

Prepared by and Return to:  
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Orlando, FL 32801

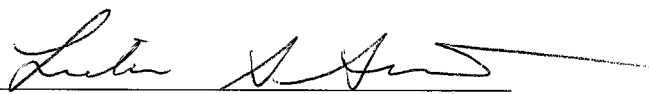


**CERTIFICATE OF AMENDMENT OF BYLAWS BY THE MEMBERSHIP OF  
BRYN MAWR SOUTH HOMEOWNERS ASSOCIATION UNIT #3 & #7, INC.**  
(Amendatory Instrument)

This recorded codification of action taken by the necessary majority of the members of BRYN MAWR SOUTH HOMEOWNERS ASSOCIATION UNIT #3 & #7, INC., which was taken at a duly noticed and scheduled special meeting of the members on the 14<sup>th</sup> day of August, 2012, shall be made part of the public record in and for Orange County, Florida. The Amended Bylaws are attached to this certificate of amendment as duly executed by the Association's president and secretary in attestation of the legitimacy of the adoption by the membership of the Amended Bylaw.

In Witness whereof, the undersigned persons being the current President and Secretary, respectively, of the Association, acknowledging and authorizing this amendatory instrument as having been duly passed and adopted by a sufficient majority of the current membership, evidenced by the setting their hands and seals to this document on this the 11 day of November, 2012.

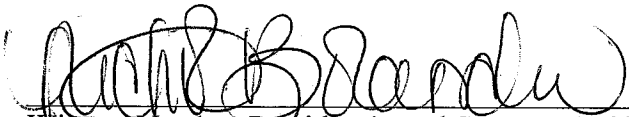
BRYN MAWR SOUTH HOMEOWNERS ASSOCIATION UNIT #3 & #7, INC.

  
\_\_\_\_\_  
President:

Printed Name: LINDA SMITH

  
\_\_\_\_\_  
Secretary:

Printed Name: Janice A. Lancaster

  
\_\_\_\_\_  
Witness No. 1 to President's and Secretary's Signatures

Printed Name: Nichol Bolander

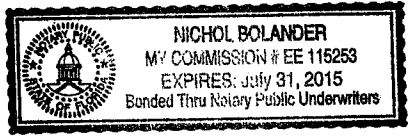
[Handwritten Signature]

Printed Name: Nicholas R. Miodkovic  
Witness No. 2 to President's and Secretary's Signatures

The foregoing instrument was acknowledged before me, on 11 day of November, 2012, by the above listed President, Linda Smith, and by the above listed Secretary, Janice Lancaster who are each personally known to me, and who each did take an oath that the matters contained therein are true and correct.

[Handwritten Signature: Nichol Bolander]  
Notary Public of the State of Florida

Seal:



**Village of Bryn Mawr South Homeowners Association, Inc.**  
**Special Membership Meeting**  
**August 14, 2012**  
**Clubhouse at 3149 Bridgehampton Lane**  
**7:00 PM.**

The meeting was called to order at 7:00 PM. Board members in attendance were Carol Proesel, Linda Smith, JoAnn Weeks, Ed James, Nick Miokovic, Janice Lancaster and Manager Nichol Bolander. Scott Peterson was unable to attend. We had about 10 adults attend the meeting. Other voting residents came, voted, and then left.

**Presentation of Bylaw Revisions:**

Nichol Bolander presented pertinent information regarding voting, explanation of verbiage on the proxy, and suspension of voting rights.

The right to levy the fines was defined in the revised Bylaws. Further definitions of fines, etc., will be addressed in the review of The Covenants and Restrictions where the actual rate structure and process will be determined. All will be within the guidelines of Florida State Statues 720 as amended from time to time. Other concerns were related to grammar, spelling, and punctuation. These issues will be addressed for future revision correction.

**Voting 6:00 PM to 8:00 PM**

Voting for the revision began at 6 P.M. A short 30 minute recess was called at 7:40 P.M. Quorum was met at 84 participating members. The meeting was reconvened at 8:05 P.M.

Dorothy Boyer will serve as counting committee chairman; helpers are Carol Manno, Diana Schnitzer, and Ginny Retallack.

**Results – Counting Committee Chairman**

A required quorum of 81 voting members was determined. The total members that voted were 84; with the final tally of 79 – yes to 5 – no. The revised Bylaws were passed.

**Meeting Adjourned at 8:15 P.M.**

BYLAWS  
OF  
BRYN MAWR SOUTH HOMEOWNERS ASSOCIATION UNIT #3 & #7, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is BRYN MAWR SOUTH HOMEOWNERS ASSOCIATION UNIT #3 & #7, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at ~~251 Maitland Ave Ste. 206, Altamonte Springs, Florida, 32701~~ 3149 Bridgehampton Lane, Orlando, Florida 32812, ~~but meetings of Members and Directors may be held at such places within the State of Florida as may be designated by the Board of Directors.~~ If the above location is not available due to special circumstance, an alternative location in Orange County, Florida may be determined by the Board of Directors.

ARTICLE II  
DEFINITIONS

SECTION 1. "Association" shall mean and refer to Bryn Mawr South Homeowners Association UNIT #3 & #7, Inc., its successors and assigns.

SECTION 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

SECTION 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

SECTION 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the roads and common areas.

SECTION 5. "Owner" shall mean and refer to the of-record Owner whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

SECTION 6. "Developer" shall mean and refer to MASON-CASSILLY OF FLORIDA, INC., A Florida Corporation, and its successors and assigns.

SECTION 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit County, Orange Florida.

SECTION 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

SECTION 9. "In good standing" shall be defined as a member who is not more than 90 days delinquent in the payment of any fee, fine, cost or other monetary obligation owed to the association.

SECTION 10. "Meeting of Members" shall be defined as any meeting of the membership whether a special meeting or annual meeting at which quorum has been obtained.

SECTION 11. "Meeting of Directors" shall be defined as any meeting scheduled for the Board of Directors whether a monthly board meeting or special Board of Directors meeting at which quorum has been obtained.

### ARTICLE III

#### MEETING OF MEMBERS

SECTION 1. Annual Meetings. ~~The first Annual Meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular~~ The annual meeting of the Members shall be held on the during the month of October at 3149 Bridgehampton Lane, Orlando, Florida 32812 on a date and time determined by the Board of Directors to be convenient for the Membership. same day of the same month of each year thereafter, at the hour of o'clock, P.M. 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. If the first attempt at a Meeting of the Members fails for lack of quorum, there shall be no requirement that the Association attempt a subsequent Meeting of the Members.

SECTION 2. Special Meetings. Special Meetings of the Members may be called at any time by the President or a majority of by the Board of Directors, or upon written request of ten percent (10%) of the Members in good standing who are entitled to vote. ~~one fourth (1/4) of all of the votes of the Class A membership.~~

SECTION 3. Notice of Meetings. Written notice of ~~each~~ any Meetings of the Members must be hand delivered or mailed to the Members not less than 14 days prior to the meeting ~~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 Fifteen~~

~~(15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of 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 must be stated. Notice by electronic transmission in a manner authorized by law for meetings of the Board of Directors, committee meetings requiring notice, and annual and special meetings of the members; however, a member must consent in writing to receiving notice by electronic transmission.

SECTION 4. Quorum. ~~The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, Thirty Percent (30%) of the votes of each Class of *the Membership* in good standing, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such a quorum shall not be present or represented at any meeting, the Members entitled to vote there at shall have *the* power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. A quorum for action at a meeting of the Members shall consist of Thirty Percent [30%] of the votes entitled to be cast by the Members in good standing, whether such votes be cast in person or via limited or general proxy, unless otherwise prohibited by the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such a quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote shall have the power to adjourn the meeting.~~

~~Section 5. 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 his Lot.~~

Section 5. Proxies and Ballots at all special or annual meetings of Members, each Member entitled to vote may vote in person, by written ballot, or by proxy. All ballots shall be in writing and specify the homeowner's specific votes via the procedure outlined in Chapter 720 of Florida Statutes, as amended from time to time. All proxies shall be in writing and filed with the Secretary of the Board of Directors of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

SECTION 1. Number. The affairs of this Association shall are to be managed by a Board of not less than Three (3) or more than Seven (7) Directors, who ~~need not~~ must be Members of the Association in good standing.

SECTION 2. Term of office. At each Annual Meeting, the Members shall elect each member of the Board of Directors for a term of one (1) year.

SECTION 3. Removal / Vacancy. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association present at a meeting of the Members at which quorum has been obtained. In the event of death, resignation, or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

SECTION 4. Compensation. No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. ~~Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The 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. The 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 members or non-members.~~

Any Association Member who is in good standing in the Association may nominate him or her self as an eligible candidate to serve on the Board of Directors. Only one Owner in cases of multiple home ownership, i.e. husband and wife, per household may serve on the Board at any given time. The Member must submit his or name along with a brief written statement to the current Community Manager no less than 30 days prior to annual meeting so that the Member's name may be pre-printed on the ballot. Otherwise, if a Member wishes to be considered for election, that Member must be nominated from the floor. A copy of the submitted candidate names and their biography will be mailed to all Members not less than 14 days prior to the annual meeting of the Members, along with a ballot with required secrecy envelope and a proxy. Nominations may also be made from the floor at the annual meeting subject to verification that the nominee from the floor is a Member in good standing and that no other member of that nominee's household is currently serving on the Board of Directors.

## SECTION 2. Election.

- A. Election Process. Members who are in good standing may vote in the election. Election to the Board of Directors shall be by secret written ballot. Such ballots may be cast in person, via proxy, or via written secret ballot specifying the Owner's specific votes via the procedure outlined in Chapter 720 of the Florida State Statues, as amended from time to time. Each Member eligible to vote 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. Ballots and proxies that are mailed must be received not later than the day of the election at the Association's office or at such other location as may be designated by the Board of Directors from time to time. At such election the members or their proxies 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.
- B. Counting Committee. A Counting Committee shall be chosen prior to the commencement of the counting of the votes for the sole purpose of counting the votes cast at the election. Any Association Member in good standing and who is not a pending candidate or living in the same household as a candidate, may volunteer to serve on the Counting Committee. Committee shall consist of a minimum of 3 Members. The counting committee shall certify the election results to the election chair and by public announcement of the results at the meeting of the Members. The tally sheet used by the counting committee shall be kept with the written ballots or proxies used as part of the Association's official records and subject to review. The tally sheet shall have the names and signatures of the counting committee members. If there is less than 3 volunteers or no volunteers to serve on the counting committee, then the election will proceed pursuant to the governing documents and by Florida law without the need for a counting committee. If a Counting Committee is used, then once voting has been closed, and all ballots have been verified as valid, the Counting Committee, if used, shall tally the votes. One person shall be designated to read aloud each of the votes and each of the remaining members of the committee shall each tally the votes as they are read aloud. Each member's tally sheet must show the same count as each of the other members or a recount shall be performed until such time as each of the tallies shall match. One member of the Counting Committee will announce the results.

## ARTICLE VI

### MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly ~~without~~ by posted notice at 3149 Bridgehampton Lane, Orlando, Florida 32812 on a date ~~such place~~ and hour as may be fixed from time to time by resolution of the Board of u



Directors, no less than 48 hours in advance of the meeting, per Florida Statutes, as amended from time to time. 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 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than Three (3) days notice to each Director.

SECTION 3. Quorum. A simple majority of the existing number of Directors shall constitute a quorum for the transaction of business. 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 of Directors.

SECTION 4. Emergency Actions By The Board of Directors Without Notice.  
The Directors shall have the right to take any necessary emergency action due to situations of a catastrophic nature by obtaining the approval of such action in writing of a majority of the entire Board of Directors. Any action so approved shall have the same effect as though taken at a regular meeting of the Directors and thereby ratified accordingly. Such action will be placed on the agenda and ratified at the next regular meeting of the Board of Directors.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have power to:

- A. Adopt, promulgate and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties, and collect fines for the infraction thereof as authorized in the Convents and Restrictions.
- B. Suspend the voting rights and use of common facilities of a Member during any period in which such Member shall be in default in the payment of any assessment, fines or liens in accordance with state law, levied by the Association. Such rights may also will be suspended after upon written notice per Chapter 720 of the Florida State Statutes, as amended from time to time, and hearing, for a period not to exceed Sixty (60) days from infraction of published rules and regulations. until such time as the infraction(s) are resolved.
- C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

- D. Declare the position ~~office of any Director member of the Board of Directors~~ to be vacant in the event such ~~member-Director~~ shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- E. Employ a licensed community association manager (CAM), an independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

## SECTION 2. Duties.

It shall be the duty of the Board of Directors to:

- A. 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 One-Fourth (1/4) of the Class A Members who are entitled to vote.
- B. Supervise all officers, agents, and employees of this Association, and to see that their duties are property performed.
- C. As more fully provided in the Declaration, to fix the amount of the annual assessment against each Lot in advance of each annual assessment period and provide written notice to all Members.
- ~~1. Send written notice of each assessment to every owner subject thereto at least Thirty (30) days in advance of each annual assessment period.~~
- ~~2. Foreclose the lien against any property for which assessments are not paid within Thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.~~
- D. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate known as an estoppel or payoff letter, setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors or by the Association's agents [i.e. CAM or attorney] for the issuance of these certificates. ~~If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.~~
- E. Procure and maintain adequate liability and hazard insurance on the property owned by the Association.
- F. Cause all officers, directors, or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- G. Cause the Common Area to be maintained.

ARTICLE VIII  
OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Offices. The officers of this Association shall be a president, ~~and~~ vice president, secretary, and treasurer, who shall at all times be Members of the Board of Directors, and such other officers as the Board of Directors may from time to time by resolution create.

SECTION 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

~~SECTION 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed or otherwise disqualified to serve.~~

SECTION 3. Special Appointments. The Board of Directors 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 of Directors may, from time to time determine.

~~SECTION 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.~~

SECTION 4. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of an officer he/she replaces.

SECTION 5. Multiple Offices. The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

SECTION 6. Duties. The duties of the officers are as follows:

PRESIDENT

- A. The president shall preside at all meeting of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, contracts, deeds, and other written instruments and shall co-sign all checks and promissory notes.

## VICE PRESIDENT

- B. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board of Directors.

## SECRETARY

- C. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall assist and oversee the functions listed above when performed by a licensed Manager (CAM).

## TREASURER

- D. 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; keep proper books of account; ~~cause an annual audit of the Association books to be made at the completion of each fiscal year;~~ and shall assist in preparing ~~prepare~~ an annual budget to be provided to the membership by mail prior to its regular Annual Meeting ~~and deliver a copy of each to the members;~~ and a statement of income and expenditures to be ~~presented~~ available upon request; and shall assist and oversee the functions listed above when performed by a licensed Manager (CAM).

## ARTICLE IX

### COMMITTEES

The Association ~~Board of Directors~~ shall appoint an Architectural Review Board Committee as provided in the Declaration, ~~and 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.

## ARTICLE X

### 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, Articles of Incorporation, 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. per Chapter 720 of the Florida State Statutes, as amended from time to time.~~

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration each Member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Assessments which are not paid when due, shall be delinquent. A late fee of \$25.00 per payment period shall be automatically imposed. If the assessment is not paid within Thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate permitted by Florida law per annum, and the Association may bring an action against the Owner personally obligated to pay the same or foreclose the lien against the property. ~~and Interest, late fees, costs, and reasonable attorney's fees of any such action shall be added to the total amount of each assessment.~~ No Owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area or abandonment of his/her Lot.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Bryn Mawr South Homeowners Association Unit #3 & #7, Inc., a corporation not for profit".

## ARTICLE XIII

### AMENDMENTS

SECTION 1. During the first year of existence of this corporation, the Board of Directors shall have the power and authority to alter and amend these Bylaws at a regular or special meeting of the Board by a majority vote of such Board; thereafter, The Bylaws may be altered, amended, added to, or rescinded at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy. except that the Secretary of Housing and Urban Development acting by and through the Federal Housing Commissioner or the Veterans Administration shall have the right to veto amendments while Developer owns Seventy five Percent (75%) of the Lots in the Bryn Mawr South Subdivision. The proposal to change the Bylaws must be clearly stated on the agenda and mailed at least fourteen days in advance to the Members.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December. ~~of every year except that the first year shall begin on the day of incorporation.~~

IN WITNESS WHEREOF, we, being all of the Directors of Bryn Mawr South Homeowners Association Unit #3 & #7, Inc., have hereunto set out hands and seals this 14 day of Aug, 2012.

Wm Vice President  
John Wick Director  
Carol A. Proesel - Director

Linda A. Smith President  
A. James Thomas  
TEH WOLOG Director  
Jessie A. Lancaster Secretary