


This instrument prepared by and return to:
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CHARLOTTE COUNTY CLERK OF CIRCUIT COURT
OR BOOK: 4050 PAGE 936 PAGE: 1 OF 3
INSTR # 2412652 Doc Type: CTF
Recorded: 2/3/2016 at 12:44 PM
Rec. Fee: RECORDING \$27.00
Cashier By: TERESAH


SANUEL DESIDERIO
10501 AMBERJACK WAY
#401
ENGLEWOOD, FL 34224

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION AND BYLAWS
OF THE HAMMOCKS MASTER ASSOCIATION, INC.**

The undersigned officer of **The Hammocks Master Association, Inc.** (Master Association), a not-for-profit corporation in charge of the operation and control of a residential community known as The Hammocks Cape Haze, according to The Master Declaration for the Hammocks Cape Haze as recorded in Official Records Book 3069, Page 1572, of the Public Records of Charlotte County, Florida (Master Declaration), hereby certifies that the following amendments to the Articles of Incorporation and Bylaws of the Master Association, which Articles of Incorporation and Bylaws were originally recorded as exhibits to the Master Declaration, were proposed and approved by not less than two-thirds of the entire Board of Directors of the Master Association and approved by not less than seventy-five (75%) of the voting interests of the members participating in person or by proxy at a membership meeting held on January 22, 2016. The Association further certifies that the amendments were properly proposed and adopted as required by the Master documents and applicable law.

ARTICLES OF INCORPORATION

Article VI is deleted in its entirety and replaced with the following:

**ARTICLE VI
BOARD OF DIRECTORS**

A governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws, shall manage the affairs of this corporation.

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(Additions indicated by underlining, deletions by ---, omitted or unaffected language by ...)

BYLAWS

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ARTICLE IV - BOARD OF DIRECTORS

Section 1. ~~Number. The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) directors, and but shall be fixed at five (5) directors until changed by Board or membership resolution. Directors shall be Members of the Association, or a spouse or domestic partner of a Member. For purposes hereof, a "domestic partner" which shall mean a person who resides and has a personal relationship with the Member and is designated by the Member as such;~~ provided, however, that so long as Class B membership shall exist, Directors need not be Members of the Association. The Members, by majority vote of the Voting Interests (in person or by proxy) at a duly noticed annual or special meeting at which a quorum is present, may increase the number of Directors to any odd number up to nine (9); however there shall never be less than three (3) Directors.

Section 2. Board Composition and Term of Office. The initial Board of Directors designated in the Articles of Incorporation shall serve until Class B membership has ceased and been converted to Class A membership, and until the first annual meeting thereafter, at which time. Given that Hammocks at Cape Haze is composed of two condominiums (The Hammocks-Villas, a Condominium, and The Hammocks-Preserve, a

Condominium), and it is the desire of the Members to have representation on the Board from each of the condominiums, each Condominium shall have at least one unit owner on the Board of Directors. However, notwithstanding the requirement for representation from each of the condominiums, in the event there is no eligible candidate from a condominium to fill a vacancy, the vacancy can be filled for that term by election of any eligible person from the other condominium. The foregoing statement that requires directors to be unit owners shall be interpreted to include a spouse or domestic partner of the unit owner as permitted in Section 1.

Three directors were elected at the annual meeting in January of 2015 for two-year terms and two directors elected for one-year terms. In order to complete the implementation of staggered two-year terms, the two directors elected at the annual meeting in January of 2016 were elected for two-year terms. Commencing at the annual meeting in 2017, all directors shall be elected to two-year terms, provided however, that either the Board of Directors or the membership shall have the authority to temporarily assign a one-year term to one or more director positions if necessary to reimplement a scheme of staggering the Board, to promote continuity of leadership, so that approximately one-half of the Board members are elected each year. Directors elected at the first such annual membership meeting shall serve on the Board as determined by the number of votes cast for each elected Director as follows: (i) the three (3) Directors receiving the highest number of votes shall serve on the Board for two (2) years and (ii) the remaining two (2) Directors receiving the lowest number of votes shall serve on the Board for one (1) year each. In the event there is no contested election, the directors shall be assigned one or two year terms by agreement among the directors, or failing agreement, terms shall be determined by chance, such as picking straws. Subsequently elected directors shall be elected for a term of two (2) years, provided however, that either the Board of Directors or the membership shall have the authority to temporarily assign a one or two year term to one or more director positions if necessary to reimplement a scheme of staggering the Board, to promote continuity of leadership, so that one-half of the Board members are elected each year. A Director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed, or otherwise disqualified to serve. Provided, that, so long as there is a Class B member, Declarant shall have the right to name Directors.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Voting Interests (in person or by proxy) at a duly noticed meeting of the Members in which a quorum is present. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor; provided that so long as there is a Class B membership Declarant shall have the right to name successor Directors. The authority of the Board to fill a vacancy shall include the right to appoint any eligible person to a vacate position if there is no representative from a condominium that is willing to serve to replace the one required director from that Condominium.

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

~~Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the effect as though taken at a meeting of the Directors.~~

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Election of Directors. The following procedures shall apply to the election of directors when directors are to be elected by vote of the membership:

(a) Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than forty (40) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot.

(b) The ballot prepared for the annual meeting shall list all director candidates by condominium in alphabetical order. Ballots shall be distributed to all voting interests with notice of the annual meeting.

(c) There shall be no nominations from the floor on the date of the election.

(d) All Members may vote on each director position no matter their condominium. The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

(e) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies. The candidates shall automatically be elected and their names announced at the annual meeting.

~~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 at least three (3) months prior to each annual meeting of the Members. The slate of nominations will be mailed to the Members at least thirty (30) days prior to the annual meeting of the Members. 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.~~

~~Section 2. — Election. Election to the Board of Directors shall be by secret written ballot unless unanimously waived by the Voting Interests (in person or by proxy). 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.~~

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Deborah Maysack

Witness signature

Deborah Maysack

Print name of witness

Witness signature

D R MAYSACK

Print name of witness

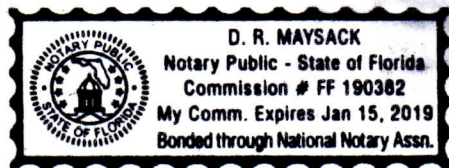
The Hammocks Master Association, Inc.

Samuel F Desiderio

By: Samuel F Desiderio, President

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this this 2 day of February, 2016 by Sam Desiderio, as President of The Hammocks Master Association, Inc. a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



D R Maysack
Notary Public