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**AMENDMENT TO THE DECLARATION OF COVENANTS, RESTRICTIONS AND
EASEMENTS, AND AMENDMENT TO THE BYLAWS OF PLACIDO BAYOU
COMMUNITY ASSOCIATION, INC.**

Amendment to the Declaration of Covenants, Restrictions and Easements of Placido Bayou Community Association, Inc., and Amendment to the Bylaws of Placido Bayou Community Association, Inc., an Exhibit to the Declaration, originally recorded at Official Records Book 5848, Page 1477 of the Public Records of Pinellas County, Florida, and as thereafter many have been amended from time to time.

Additions indicated by underlining
Deletions indicated by ~~striking through~~
Unaffected text by "..."

**MASTER DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR
PLACIDO BAYOU**

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**ARTICLE III
CONVEYANCE OF COMMUNITY PROPERTIES**

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Section 3. Restrictions After Conveyance. Except as is hereinafter provided, once title to the Community Properties, or any portion thereof, becomes vested in the Community Association, such Community Properties and the improvements thereon shall not be abandoned, partitioned, subdivided, alienated, released, conveyed, transferred, mortgaged, hypothecated, or otherwise encumbered without first obtaining the approval of the ~~Voting Members~~ Owners casting not less than two-thirds (2/3) of the votes eligible to be cast, together with the written approval of Developer for so long as it owns any portion of the Real Property. The restrictions stated above shall not be applicable nor prohibit the Community Association from granting such easements as are necessary or appropriate for the development of Placido Bayou in a manner consistent with the provisions of the Master Documents.

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ARTICLE V
THE ASSOCIATION
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Section 2. Voting Rights.

(c) ~~No member of the Community Association shall be entitled to cast his vote individually, but such vote shall be cast by the Voting Member(s) elected by the Neighborhood Association of which he is a Member. Each Neighborhood Association may establish a procedure for casting its votes in the Community Association in its Declaration or in the Bylaws of its Neighborhood Association; provided, however, each Neighborhood shall have not less than one (1) nor more than three (3) Voting Members who shall be officers or directors of the Neighborhood Association. Notwithstanding the foregoing, Developer shall appoint an individual to act as Voting Member to cast all votes to which Developer is entitled from the several Neighborhoods. The individual appointed as Developer's Voting Member shall not be deemed to be a Voting Member of any Neighborhood as required herein. From the date of recording of this Amendment, Voting Member(s) shall no longer cast votes on behalf of Owners. Owners shall be entitled to cast their votes individually in person or by proxy, provided, however, that unless otherwise provided and except for Parcel Owners, the record Owner of each Unit or Owners collectively if the Unit is owned of record by multiple Owners, shall be entitled to one vote on each matter brought before the membership of the Community Association.~~

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At the Turnover Meeting, and thereafter, the ~~Voting Members~~ Owners shall be entitled to elect all directors, except that so long as Developer owns any portion of Placido Bayou, Developer shall be entitled to appoint one (1) of such directors.

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Section 3. Rights and Obligations of the Community Association.

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(h) The Community Association has the power to enter into agreements to purchase land or to acquire leaseholds and other possessory or use interests in lands or facilities such as country clubs, tennis facilities, golf courses, marinas, and other recreational facilities, whether or not such lands or facilities are contiguous to Placido Bayou, if they are intended to provide enjoyment, recreation or other use or benefit to the Members; provided, however, it may not acquire or enter into agreements acquiring these leaseholds or other possessory or use interest except as authorized by the Board and by not less than a majority of all votes entitled to be cast by the ~~Voting Members~~ Owners, and may not purchase any land except as authorized by the

Board and two-thirds (2/3) of all votes entitled to be cast by the ~~Voting Members~~ Owners. The purchase price, rental, operations, replacements and other expenses shall be Operating Expenses.

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ARTICLE XII
AMENDMENT OF DECLARATION

Section 1. Amendment by Members. An amendment to this Master Declaration may be proposed either by the Board or at least ~~two (2) Voting Members~~ ten percent (10%) of the members. All Members' votes will be counted as marked, one vote per household. A quorum of at least 50% of eligible ballots, plus one, must be received to constitute a valid vote (i.e., 319 ballots received based on 636 units in Placido Bayou). The resolution adopting a proposed amendment must be approved by 60% of votes cast.

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BYLAWS OF PLACIDO BAYOU COMMUNITY ASSOCIATION, INC.

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ARTICLE IV. MEMBERS

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3. Members' Rights. Every member who has complied with the requirements of section 2 above shall have all the rights set forth in the Master Declaration and these Bylaws, including, but not limited to, the following:

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(c) The right to vote on each matter brought before the membership, ~~such voting right being exercised by a Voting Member~~ as set forth in Article V below.

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ARTICLE V. VOTING

1. Voting Rights of Members. Unless otherwise provided and except for Parcel Owners, the record Owner, or all record Owners collectively if there are more than one, of each Unit shall be entitled to one vote on each matter brought before the membership of the Community Association, ~~which vote shall be cast by the Voting Member(s) designated~~ as set forth in the Master Declaration. No vote may be divided, no fractional vote shall be cast. Any vote may be cast in person or by proxy as set forth herein.

~~2. Failure to Designate. If no Voting Member(s) is duly designated by a Neighborhood at least five (5) days prior to a membership meeting, such failure shall result in depriving the Owners within said Neighborhood of a vote at such meeting; unless the Board, in its discretion, fixes a later date for determination of Voting Member(s) entitled to vote at the meeting. If fewer Voting Members than are required for a Neighborhood are appointed, the Voting Member(s) which has been appointed may cast the votes of the Neighborhood in the manner established by such Neighborhood. Any votes which are not eligible to be cast because of a failure to appoint any Voting Members shall not be counted in determining a quorum or sufficiency of approval for any matter brought before the meeting or for any other purpose.~~

32. Records of Membership.

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(b) At least fourteen (14) days before every membership meeting, a complete list, arranged numerically by Unit, of every ~~Voting Member~~ Owner entitled to vote at such meeting or any adjournment thereof, with the address to which notice is to be sent, shall be prepared by the Secretary of the Community Association. This membership list shall be kept on file and in

current status at the principal office of the Community Association; and any ~~member or Voting Member Owner~~ shall be entitled to inspect the list at any reasonable time. Said list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection at any time during the meeting.

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(d) If the requirements of Subsections (b) or (c) above have not been substantially complied with, on demand of any member or ~~Voting Member Owner~~, in person or by proxy, the meeting shall be adjourned until the Community Association has complied with the requirements. If no such demand is made, failure to comply with said requirements shall not affect the validity of any action at such meeting.

43. Adjourned Meetings. When a determination of ~~Voting Members~~ Owner entitled to vote at any meeting of the membership has been made as provided in this Article, such determination shall apply to any adjournment thereof, unless the Board provides otherwise.

54. Proxies.

(a) At any meeting of the members, every ~~Voting Member~~ Owner having the right to vote shall be entitled to vote in person or by proxy. ~~A Voting Member shall name another officer or director of his Neighborhood Association as his proxy unless no such individual is able or willing serve in such capacity.~~ Each proxy must be in writing and filed with the secretary at any time before the appointed time of the meeting and shall be effective only for the specific meeting for which it was originally given and any lawfully adjourned meeting thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the ~~Voting Member~~ Owner executing it. The appearance at any meeting of any ~~Voting Member~~ Owner who has previously designated a proxy shall automatically revoke and terminate said proxy.

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65. Quorum and Voting.

(a) The ~~Voting Members~~ Owners representing a majority of the votes entitled to be cast, as fixed by these Bylaws, represented in person or by proxy shall constitute a quorum at any meeting of the membership. If, however, such quorum shall not be present, a majority vote of the ~~Voting Members~~ Owners present in person or represented by proxy shall reschedule said meeting for a later date and time, which time shall be not less than two (2) days nor more than thirty (30) days thereafter, and adjourn. Notice of the adjourned meeting shall be given as set forth in Subsection 8 of Article VI below. At said rescheduled meeting any business may be transacted which might have been transacted at the meeting originally called, however, thirty-four percent (34%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum, except for any matter which would materially affect the rights of Mortgagees .

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ARTICLE VI. MEMBER'S MEETINGS.

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2. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, by the Board, or by the written request of the ~~Voting Members~~ Owners entitled to cast not less than ten percent (10%) of the votes entitled to be cast. Such request shall state the purpose or purposes of the proposed meeting and the date said meeting shall be held; provided, however, except in an emergency, at least five (5) days' notice shall be given to each member ~~and Voting Member~~. No business other than that specified as the purpose in said notice shall be discussed or transacted at such special meeting.

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5. Notice.

(a) Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than fourteen (14) nor more than forty (40) days before the meeting, unless otherwise provided herein, by or at the direction of the President, the secretary or other persons calling the meeting. Notice shall be given to each ~~Voting Member~~ Owner either personally or by first class mail. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the ~~Voting Member~~ Owner at his address as it appears on the books of the Community Association, with postage thereon prepaid.

(b) Notwithstanding anything contained in this Section to the contrary, unless such right is waived in writing, notice of the annual meeting shall be sent by mail to each ~~Voting Member~~ Owner and the post office certificate of mailing shall be retained as proof of such mailing.

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6. Waiver of Notice. A written waiver of notice signed by any ~~Voting Member~~ Owner, whether before or after the meeting, shall be equivalent to the giving of notice to such ~~Voting Member~~ Owner. Attendance of a ~~Voting Member~~ an Owner at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when the ~~Voting Member~~ Owner attends a meeting for the express purpose as stated at the beginning of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the membership need be specified in any written waiver of notice.

7. Adjourned Meetings. The ~~Voting Members~~ Owners representing a majority of the voting rights present, whether or not a quorum exists, may adjourn any meeting of the

membership to another time and place. Notice of such adjourned meeting as required in Section 5 above shall be given to the members and ~~Voting Members~~ by posting such notice in a conspicuous place in each Neighborhood. No further notice shall be required.

8. Action by Members Without a Meeting.

(a) Any action required by law or any Master Document, to be taken at any annual or special meeting of the membership, or any action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by ~~Voting Members~~ Owners representing not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all persons entitled to vote thereon were present and voted.

(b) Within ten (10) days after obtaining such authorization by written consent, notice shall be given to each Neighborhood Association and those ~~Voting Members~~ Owners who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

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ARTICLE VII. DIRECTORS

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7. Removal of Directors.

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(b) Subject to Developer's rights to appoint Directors, any director or the entire Board may be recalled and removed from office with or without cause, by the members; provided, however, the question of removal shall be divided so that the removal of each director is considered separately. A special meeting of the membership to recall a director or directors may be called by ~~Voting Members~~ Owners holding not less than ten percent (10 %) of the votes entitled to be cast giving notice of the meeting as required for a meeting of the membership. The notice shall state the purpose of the meeting and shall be accompanied by a dated copy of a signature list of the ~~Voting Members~~ Owners holding at least ten percent (10 %) of the votes entitled to be cast. The list must state that the purpose of the signatures is for recall.

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10. Directors' Conflict of Interest.

(a) No contract or other transaction between the Community Association and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested shall be either void or

voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(2) The fact of such relationship or interest is disclosed or known to the ~~Voting Members~~ Owners entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Community Association at the time it is authorized by the Board, a committee or the members.

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ARTICLE VIII. DIRECTORS' MEETINGS

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4. Annual Budget Meetings. An Annual Budget Meeting shall be held during the last month of each accounting year or at such time as the Board shall direct for the purpose of adopting an annual budget for the Community Association for the coming accounting year. Written notice stating the place, day and hour of the meeting shall be delivered personally or by registered certified mail to each director at his address as it appears on the books of the Community Association no more than forty (40) days nor less than thirty (30) days before the meeting. Notice shall be given ~~each Voting Member~~ and each member pursuant to Section 1 of Article XIII below.

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6. Open Meetings. Meetings of the Board shall be open to all ~~Voting Members~~ Owners; provided, however, such right of attendance shall not prohibit the Board from acting by written consent as hereinafter provided.

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14. Meeting By Communications Equipment. Any action required or permitted to be taken at a meeting of the Board at which a proper notice or a waiver thereof has been given pursuant hereto may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. When a telephone conference is used, a telephone speaker shall be attached so that any ~~Voting Members~~ Owners present may hear the discussion.

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ARTICLE XIII. ANNUAL BUDGET

1. Adoption by Board. The proposed annual budget for Operating Expenses for the Community Association shall be adopted by the Board. Said budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications. In addition to annual Operating Expenses, unless otherwise waived by the community Association, the budget shall include reserve accounts for capital expenditures and deferred maintenance. A copy of the proposed annual budget of Operating Expenses shall be mailed, by regular mail, to the ~~Voting Members~~ Owners and to each Neighborhood Association not less than thirty (30) days prior to the meeting at which the budget shall be considered together with a notice of such meeting. Such meeting shall be open to the members, and the association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member.

2. Excessive Assessments. In the event the adopted budget requires Annual Assessments against Unit Owners in any accounting year exceeding one hundred fifteen percent (115%) of such Annual Assessments for the preceding year, and upon written application of ~~Voting Members~~ Owners entitled to vote at least ten percent (10%) of the votes entitled to be cast, the Board shall call a special meeting of the membership within thirty (30) days, upon not less than ten (10) days written notice to each ~~Voting Member~~ Owner and Neighborhood Association. The purpose of the special meeting shall be to consider and enact a budget. The Board may propose a revised budget to the ~~Voting Members~~ Owners at such membership meeting, or in writing prior to said meeting.

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ARTICLE XVI. REMEDIES FOR VIOLATIONS AND DISPUTES

2. Hearing Procedures.

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(j) Constraints on the Board. It shall be incumbent upon each director to make a determination as to whether he is able to function in a disinterested and objective manner in consideration of the case before it. Any member incapable of such objective consideration of the case shall disclose such to the Board and remove himself from the proceedings and have it so recorded in the minutes.

The respondent may challenge any director for cause, where a fair and impartial hearing cannot be afforded, at any time prior to the taking of evidence and testimony at the hearing. In the event of such a challenge, the Board shall meet to determine the sufficiency of the challenge. A majority of the Board may sustain the challenge, removing the director from the proceedings and have it so recorded in the minutes. All the decisions of the Board in this regard shall be final.

In either event, the President shall appoint another director to replace the director so removed or, if no other director is available or qualified, ~~a Voting Member~~ an officer or director from a Neighborhood Association to serve as a temporary director.

ARTICLE XXII. MODIFICATION OF BYLAWS

These Bylaws may be revised, amended or repealed, unless specifically prohibited herein, at any meeting of the membership by a majority of the votes cast by the ~~Voting Members~~ Owners, one vote per unit reflecting all votes actually cast regardless of any quorum requirement in any Neighborhood Association Bylaw or Declaration, provided that notice of said meeting contains a full statement of the proposed amendment. No Bylaw shall be revised or amended by reference to its title or number only. Proposals to amend existing By-laws shall contain the full text of the Bylaws to be amended, new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead, a notation must be inserted immediately preceding the pro-posed amendment in substantially the following language: "Substantial rewording of Bylaws. See Bylaw for present text" Nonmaterial errors or omissions in the Bylaw process shall not invalidate an otherwise properly promulgated amendment. No amendment to said Bylaws shall be adopted which would affect or impair the validity or priority of any mortgage covering any Unit.

Except as set forth herein, all other terms, conditions, and provisions of the Declaration shall remain the same and shall be fully enforceable according to their terms.

IN WITNESS WHEREOF, the Association hereby certifies and affirms that the amendments contained herein have been duly adopted in accordance with Florida Statutes and with the Declaration, and the Association has caused this Certificate to be executed by its authorized officers and has caused its corporate seal to be affixed hereto this 24 day of March, 2016.

Signatures follow on next page.

Signed, Sealed and Delivered
in the Presence of:

PLACIDO BAYOU
COMMUNITY ASSOCIATION, INC.

Sign *Alma Curran*

By: *Chris B. Patton*

Print ALMA CURRAN

Print Name: CHRIS B. PATTON

Sign *Fran Stifel*

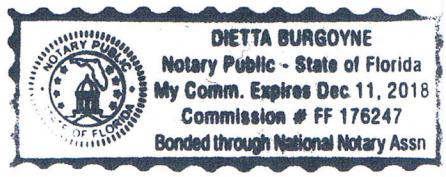
As: President

Print Fran Stifel

Jean Schram
Secretary: (Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24 day of March, 2016, by Chris Patton and Jean Schram as President and Secretary respectively, of Placido Bayou Community Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation.



Dietta Burgoyne
Signature of Notary Public - State of Florida

Dietta Burgoyne
Print, Type or Stamp Commissioned Name of Notary Public

Personally Known X OR Produced _____ as Identification