

Prepared by  
Law Offices of John L. Di Masi, P.A.  
801 N. Orange, Ave., Ste. 500  
Orlando, Florida 32801

**FIRST AMENDMENT TO THE  
BY-LAWS OF THE SANCTUARY COMMUNITY ASSOCIATION, INC.**

THIS FIRST AMENDMENT TO THE BY-LAWS OF THE SANCTUARY COMMUNITY ASSOCIATION, INC. ("Amendment") is made and entered into this 15th day of December 2015, by THE SANCTUARY COMMUNITY ASSOCIATION, INC., a Florida Not for Profit Corporation ("Association").

**WITNESSETH**

WHEREAS, the Association is a Florida Not for Profit Corporation operating and existing under the laws of the State of Florida; and

WHEREAS, the Association is desirous of amending its By-Laws of the Sanctuary Community Association, Inc. ("By-Laws") in accordance with the terms stated herein; and

WHEREAS, pursuant to Article 6.6, of the By-Laws, the Board of Directors ("Board") is entitled to amend the By-Laws from time to time by a majority vote of the directors; and

WHEREAS, the Association has complied with the procedure to amend the By-Laws as set forth in Article 6.6 of the By-Laws; and

NOW THEREFORE, in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. **Recitals.** The above-mentioned Recitals are hereby incorporated and made a part of this Amendment as if more fully set forth herein.

2. **Amendments.**

a. Article 2.9 of the By-Laws is hereby amended with the following additions and deletions:

2.9 **Proxies.** Neighborhood Representatives may not vote by proxy but only in person or through their designated alternates. On any matter as to which a Member is entitled to personally cast the vote for his Unit, such vote may be cast in person or by proxy, subject to the limitations of Florida law relating to use of general proxies and subject to any specific provision to the contrary in the Declaration or these By-Laws. No proxy shall be valid unless signed by the Owner of the Unit for which it was given or his

duly authorized attorney-in-fact, dated, and filed with received by the Secretary of the Association no later than seventy-two (72) hours prior to the noticed start time of the meeting for which it is to be effective. Proxies received by, or submitted to, the Secretary of the Association after this deadline are not valid, and will not be used for any purpose. Proxies shall be valid only for the specific meeting for which given and lawful adjournments of such meeting. In no event shall a proxy be valid more than 90 days after the date of the original meeting for which it was given. Every proxy shall be revocable and shall automatically cease upon conveyance of any Unit for which it was given or upon receipt by the Secretary of written notice of revocation of the proxy or of the death or judicially declared incompetence of a Member who is a natural person.

b. Article 3.5 of the By-Laws is hereby amended with the following additions and deletions:

### 3.5 Nominations and Declarations of Candidacy:

(a) Nominations and Declarations of Candidacy. Prior to each election of directors, the Board shall prescribe the opening date and the closing date of a reasonable filing period (the "Filing Period") in which each and every eligible person who has a bona fide interest in serving as a director ~~may~~ must file as a candidate for any position to be filled by Class "A" votes. At least ten (10) days prior to the beginning of the Filing Period, the Board shall provide written notice to the Members of the Filing Period as well as the date of the annual meeting. Any details regarding filing requirements and other reasonable procedures for submission to be followed by prospective candidates must be included in the Board's notice of Filing Period. The Filing Period must be at least twenty-one (21) days long. At the conclusion of the Filing Period, any and all eligible candidates will be included in the Association's Eligible Candidate List and will be provided by the Board to the Membership in advance of the annual meeting. At the close of the filing period, the slate of candidates is defined and such candidates are considered to be nominated in advance of the annual meeting. Further, nominations at the annual meeting are not allowed if the group of candidates assembled through the Filing Period are equal to, or greater than, the number of positions to be filled at the election. The Board shall also establish such other Rules and Regulations as it deems appropriate to conduct the nomination of directors in a fair, efficient and cost-effective manner.

Except with respect to directors appointed by the Class "B" Member, nominations for election to the Board may also be made by a Nominating Committee. The Nominating Committee, if any, shall consist of a Chairman, who shall be a member of the Board, and three or more Members or representatives of Members. The members of the Nominating Committee shall be appointed by the Board not less than 30 days prior to each annual meeting to serve a term of one year and until their successors are appointed, and such appointment shall be announced in the notice of each election.

The Nominating Committee may make as many nominations for election to the Board as it shall in its discretion determine, but shall nominate at least as many candidates for each slate as there are positions to be filled from such slate. In making its nominations, the Nominating Committee shall use reasonable efforts to nominate

candidates representing the diversity which exists within the pool of potential candidates. Each candidate shall be given a reasonable, uniform opportunity to communicate his or her qualifications to the Members and to solicit votes.

(b) Election Procedures. Except as may otherwise be required pursuant to Section 3.5(b), elections shall be held at the Association's annual meeting. Each Neighborhood Representative may cast all votes assigned to the Units which it represents for each position to be filed from the slate of candidates on which such Neighborhood Representative is entitled to vote. That number of candidates equal to the number of positions to be filed from each slate receiving the greatest number of votes shall be elected. Directors may be elected to serve any number of consecutive terms.

c. Article 3.7 of the By-Laws is hereby amended with the following additions and deletions:

3.7 Removal of Directors and Vacancies. Any director elected by the Neighborhood Representatives may be removed, with or without cause, by the vote of Neighborhood Representatives holding a majority of the votes entitled to be cast for the election of such director. Any director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor shall be elected by the Neighborhood Representatives entitled to elect the director so removed to fill the vacancy for the remainder of the term of such director.

Any director elected by the Neighborhood Representatives who has three consecutive unexcused absences from Board meetings, or who is more than 30 days delinquent (or is the representative of a Member who is so delinquent) in the payment of any assessment or other charge due the Association, may be removed by a majority of the directors present at a regular or special meeting at which a quorum is present, and the Board may appoint a successor to fill the vacancy for the remainder of the term.

In the event of the death, disability, or resignation of a director, the Board may declare a vacancy and appoint a successor to fill the vacancy ~~until the next annual meeting, at which time the Neighborhood Representatives entitled to fill such directorship may elect a successor~~ for the remainder of the term.

Any director which the Board appoints shall be elected from among the same class of Members as the director who vacated the position.

This Section shall not apply to directors appointed by the Class "B" Member nor to any director serving as a representative of the Declarant. The Class "B" Member or the Declarant shall be entitled to appoint successor to fill any vacancy on the Board resulting from the death, disability or resignation of a director appointed by or elected as a representative of the Class "B" Member or the Declarant.

3. Headings. The paragraph headings have been inserted for convenience and reference only, and shall not be considered or referred to in resolving questions and interpretation or construction. Unless the context requires a contrary construction, the singular shall include the

plural and the plural the singular, and the masculine, feminine and neuter genders shall each include the others.

4. **Severability.** Invalidation of any of these covenants or restrictions or any part, clause, or word hereof, or the application thereof in specific circumstances, by judgment or court order, shall not affect any other provisions or applications in other circumstances, all of which shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors for THE SANCTUARY COMMUNITY ASSOCIATION, INC., has caused this First Amendment to The By-Laws of the Sanctuary Community Association, Inc., to be adopted in accordance with the authority hereinabove expressed this 15th day of December, 2015.

WITNESSES

THE SANCTUARY COMMUNITY ASSOCIATION, INC.'S BOARD OF DIRECTORS

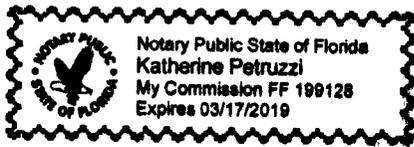
Lee Dremet  
Print Name: Lee Dremet

Gregory Monseleu  
By: Gregory Monseleu  
As: President

Drew Pommet  
Print Name: Drew Pommet

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

SWORN TO AND SUBSCRIBED before me this 18th day of December, 2015, by GREGORY MONSELEU, as the PRESIDENT of The Sanctuary Community Association, Inc., who has produced personally known as identification, and who did take an oath.



Katherine Petruzzi  
Notary Public  
My Commission Expires: 3/17/2019

WITNESSES

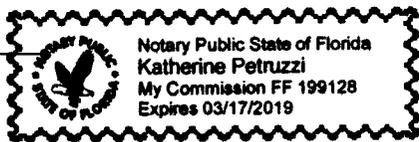
[Signature]  
Print Name: J. A. Robles

[Signature]  
Print Name: Deen Pommet

[Signature]  
By: BRYANT SENSABAUGH  
As: DIRECTOR

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

SWORN TO AND SUBSCRIBED before me this 21<sup>st</sup> day of December, 2015,  
by BRYANT SENSABAUGH, as the DIRECTOR of The Sanctuary Community  
Association, Inc., who has produced PERSONALLY KNOWN as identification, and who  
did take an oath.



[Signature]  
Notary Public  
My Commission Expires: 3/17/2019

WITNESSES

[Signature]  
Print Name: LORI McCLAIN

[Signature]  
Print Name: Susan Bentley

[Signature]  
By: DAVID BAUMANN  
As: ASST. SECRETARY

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

SWORN TO AND SUBSCRIBED before me this 21 day of December, 2015,  
by DAVID BAUMANN, as the Asst. Secretary of The Sanctuary Community  
Association, Inc., who has produced Personally Known as identification, and who  
did take an oath.



[Signature]  
Notary Public  
My Commission Expires: 5-23-17

WITNESSES

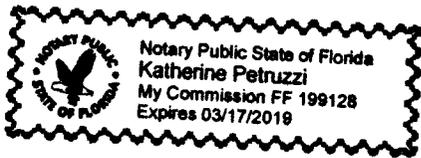
Andrew A Grant  
Print Name: ANDREW-A. GRANT

Melissa Debach  
By: Melissa Debach  
As: Vice President

Teresa Solano  
Print Name: Teresa Solano

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

SWORN TO AND SUBSCRIBED before me this 23rd day of December, 2015, by MELISSA DEBACH, as the VICE PRESIDENT of The Sanctuary Community Association, Inc., who has produced PERSONALLY KNOWN as identification, and who did take an oath.



Katherine Petruzzi  
Notary Public  
My Commission Expires: 3/17/2019

WITNESSES

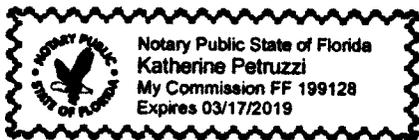
Alaina McNally  
Print Name: Alaina McNally

Daniel E. Baker  
By: DANIEL E. BAKER  
As: TREASURER

Brian McNally  
Print Name: Brian McNally

STATE OF FLORIDA )  
COUNTY OF SEMINOLE )

SWORN TO AND SUBSCRIBED before me this 7th day of January, 2015, ~~2016~~ by DANIEL E BAKER, as the TREASURER of The Sanctuary Community Association, Inc., who has produced personally known as identification, and who did take an oath.



Katherine Petruzzi  
Notary Public  
My Commission Expires: 3/17/2019