

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

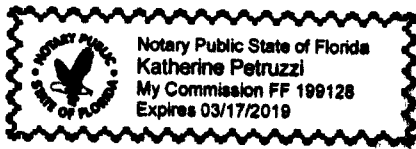
Lee Dremel  
Print Name: Lee Dremel

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

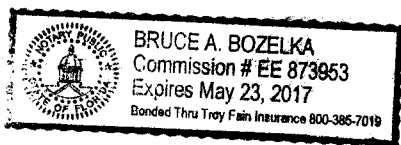
[Signature]  
Print Name: LORI McCLAIN

[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

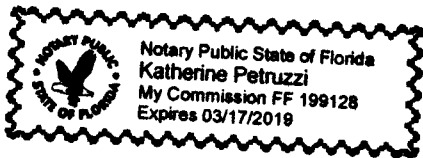
Andrew A Grant  
Print Name: ANDREW-A. GRANT

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

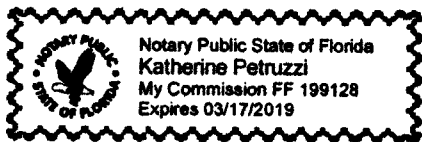
Alaina McNally  
Print Name: Alaina McNally

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

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

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

THIS SECOND AMENDMENT TO THE BY-LAWS OF THE SANCTUARY COMMUNITY ASSOCIATION, INC. ("Second Amendment") is made and entered into this 21<sup>st</sup> day of DECEMBER 2020, 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, currently there are two (2) vacant positions on the Association's Board of Directors ("Board"). The Board desires to remove those two (2) vacant positions, thereby leaving five (5) positions on the Board; and

WHEREAS, pursuant to Article 6.6 of the By-Laws, the Board is empowered 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 3.3 of the By-Laws is hereby amended with the following additions and ~~deletions~~:

3.3 **Number of Directors.** The Board, upon the day these By-Laws are adopted, shall consist of three initial directors, selected as provided in Sections 3.34 and 3.5 below.

b. Article 3.6 of the By-Laws is hereby amended with the following additions and deletions:

**3.6 Election and Term of Office**

(a) **Current Board.** The Board, as presently constituted, is comprised of three initial directors as set forth in the Articles of Incorporation effective under the 1999 Declaration. Pursuant to the authority of the 1999 Declaration, the initial three director positions are filled by representatives of the Class "B" Member until termination of the Class "B" Control Period.

(b) **Upon Termination of the Class "B" Control Period.** Within 90 days after termination of the Class "B" Control Period, the Class "B" directors shall resign and the President shall call for an election of directors at either an annual or special meeting; provided, if the next annual meeting is scheduled to occur within such 90 day period, the election shall be held at such annual meeting.

At such meeting, seven directors shall be elected to fill the positions vacated by the Class "B" directors by the Neighborhood Representatives. Four of such directors shall be elected to serve until the second annual meeting following their election and three of such directors shall be elected to serve until the third annual meeting following such election. Thereafter, upon expiration of the term of office of any director, a successor shall be elected, by the class of votes entitled to elect the director whose term is expiring, to serve a term of two years and until a successor is elected.

Effective upon the day this Second Amendment is adopted, the number of directors on the Board is reduced from seven (7) to five (5). With regard to the five (5) director positions presently filled, the two (2) year terms of the three (3) positions filled at the 2019 annual meeting shall expire at the 2021 annual meeting, and the two (2) year terms of the two (2) positions filled at the 2020 annual meeting shall expire at the 2022 annual meeting. Further elections shall maintain staggered two (2) year terms.

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 Second Amendment to The By-Laws of the Sanctuary Community Association, Inc., to be adopted in accordance with the authority hereinabove expressed this 21<sup>st</sup> day of DECEMBER, 2020.



Signed, sealed and delivered:

[Signature]  
Laura E. Dauber  
(Name Printed or Typed)

THE SANCTUARY COMMUNITY ASSOCIATION, INC  
, a Florida not-for-profit corporation  
By: Melissa DeLoach  
Melissa DeLoach, as its President

\_\_\_\_\_  
(Name Printed or Typed)

STATE OF FLORIDA )  
COUNTY OF Seminole )

The foregoing instrument was acknowledged before me, by means of  physical presence or  online notarization, the 10 day of January, 2021, by Melissa DeLoach as the President of The Sanctuary Community Association, Inc., on behalf of said Corporation, who is personally known to me or who produced \_\_\_\_\_, as identification.

[Signature]  
NOTARY PUBLIC - State of Florida  
Print Name Laura E. Dauber  
My Commission Expires: 9/11/2023



Signed, sealed and delivered:

[Signature]  
Laura E. Dauber  
(Name Printed or Typed)

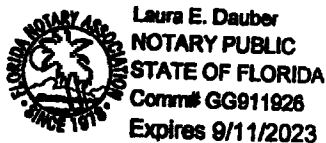
THE SANCTUARY COMMUNITY ASSOCIATION, INC  
, a Florida not-for-profit corporation  
By: [Signature]  
[Signature] as its Secretary

\_\_\_\_\_  
(Name Printed or Typed)

STATE OF FLORIDA )  
COUNTY OF Seminole )

The foregoing instrument was acknowledged before me, by means of  physical presence or  online notarization, the 10th day of January, 2021 by [Signature] as the SECRETARY of The Sanctuary Community Association, Inc., on behalf of said Corporation, who is personally known to me or who produced \_\_\_\_\_, as identification.

[Signature]  
NOTARY PUBLIC - State of Florida  
Print Name Laura E. Dauber  
My Commission Expires:



Signed, sealed and delivered:

*Laura E. Dauber*  
Laura E. Dauber  
(Name Printed or Typed)

THE SANCTUARY COMMUNITY ASSOCIATION, INC  
, a Florida not-for-profit corporation

By: *Robert Howard*  
ROBERT HOWARD, as its Vice-President

\_\_\_\_\_  
(Name Printed or Typed)

STATE OF FLORIDA )

COUNTY OF Seminole )

The foregoing instrument was acknowledged before me, by means of  physical presence or  online notarization, the 23 day of Dec., 2022 by ROBERT HOWARD as the VICE-PRESIDENT of The Sanctuary Community Association, Inc., on behalf of said Corporation, who is personally known to me or who produced FLID-1630-765-5134-8 as identification.

*Laura E. Dauber*

NOTARY PUBLIC - State of Florida  
Print Name LAURA E. DAUBER  
My Commission Expires:



Laura E. Dauber  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# GG911926  
Expires 9/11/2023

Signed, sealed and delivered:

*Laura E. Dauber*  
Laura E. Dauber  
(Name Printed or Typed)

THE SANCTUARY COMMUNITY ASSOCIATION, INC  
, a Florida not-for-profit corporation

By: *Bryan Gardner*  
Bryan Gardner as its Director

\_\_\_\_\_  
(Name Printed or Typed)

STATE OF FLORIDA )

COUNTY OF Seminole )

The foregoing instrument was acknowledged before me, by means of  physical presence or  online notarization, the 22 day of December, 2022, by Bryan Gardner as the Director of The Sanctuary Community Association, Inc., on behalf of said Corporation, who is personally known to me or who produced FLID-1635-068-915-8 as identification.

*Laura E. Dauber*

NOTARY PUBLIC - State of Florida  
Print Name LAURA E. DAUBER  
My Commission Expires: 9/11/2023



Laura E. Dauber  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# GG911926  
Expires 9/11/2023

Signed, sealed and delivered:

THE SANCTUARY COMMUNITY ASSOCIATION, INC

, a Florida not-for-profit corporation

By:

Anthony Chambers

TIMOTHY P. DABER, as its TREASURER.

ANTHONY CHAMBERS

(Name Printed or Typed)

[Signature]

CHARLES STUMPLE

(Name Printed or Typed)

STATE OF FLORIDA )

COUNTY OF SEMINOLE )

The foregoing instrument was acknowledged before me, by means of  physical presence or  online notarization, the 31 day of December, 2022 by TIMOTHY P. DABER as the TREASURER of The Sanctuary Community Association, Inc., on behalf of said Corporation, who is personally known to me or who produced FL. DRIVERS LICENSE, as identification.

[Signature]  
NOTARY PUBLIC - State of Florida  
Print Name Tammy Rothstein  
My Commission Expires FEBRUARY 14, 2023

