a manner as two (2) Directors shall be elected in each even- numbered year and three (3) Directors in each odd- numbered year. Any vacancy occurring on the Board before the expiration of a term may be filled by an affirmative vote of the majority of the remaining directors. Any person so appointed to fill a vacancy shall serve for the remainder of the unexpired term of the seat being filled.

C. A Director will serve until his or her successor is duly elected, unless the Director resigns sooner or is recalled as provided herein or in accordance with the Florida Statutes. A Director may not serve more than three (3) consecutive terms; a Director who has served three (3) consecutive terms is not eligible to seek election to the Board of Directors or serve on an adjunct Committee for one term immediately following the Director's three consecutive terms of service on the Board. However, prior service on the Board shall not make any Member ineligible to be appointed as a Director in the event that there are not enough eligible candidates to fill the vacancies on the Board at the time of the election, or to fill any vacancy occurring on the Board before the expiration of a term. Further, any service on the Board after having been appointed as a Director to fill a vacancy shall not be counted in determining whether a Director has served twelve (12) consecutive years. This subsection C. shall not apply to the Directors who fill the Club Liaison seats on the Board.

Section 2. Qualification of Directors. Members of the Board of Directors shall each own a lot in Avila Subdivision, or, in the case of a lot which is owned by an entity, shall be an individual in a position of executive authority who has the power to act for the entity which owns the lot, including, but not necessarily limited to, an individual who is an authorized representative, as defined by the Florida Revised Limited Liability Company Act, of an LLC lot owner, an individual who is on the Board of Directors of a corporation-owned lot, or an individual who is the trustee of a lot owned in trust. A Member who is delinquent in the payment of any fee, fine, or other monetary obligation to the ASSOCIATION on the last day that the Member could be nominated for the board may not seek election to the board, and the

Member's name will not be listed on the ballot. A person serving as a Director who becomes more than 90 days delinquent in the payment of any fee, fine, or other monetary obligation to the association shall be deemed to have abandoned his or her seat on the Board.

Section 3. Duties of the Board. It shall be the duty of the Board of Directors to manage all of the business affairs of the Association.

Section 4. Quorum for Board Meetings. The presence of a majority of all Directors shall be necessary at any meeting of the Board of Directors to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. The Board of Directors may permit any or all Directors to participate in a regular or special meeting of the Board of Directors by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5. Time of Meetings. The annual meeting of the Board of Directors shall be held in March of each year, after the adjournment of the annual meeting of the Association; thereafter regular meetings shall be held in May, September, December, and February, or on such other dates as shall be determined by the Board. Special meetings may also be held at other times upon the call of the President or by three of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than three days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 6. Notice of Meetings of the Board of Directors and Certain Committee Meetings. The Association shall give all Members actual notice of all meetings of the Board of Directors and committee meetings requiring notice pursuant to law, which shall be (a) posted in the Association office or other conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency, and/or (b) mailed, delivered, or electronically transmitted to the Members not less than seven (7) days prior to the meeting; however, if required by applicable law, a Member must have consented in writing to receiving notice by electronic transmission. In the alternative, notice of meetings of the Board of Directors may be provided by a schedule of meetings.

Section 7. Vacancies. Vacancies occurring on the Board of Directors before the expiration of a term shall be filled by election by the remaining Directors. Each person so elected by the Directors to fill a vacancy

shall remain a Director only until his successor has been elected to fill the unexpired term of the vacant office by the Association Membership at its next annual meeting.

Section 8. Officers. At its annual meeting in March, the Board of Directors shall have President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the proper management of the business affairs of the Association. The Board shall have the power to fill any vacancy of any office, occurring for any reason whatsoever.

Section 9. Removal of Directors, Officers and/or Employees. Any Director, officer and/or employee may be removed by the Board of Directors whenever in the judgment of the Board, the best interests of the Association will be served thereby, by a majority vote of the Board of Directors. Failure to attend two consecutive meetings without a valid excuse may constitute a cause for the removal of a Director.

Section 10. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 11. Power to Appoint Executive Committee. At its annual meeting in March, the Board of Directors shall appoint an Executive Committee. The Executive Committee shall include all Officers of the Board of Directors. The President, at his or her discretion, may appoint any additional Directors to the Executive Committee, subject to approval by vote of the Board of Directors, provided that the total number of Directors on the Executive Committee must never constitute a quorum of the Board of Directors. The Executive Committee shall have and exercise the authority of the Board of Directors to manage the business affairs of the Association between scheduled meetings of the Board.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be the officers of the Association. They shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall be elected to hold office for a period of one year and may hold more than one office. To be eligible to hold an office, the person must own a lot or be an individual in a position of executive authority who has the power to act for the entity which owns a lot in Avila Subdivision, including, but not necessarily limited to, an individual who is an authorized representative, as defined by the Florida Revised Limited Liability Company Act, of an LLC lot owner, an individual who is on the Board of Directors of a corporation-owned lot, or an

individual who is the trustee of a lot owned in trust. No person shall be elected President or Treasurer of the Association who has served less than one year as a member of the Board of Directors.

Section 2. President.

A. The President shall:

1. preside at all meetings of the Board and at all meetings of the Executive Committee;
2. make all committee appointments other than to the Executive Committee;
3. be an ex-officio member of all committees except the Nominating Committee;
4. be chairman of the Executive Committee;
5. be a signatory on all business and financial accounts of the Association; and
6. perform all other duties usually pertaining to the office of President.

Section 3. Vice President.

A. The Vice President shall:

1. preside at all meetings of the Board of Directors and at all meetings of the Nominating and Executive Committees in the absence of the President; and
2. perform all other duties usually pertaining to the office of Vice President.

Section 4. Treasurer.

A. The Treasurer shall:

1. be custodian of all funds and securities of the Association;
2. keep a record of the accounts of the Association and report there on at each regular meeting on the Board of Directors;
3. deposit all monies of the Association in the name of Avila Property Owners' Association, Inc. in a bank or banks designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of individuals designated annually by the Board of Directors, at least one of whom shall be an officer of the Association;
4. give bond in such amount as the Board of Directors may require, the cost of which shall be borne by the Association;
5. prepare and file reports and returns required by all governmental agencies;

6. cause the detailed bookkeeping of the Association's finances to be performed by a qualified bookkeeper; and
7. perform all other duties usually pertaining to the office of a Treasurer.

B. Within ninety days following the close of each fiscal year, the President shall designate a person or persons to audit the Treasurer's accounts and the bookkeeper's records and to report the findings of such examination to the Board of Directors.

Section 5. Secretary.

A. The Secretary shall:

1. record, prepare and circulate for approval the minutes of all meetings;
2. have custody of the corporate seal of the Association;
3. give notice of all meetings required by statutes, bylaws or resolutions;
4. maintain committee reports;
5. carry on all necessary correspondence of the Association;
6. perform such other duties as may be assigned by the Board of Directors and the Executive Committee; and
7. perform all other duties usually pertaining to the office of Secretary.

ARTICLE IV. COMMITTEES

Section 1. Nominating Committee. There shall be a Nominating Committee which shall have the duty to report a slate of proposed Board members to be elected at the annual meeting of the Association in March. The Nominating Committee shall comprise five (5) Members of the Association, as follows: the Chair of the Nominating Committee shall be the President of the Association, unless the term of the President as a member of the Board has expired, in which case the Chair shall be the Vice President or other appropriate officer of the Association; and the remaining members of the Nominating Committee shall be one (1) other member of the Board whose Board term has not expired and three (3) Members of the Association who are not Board members, all of whom shall be appointed by the Chair. The report of the Nominating Committee shall be made at the meeting of the Board of Directors to be held in February of each year. No person's name shall be placed in nomination by the Nominating Committee without his/her prior consent. The existence of a Nominating Committee shall in no way preclude nominations of other persons being made from the floor of the annual meeting of the Association.

Section 2. Standing Committees. With the exception of the Nominating Committee, the President shall, within one month after his/her election, make appointments to all committees and designate the chairmen thereof. All members of standing committees shall also be members of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint special committees as the need arises. Members of special committees need not be members of the Board of Directors. The standing committees shall be as follows:

A. Administrative and Finance Committee.

1. The committee shall recommend to the Board of Directors the Qualifications for staff members and their salaries. It shall assist in the selection, employment and duration of employment of personnel, if any.
2. It shall study and know the needs of the Association and prepare a budget for approval by the Board of Directors at its meeting in February of each year.
3. It shall recommend ways and means of financing capital improvements and raising needed operating funds.
4. It shall review all proposed major expenditure of funds, either recommending them favorably to the Board of Directors or appraising the Board of the reasons for its disapproval.

B. Architectural Committee.

1. This committee shall be responsible for administering the development requirements and standards set forth in the recorded Covenants, Restrictions and Assessments for Avila Subdivision and in the Architectural Review Guidelines adopted by the Board of Directors.
2. It shall review for approval all construction and landscaping plans with Avila Subdivision and monitor to see that all actual work is carried out in accordance with approved documents.

ARTICLE V. FISCAL YEAR

The fiscal year of the Association shall be from April 1 to March 31 of the succeeding year.


ARTICLE VI. RULES OF ORDER

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE VII. AMENDMENTS

The Board of Directors may amend, repeal or rescind the Bylaws and/or adopt new Bylaws at their pleasure by a majority vote of the members of the Board of Directors, provided that written notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the Bylaws or adoption of new Bylaws shall have been given to each Director at least ten (10) days' preceding the meeting.

On the 14 day of September, 2023, at a duly called meeting of the Board of Directors where a quorum of the Board was present, the foregoing amendments were duly adopted by majority vote of the Board of Directors of AVILA PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation.

DocuSigned by:

467D09A4C04C423...

Secretary

(Seal)