

PREPARED BY:

Travis A. Smith, Secretary
Village Woods of La Cita Homeowners Association, Inc.
597 Haverty Court, Suite 110
Rockledge FL 32955

**FIRST AMENDMENT TO BY-LAWS OF
VILLAGE WOODS OF LA CITA HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the By-Laws of Village Woods of La Cita Homeowners Association, Inc. (the "By-Laws") are recorded in Official Record Book 10091, page 785, Public Records of Brevard County, Florida.

WHEREAS, Village Woods of La Cita, Homeowners Association Inc. (a corporation not for profit under the laws of the State of Florida), the Association in the above referenced By-Laws, desires to amend the By-Laws in accordance with the provisions of Article IX - By-Laws, of the Articles of Incorporation of Village Woods of La Cita Homeowners Association, Inc.

NOW, THEREFORE, the Association hereby declares that the By-Laws of Village Woods of La Cita Homeowners Association, Inc. as recorded in Official Record Book 10091, page 785, Public Records of Brevard County, Florida, are hereby amended as follows (additions are indicated by underlining, deletions are indicated by ~~strike through~~, and omitted but unaltered provisions are indicated by ellipses ...):

REFERENCES:

a. Homeowners Association Act, Florida State Statute, Title XL Real and Personal Property, Chapter 720 Homeowners' Associations

b. Articles of Incorporation of Village Woods of La Cita Homeowners Association Inc (02 MAR 1993)

c. Declaration of Covenants, Conditions, and Restrictions for the Plat of Village Woods of La Cita (10 DEC 1991) as recorded in Book 3175, Page 2702, of the Public Records of Brevard County, Florida

d. First Amendment to Declaration of Covenants, Conditions, and Restrictions for the Plat of Village Woods of La Cita (08 APR 1993) as recorded in Book 3280, Page 3775, of the Public Records of Brevard County, Florida

e. Supplemental Declaration of Covenants, Conditions, and Restrictions for Village Woods of La Cita (27 JUN 2002) as recorded in Book 4811, Page 0524, of the Public Records of Brevard County, Florida

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2. MEMBERSHIP, VOTING, QUORUM, PROXIES

A. Membership. The Association shall have ~~(2)~~ has one (1) classes of members as set forth in Article III of the Declaration for Village Woods of La Cita as follows:

Class A. Class A members shall be all Unit Owners, ~~and Projected owners, with the exception of LA CITA DEVELOPMENT, INC., hereinafter referred to as Declarant, their successors and assigns if such successors and assigns shall acquire more than one (1) undeveloped lot from the Declarant for the purpose of developments, and shall be entitled to one vote for each unit of projected unit owned.~~ When more than one person holds an interest in any unit or projected unit, all such persons shall be members. The vote for such unit or projected unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any unit or projected unit. When more than one person holds an interest in any unit or projected unit and such persons cannot jointly agree as to how the vote should be cast, no vote shall be allowed with respect to such unit or projected unit.

~~Class B. The Class B member shall be the Declarant and shall be entitled to three (3) votes for each unit owned and three (3) votes for each projected unit owned. Class B membership may be assigned by the Declarant in writing. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:~~

~~(a) When the total votes outstanding in Class A membership equal the total votes outstanding in the Class B membership, or~~

~~(b) December 31, 1999.~~

B. Quorum and Voting.

(1) As to general business of the Association, the percentage of voting interests required to constitute a quorum at a meeting of the members shall be 30 percent of the total voting interests. ~~A quorum of membership shall consist of a simple majority of Class A and Class B members. The joinder of member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purpose of determining a quorum. Such joinder shall be within fifteen (15) days of the meeting.~~

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(3) Votes may be cast in person or by proxy. A proxy is defined as the authority to cast the vote of a member qualified to vote as set forth in Article V of the Articles of Incorporation. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the appointed time of the meeting. No person shall be designated to hold more than five (5) proxies. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy.

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3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

A. The annual membership meeting shall be held ~~at the office of the Association~~ in the month of April of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

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C. Notice of all membership meetings, regular or special, shall be given by the President, Vice President, Secretary or Treasurer of the Association, or other officer of the Association in the absence of said officers, to each member, unless waived in writing, such notice to be written or printed and to state the time, place and object for which the meeting is called. Such notice shall be given to each member not less than fourteen (14) days nor more than thirty (30) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. If presented personally, receipt of, such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, the notice of the membership meeting shall be sent by regular mail to the lot owner's last known address, which mailing shall be deemed notice. In addition, electronic notices will be sent to members who have consented in writing to receiving notices by electronic transmission. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. If any membership meeting cannot be organized because a quorum has not attended, or because a greater percentage of the membership to constitute a quorum of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or the Declaration, the members who are present, either in person or by proxy may adjourn the meeting from time to time until a quorum or the required percentage of attendance, if greater than a quorum, is present.

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F. Meetings of the Association shall be held at ~~the principal office of the Association or such other~~ a suitable place convenient to the owners as may be designated by the Board of Directors.

G. Minutes of all meetings of members and Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members and Board of Directors. A vote or abstention from voting on each matter voted upon for each director present at a board meeting will be recorded in the minutes. The minutes of all meetings of the Board of Directors and of the members, will be retained for 7 years.

H. Meetings of the board are open to all members, except for meetings between the board or a committee and the Association's attorney to discuss proposed or pending litigation or meetings of the board held for the purpose of discussing personnel matters are not open to the members other than directors. The right to attend such meetings includes the right to speak at such meetings with reference to all designated items in accordance with Paragraph 7 Parliamentary Rules.

I. A meeting of the board will be held at a location that is accessible to a physically handicapped person if requested by a physically handicapped person who has a right to attend the meeting.

J. Directors may not vote by proxy or by secret ballot at board meetings.

K. If 20 percent of the total voting interests petition the board to address an item of business, the board shall at its next regular board meeting or at a special meeting of the board, but not later than 60 days after the receipt of the petition, take the petitioned item up on an agenda. The board shall give all members notice of the meeting at which the petitioned item shall be addressed in accordance with the 14-day notice requirement pursuant to subparagraph 3C. Each member shall have the right to speak for at least 3 minutes on each matter placed on the agenda by petition, provided that the member signs the sign-up sheet or submits a written request to speak prior to the meeting. Other than addressing the petitioned item at the meeting, the board is not obligated to take any other action requested by the petition.

L. Notices for board meetings where assessments are to be levied will include a statement that assessments will be considered and the nature of the assessments. Written notices of any meeting at which special assessments will be considered will be provided in accordance with paragraph 3.C.

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4. BOARD OF DIRECTORS

A. Each director elected at the first annual meeting of the membership and thereafter shall serve for the term of one year or until his successor is duly elected. ~~Directors may be removed by an affirmative vote of the members owning not less than 50% of the Lots as a special meeting called for such purpose. Directors may be removed without cause by an affirmative vote of the members owning not less than 75% of the Lots.~~

B. Election of Directors shall be conducted, in the following manner:

~~(1) Until such time as Developer has conveyed twenty five (25%) of the Lots to third parties, it shall be entitled to elect the three Directors. Thereafter, the Lot owners shall be entitled to elect one Director and the Developer two Directors. Upon the Developer conveying ninety percent (90%) of the Lots to a third party, or sooner if the Developer so chooses in its sole discretion, the Board of Directors shall be elected as follows:~~

~~(1) (2) All members of the Board of Directors shall be elected by a plurality of the voters of members cast at the annual meeting of the members of the Association and each member shall be entitled to vote for three (3) directors.~~

~~(2) (3) Vacancies in the Board of Directors may be temporarily filled until the election of Directors at the next annual meeting by the majority vote of the remaining Directors.~~

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K. The Directors shall not receive any compensation and may not in any other way benefit financially from service to the association. An officer, a director, or a manager may not knowingly solicit, offer to accept, or accept a kickback. As used in this subsection, the term "kickback" means any thing or service of value which consideration has not been provided for an officer's, a director's, or a manager's benefit or for the benefit of a member of his or her immediate family from any person providing or proposing to provide goods or services to the association. If the board finds that an officer or a director has violated this subsection, the board will immediately remove the officer or director from office.

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N. Removal of Directors

(1) Any member of the board of directors may be recalled and removed from office with or without cause by a majority of the total voting interests. Board directors may be recalled by an agreement in writing or by written ballot without a membership meeting. The agreement in writing or the written ballots, or a copy thereof, shall be served on the association by certified mail or by personal service in the manner authorized by the Florida Rules of Civil Procedure. The agreement in writing or ballot shall list at least as many possible replacement directors as there are directors subject to the recall, when at least a majority of the board is sought to be recalled; the person executing the recall instrument may vote for as many replacement candidates as there are directors subject to the recall.

(2) The board shall duly notice and hold a meeting of the board within 5 full business days after receipt of the agreement in writing or written ballots. At the meeting, the board shall either certify the written ballots or written agreement to recall a director or directors of the board, in which case such director or directors shall be recalled effective immediately and shall turn over to the board within 5 full business days any and all records and property of the association in their possession.

(3) If a vacancy occurs on the board as a result of a recall and less than a majority of the board directors are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining directors. If vacancies occur on the board as a result of a recall and a majority or more of the board directors are removed, the vacancies shall be filled by members voting in favor of the recall; if removal is at a meeting, any vacancies shall be filled by the members at the meeting.

(4) The minutes of the board meeting at which the board decides whether to certify the recall are an official association record. The minutes must record the date and time of the meeting, the decision of the board, and the vote count taken on each board member subject to the recall. In addition, when the board decides not to certify the recall, as to each vote rejected, the minutes must identify the parcel number and the specific reason for each such rejection.

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5. OFFICERS

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~~F. The compensation of all officers and employees of the Association shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the Association, nor preclude the contracting with a Director for the management of the Association. However, any compensation paid to an officer of Director must be approved by the vote of the membership.~~

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6. FISCAL MANAGEMENT

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B. The Board of Directors shall adopt one (I) budget for each calendar year, which shall be for the general operation of the Association. The budget shall contain estimates of the cost of performing the functions of the Association, including but not limited to the common expense budget, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance, and operation of common elements and limited common elements, if any, landscaping, street and walkways, office expense, utility services, casualty insurance, liability insurance, administration and salaries. The budget shall contain the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The Board of Directors shall also establish the proposed assessment against each member.

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8. AMENDMENTS TO BY-LAWS Amendments to these By-Laws shall be proposed and adopted in the following manner:

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C. In order for such amendment of amendments to become effective, the same must be approved by an affirmative vote of two thirds (2/3) of the entire membership of the Board of Directors and by an affirmative vote of the members owning not less than three fourths (3/4) of the Lots. The By-Laws of the Association shall be adopted, altered, amended, or rescinded at a regular or special meeting of the members of the Association, by a vote of a majority of members present in person or by proxy. Thereupon, such amendment or amendments to these By-Laws shall be transcribed and certified by the President and Secretary of the Association.

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Except as set forth above, the By-Laws are hereby ratified and confirmed in their entirety.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 26 day of July, 2024.

Signed, sealed, and delivered in the presence of:

WITNESS 1:

(Sign) James Heffernan
(Print) James Heffernan
(Post Office Address) 3206 S. Hopkins Ave
(City/State/Zip) Titusville, FL 32780

WITNESS 2:

(Sign) Tarun Gupta
(Print) TARUN GUPTA
(Post Office Address) 3206 S. HOPKINS AVE.
(City/State/Zip) Titusville, FL 32780

VILLAGE WOODS OF LA CITA HOMEOWNERS ASSOCIATION, INC.

PRESIDENT:

By: (Sign) Nicholas Nannemacher
(Print) Nicholas Nannemacher
(Post Office Address) 2660 Village Ln
(City/State/Zip) Titusville, FL 32780

SECRETARY:

Attest: (Sign) Travis A. Smith
(Print) Travis A. Smith
(Post Office Address) 2590 La Cita Ln
(City/State/Zip) Titusville, FL 32780

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing instrument was acknowledged before me, by means of physical presence
or online notarization, this 26 day of July, 2024 by Travis Smith & Nicholas Mether as Secretary of
VILLAGE WOODS OF LA CITA HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation,
on behalf of the corporation, who is personally known to me or who has produced
FL Driver Licenses as identification.

NOTARY PUBLIC



JAMES HEFFERNAN
Commission # HH 248804
Expires April 4, 2026

James Heffernan (Sign)

James Heffernan (Print)

State of Florida, At Large

My Commission Expires: 4-4-2026