

**BYLAWS OF
TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC.**

The **BYLAWS** of the **TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC.** were amended and duly adopted by the homeowners at the Annual Member's meeting on January 7, 2007 to wit:

ARTICLE I. MEMBER'S MEETINGS

1. **Annual Meeting.** The annual meeting of the member's for the election of directors and the transaction of such other business as may properly come before it shall be held within Polk County, Florida as shall be set forth in the notice of meeting. The meeting shall be held in the month of November of each and every year. The Secretary shall give personally, or by first class mail, not less than fourteen nor more than fifty days before the date of the meeting to each Member entitled to vote at such meeting, written notice stating the place, date, and hour of the meeting. Any notice of meetings may be waived by a member by submitting a signed waiver either before or after the meeting, specifying the date, time and purpose of the meeting or by attendance and such waiver being noted in the annual minutes.

2. **Special Meeting.** Special meetings of members may be called at any time by a majority of the Directors or the President and must be called by the President upon written request of the owners of ten percent (10%) of the lots entitled to vote at such special meeting. Written notice of such meetings shall be given as stated above, but in addition, it shall include the purpose or purposes for which it is called, and the name of the person by whom or by whose direction the meeting is called. No business other than that specified in the Notice of Meeting shall be transacted at any such special meeting. Notice of any special meeting may also be waived as described above.

3. **Quorum.** Except as provided by the Articles of Incorporation and the Deed Restrictions, the presence, in person or by proxy, of the holders of a minimum of thirty (30%) of the voting interests of the outstanding lot owners entitled to vote shall be necessary to constitute a quorum for the transaction of business at all meetings of the members, except at special meetings held pursuant to Florida Statutes for which the Statutes call for a number of members to be present or represented. At any meeting of the members, the members entitled to vote, present in person, or represented by proxy, shall have the power to adjourn the meeting to a future date at which a quorum shall be present or represented.

4. **Record Date.** The Directors may fix in advance a date not less than ten nor more than fifty days prior to the date of any meeting of the members, or prior to the last day on which consent or dissent of or action by the members may effectively be expressed for any purpose without a meeting, as a record date for the determination of members.

5. **Voting.** A member entitled to vote at may vote at such meeting in person or by proxy.

6. **Proxies.** Every proxy must be dated and signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless otherwise provided therein. Every proxy shall be revocable at the pleasure of the member executing it, except where the irrevocable proxy is permitted by statute.

7. **Consents.** Whenever a meeting and a vote of the members and/or directors in connection with any corporate action is required by a provision of statute, by the Certificate of Incorporation, or by these Bylaws, the meeting and the vote of members and/or directors may be dispensed with, if all the members and/or directors who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate actions being taken.

ARTICLE II: DIRECTORS

1. **Number and Qualifications.** The entire Board of Directors shall not consist of more than five (5) persons, all of whom shall be of full age. Directors need not be members of the Corporation. The number of directors may be changed by an amendment to the Bylaws, adopted by the members.

2. **Manner of Election.** The directors shall be elected at the annual meeting of members by a plurality vote except as otherwise prescribed by statute.

3. **Term of Office.** The term of office of each director shall be until the next annual meeting of the members and until his successor has been duly elected and qualified.

4. **Duties and Powers.** The Board of Directors shall have control and management of the affairs and business of the Corporation. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the

act of a majority present at a meeting except as otherwise provided by law or the Certificate of Incorporation shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, not inconsistent with law or with these Bylaws.

5. Meetings. The Board of Directors shall meet for the election or appointment of officers and for the transaction of any other business as soon as practicable after the adjournment of the annual meeting of the members, and other regular meetings of the Board shall be held at such time as the Board may from time to time determine. Special meetings of the Board of Directors may be called by the President at any time; and he must, upon written request of any two directors, call a special meeting to be held not more than seven days after the receipt of such request.

6. Notice of Meeting. No notice needs to be given of any regular meeting of the Board. Notice of special meetings shall be served upon each director in person or by mail addressed to him at his last known post office address, at least two days prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted. At any meeting at which all of the directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

7. Place of Meeting. The Board of Directors shall hold its meeting within Polk County, Florida, at such place as may be designated in the notice of any such meeting.

8. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, the directors present may adjourn the meeting to some future time, not more than seven days later.

9. Voting. At all meetings of the Board of Directors, each director shall have one vote.

10. Compensation. Each director may receive, for attendance at each meeting of the Board or of any duly constituted committee meeting thereof which he attends, such fee as is fixed by a vote of the members. Such compensation shall be deemed to be consideration for material participation in the activities and conduct of the management of said Corporation.

11. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled promptly by a majority vote of the remaining directors at a special meeting which shall be called for the purpose within thirty days after the occurrence of the vacancy. The director thus chosen shall hold office for the unexpired term of his predecessor and the election and qualification of his successor.

12. Removal of Directors. Any director may be removed with or without cause, at any time, by a vote of the members holding a minimum of thirty (30%) of the voting interests and who are entitled to vote for the election of the directors sought to be removed, at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by statute, a director may be removed for cause by a majority of the entire Board.

13. Resignation. Any director may resign his office at any time, such resignations to be made in writing and to take effect immediately without acceptance.

ARTICLE III: OFFICERS

1. Officers and Qualifications. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine. Any and all offices may be held by the same person.

2. Election. All officers of the Corporation shall be elected annually by the Board of Directors at its meeting held either after the annual meeting of members or at the joint members and Board of Directors meeting as described above.

3. Term of Office. All officers shall hold office until their successors have been duly elected and have qualified, or until removed as hereinafter provided.

4. Removal of Officers. Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

5. Duties of Officers. Duties and powers of the officers of the Corporation shall be as follows and as shall hereinafter be set by resolution of the Board of Directors.

PRESIDENT

- A. The President shall preside at all meetings of the Board of Directors. He shall also preside at all meetings of the members.
- B. He shall present at each annual meeting of the members and directors a report of the condition of the Corporation.
- C. He shall cause to be called regular and special meetings of the members and directors in accordance with the requirements of the statute and these Bylaws.
- D. He shall appoint, discharge and fix compensation of all employees and agents of the Corporation other than the duly elected officers, subject to the approval of the Board of Directors.
- E. He shall sign and execute all contracts in the name of the Corporation, and all notes, drafts, and other orders for the payment of money.
- F. He shall sign all certificates representing membership
- G. He shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law. He shall enforce these Bylaws and perform all the duties incident to his office and which are required by law, and, generally, he shall supervise and control the business and affairs of the Corporation.

SECRETARY

- A. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members in appropriate books.
- B. He shall attend to the giving of notice of special meetings of the Board of Directors
- C. He shall be custodian of the records and seal of the corporation and shall affix the seal to the certificates representing memberships and other corporate papers when required.
- D. He shall keep a list of the members of the Corporation at the principal office of the Corporation, showing their places of residence, the number of lots owned by each of them respectively, and the dates when they respectively became the owners of record thereof. He shall keep such book or record and the minutes of the proceedings of its members open daily during the usual business hours, or by appointment, for inspection, within the limits prescribed by law, by any person duly authorized to inspect such records. At the request of the person entitled to an inspection thereof, he shall prepare and make available a current list of the officers and directors of the Corporation and their resident addresses.
- E. He shall sign all certificates representing shares and affix the corporate seal thereto.
- F. He shall attend to all correspondence and present to the Board of Directors at its meeting all official communications received by him.
- G. He shall also have the authority with the approval of the President to sign and execute all notes, drafts, or other orders for the payment of money.
- H. He shall perform all the duties incident to the office of Secretary of the Corporation.

TREASURER

- A. The Treasurer shall have the care and custody of and be responsible for all funds and securities in the name of the Corporation, and shall deposit such funds and securities in the name of the Corporation.
- B. He shall make, sign, and endorse in the name of the Corporation all checks, drafts,

notes and other orders for the payment of money, and pay out and dispose of such under the direction of the President.

- C. He shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and account to any director upon application at the office of the Corporation during business hours.
- D. He shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required of him, and he shall make a full financial report at the annual meeting of the members.
- E. He shall further perform all duties incident to the office of Treasurer of the Corporation.

OTHER OFFICERS

Other officers shall perform such duties and have such powers as may be assigned by the Board of Directors.

6. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

7. Compensation of Officers. The officers shall receive such salary or compensation as may be fixed by the Board of Directors.

ARTICLE IV: MEMBERSHIP

1. Membership. The memberships of the Corporation shall be determined according to the Articles of Incorporation of the Association.

ARTICLE V: AMENDMENTS

1. Manner of Amending. The Bylaws may be altered, amended, repealed, or added to by the affirmative vote of the holders of a minimum of thirty (30%) of the voting interests entitled to vote in the election of any director at any annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each member of record entitled to vote at such meeting at his last-known post office address at least ten days before the date of such annual or special meeting, which notice shall state the alterations, amendments, additions, or changes which are proposed to be made in such Bylaws. Only such changes shall be made as specified in the notice. The Bylaws may also be altered, amended, repealed, or new Bylaws adopted by a majority of the entire Board of Directors at a regular or special meeting of the Board. However, any Bylaws adopted by the Board may be altered, amended or repealed by the members.

ARTICLE VI: WAIVER OF NOTICE

1. Authority to Waive Notice. Whenever under the provisions of these Bylaws or any statute any member or director is entitled to notice of any regular or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action taken without the giving of such notice, provided every member or director entitled to such notice in writing waives the requirements of these Bylaws in respect thereto.

END OF BYLAWS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM THIS PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:
That Tangerine Trails Homeowners Association, Inc., organized under the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida has named as its agent: its current President and Registered Agent as recorded with the Florida State Department of State, Division of Corporations Document N38149 to accept service of process within this state.

THIS DOCUMENT PREPARED BY
AND RETURN TO:
Brian S. Hess, Esquire
CLAYTON & MCCULLOH
1065 Maitland Center Commons Boulevard
Maitland, Florida 32751

the space above this line is reserved for recording purposes

**CERTIFICATE OF AMENDMENT TO BYLAWS OF
TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, as President and Secretary of Tangerine Trails Homeowners Association, Inc. (hereinafter "Association"), pursuant to the Florida Statutes and the BYLAWS OF TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC., recorded in Official Records Book 10012 Page 1099, of the Public Records of Polk County, Florida, as amended and supplemented (hereinafter "By-Laws"), hereby certify that the AMENDMENT TO BYLAWS OF TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC., which amendment is attached hereto and by reference made a part hereof (hereinafter "Amendment"), was duly adopted at a meeting of the members on the 15th day of APRIL, 2017 (hereinafter the "Meeting").

Said Amendment was approved at the Meeting in accordance with the requirements of Article XI of the Association's Articles of Incorporation by a majority of a quorum of members present in person or by proxy at a meeting of the members of the Association. Proper notice was given for the Meeting pursuant to the By-Laws of the Association and the Florida Statutes. The Notice of the Meeting stated the purpose, time, date and location of the Meeting. Additionally, pursuant to Article V of the By-Laws, the amendment was approved by a majority of the entire Board of Directors at a regular or special meeting of the Board.

The Association is a homeowners association created pursuant to the laws of the State of Florida. With the exception of the attached Amendment, all other terms and conditions of the By-Laws shall remain in full force and effect.

IN WITNESS HEREOF, the Association has caused these presents to be executed in its name, this 8th day of April, 2017.

Signed, sealed and delivered
in the presence of:

[Signature]
(Sign - Witness 1)
Jorge G. Tarrasa
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
Kari Tolley
(Print - Witness 2)

[Signature]
(Sign - Witness 1)
Jorge G. Tarrasa
(Print - Witness 1)

[Signature]
(Sign - Witness 2)
Kari Tolley
(Print - Witness 2)

TANGERINE TRAILS HOMEOWNERS
ASSOCIATION, INC.

By: [Signature]
(Sign)
GUY J. AMATO
(Print)

President, Tangerine Trails Homeowners
Association, Inc.

Attest: [Signature]
(Sign)
GRACE E. AMATO
(Print)

Secretary, Tangerine Trails Homeowners
Association, Inc.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing was acknowledged before me this 8 day of April,
20 17 by Guy Amato, as President, and Grace Amato,
as Secretary, of Tangerine Trails Homeowners Association, Inc., a Florida not for profit
corporation, on behalf of the corporation, who are personally known to me or who have produced
Florida Driver License as identification.

NOTARY PUBLIC

[Signature] (Sign)
Carole Lewandowski (Print)



Carol Sue Lewandowski
State of Florida
MY COMMISSION # FF 242718
Expires: August 26, 2019
Bonded through CNA Surety

State of Florida, At Large
My Commission Expires:

8/26/19

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**AMENDMENT TO BYLAWS OF
TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC.**

The following amendment(s) is/are made to the BYLAWS OF TANGERINE TRAILS HOMEOWNERS ASSOCIATION, INC., recorded in Official Records Book ~~1836~~, Page ~~1099~~ et. seq., of the Public Records of Polk County, Florida, as amended from time to time (additions are indicated by underlining, deletions are indicated by ~~striketrough~~, and omitted but unaltered provisions are indicated by ellipses):

ARTICLE I. MEMBERS' MEETINGS

3. Quorum. ~~Except as provided by the Articles of Incorporation and the Deed Restrictions, the presence, in person or by proxy, of the holders of a minimum of thirty (30%) of the voting interests of the outstanding lot owners entitled to vote shall be necessary to constitute a quorum for the transaction of business at all meetings of the members, except at special meetings held pursuant to Florida Statutes for which the Statutes call for a number of members to be present or represented. Unless otherwise provided by these Bylaws, the Declaration, the Articles of Incorporation, or any other governing document of the Association, the presence in person or by proxy of any number (other than zero) of the lot owners' total voting interests shall constitute a quorum for any meeting of the members (e.g., provided that at least one (1) duly qualified member of the Association in good standing shall be present, either in person or by proxy, at any duly-noticed meeting of the members of the Association, a quorum shall be attained).~~ At any meeting of the members, the members entitled to vote, present in person, or represented by proxy, shall have the power to adjourn the meeting to a future date at which a quorum shall be present or represented.

ARTICLE IV. AMENDMENTS

1. Manner of Amending. ~~The Bylaws may be altered, amended, repealed, or added to by the affirmative vote of a majority of a quorum of members present in person or by proxy at any meeting of the members of the Association, the holders of a minimum of thirty (30%) of the voting interests entitled to vote in the election of any director at any annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each member of record entitled to vote at such meeting at his last known post office address at least ten days before the date of such annual or special meeting, which notice shall state the alterations, amendments, additions, or changes which are proposed to be made in such Bylaws. Only such changes shall be made as specified in the notice.~~ The Bylaws may also be altered, amended, repealed, or new Bylaws adopted by a majority of the entire Board of Directors at a regular or special meeting of the Board. However, any Bylaws adopted by the Board may be altered,

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amended or repealed by members.

...

The following was added to Deed Restrictions, Bylaws and Articles of Incorporation (UNIT 2) per Amendment recorded 03/28/08, OR Book 7589, Page 1808:

~~VOTING CRITERIA: The voting criteria for all matters coming before the membership of the Association as it pertains to the aforementioned Deed Restrictions, Bylaws, and Articles of Incorporation, and notwithstanding any contrary provision setting forth an incongruent voting threshold within any of the aforementioned organizational documents for any specific subject matter, including but not limited to subsequent amendments thereto, henceforth shall be as authorized by Florida Statute 720.306(1)(a) in its present form. A quorum shall be 30 percent of the total voting interests. Decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.~~

...

The following was added to Deed Restrictions, Bylaws and Articles of Incorporation (UNIT 3) per Amendment recorded 03/28/08, OR Book 7589, Page 1810:

~~VOTING CRITERIA: The voting criteria for all matters coming before the membership of the Association as it pertains to the aforementioned Deed Restrictions, Bylaws, and Articles of Incorporation, and notwithstanding any contrary provision setting forth an incongruent voting threshold within any of the aforementioned organizational documents for any specific subject matter, including but not limited to subsequent amendments thereto, henceforth shall be as authorized by Florida Statute 720.306(1)(a) in its present form. A quorum shall be 30 percent of the total voting interests. Decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.~~

...