

Prepared by and Return to:
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Adamczyk Law Firm, PLLC
9130 Galleria Court, Suite 201
Naples, Florida 34109

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
LIVINGSTON LAKES CONDOMINIUM ASSOCIATION, INC.
BYLAWS
OF
LIVINGSTON LAKES CONDOMINIUM ASSOCIATION, INC.

THIS CERTIFICATE OF AMENDMENT to the Articles of Incorporation and Bylaws, is made and executed this 26 day of January 2021, by Livingston Lakes Condominium Association, Inc., a Florida not-for-profit corporation (the "Association").

WHEREAS, the Declaration of Condominium, Articles of Incorporation and Bylaws for Carriage Homes at Livingston Lakes, was recorded at O.R. Book 5179, Page 3320, in the Public Records of Collier County, Florida (hereafter referred to as the "Governing Documents"); and

WHEREAS, the Declaration of Condominium, Articles of Incorporation and Bylaws for Coach Homes at Livingston Lakes, was recorded at O.R. Book 5179, Page 3544, in the Public Records of Collier County, Florida (hereafter referred to as the "Governing Documents"); and

WHEREAS, the Declaration of Condominium, Articles of Incorporation and Bylaws for Garden Homes at Livingston Lakes, was recorded at O.R. Book 5235, Page 2667, in the Public Records of Collier County, Florida (hereafter referred to as the "Governing Documents"); and

WHEREAS, the Association operates a multi-condominium, which includes the Carriage Homes at Livingston Lakes, a Condominium, the Coach Homes at Livingston Lakes, a Condominium, and the Garden Homes at Livingston Lakes, a Condominium; and

WHEREAS, the Association hereby certifies that, at the annual meeting on June 29, 2020, at least a majority of the Voting Members, present in person or by proxy, voted in favor and approved the amendments to the Articles of Incorporation, attached hereto and incorporated by reference; and at least 66-2/3% of the Voting Interests, present in person or by proxy, voted in favor and approved the amendment to the Bylaws attached hereto and incorporated by reference.

(Signatures on following page)

WITNESSES (TWO):

Paige L Berman
Signature

Paige L Berman
Printed Name

Paige L Berman
Signature

Paige L Berman
Printed Name

Julie Kaulund
Julie Kaulund

STATE OF _____
COUNTY OF _____

LIVINGSTON LAKES
CONDOMINIUM ASSOCIATION, INC.

By: Rolene Peck
Title: President

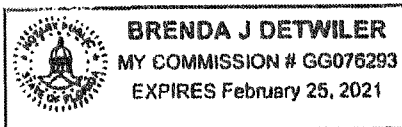
Date: 1/26/2021

ATTEST:
Alusia Testa
By: Alusia Testa
Title: Secretary

Date: 1/26/2021

BEFORE ME, the undersigned authority, appeared Rolene Peck, President and Alusia Testa, Secretary of LIVINGSTON LAKES CONDOMINIUM ASSOCIATION, INC., personally known to me and who acknowledged before me that being duly authorized and executed the foregoing Certificate of Amendment as the authorized agent for said corporation and that the same is the free act and deed of said corporation, and who did take an oath.

SWORN TO AND SUBSCRIBED before me this 26th day of January, 2021.



Brenda J. Detwiler
Notary Public
Brenda J. Detwiler
(Printed Name of Notary)
My Commission Expires:

AMENDMENTS
BYLAWS
OF
LIVINGSTON LAKES CONDOMINIUM ASSOCIATION, INC.
ARTICLES OF INCORPORATION
OF
LIVINGSTON LAKES CONDOMINIUM ASSOCIATION, INC.

Note: Words ~~stricken~~ are deletions; words underlined are additions.

Amendment **Bylaws; Section 4.2**

~~4.2 Class Members. If, as and when more than one Livingston Lakes Condominium is created by recording its Condominium Declaration in the Public records of the County, then (a) Members of the Association shall be divided into classes ("Class") with all of the Unit Owners in a particular Livingston Lakes Condominium constituting a separate Class; and (b) not only shall the Unit Owners in each Livingston Lakes Condominium be Members of the Association but also members of the Class composed of all Unit Owners owning a Unit within their particular Livingston Lakes Condominium ("Class Members").~~

Amendment **Bylaws; Section 4.3**

4.3 Number of Voting Interests; Voting; ~~Class Voting.~~

Section (a) remains unchanged.

(b) When an action, question or matter requires a vote of membership, ~~whether it requires a vote by the full membership or a vote by the affected Class Members only,~~ it shall be determined as follows:

(i) ~~Matters pertaining primarily to a particular Livingston Lakes Condominium or more than one Livingston Lakes Condominium but not all of the Livingston Lakes Condominiums shall be voted on only by the Class composed of the Unit Owners from the applicable Livingston Lakes Condominium and shall be determined by a majority of the Voting Interests of the Class Members set forth in Section 4.4(a).~~

(ii) Matters pertaining primarily to all of the Livingston Lakes Condominiums, the Association as a whole or the Association Property shall be voted on by the Members at large and shall be determined by a majority of the Voting Interests set forth in Section 4.4(a).

~~(iii) The decision as to whether a matter pertains primarily to a particular~~

~~Livingston Lakes Condominium or more than one but not all of the Livingston Lakes Condominiums, the Association as a whole or the Association Property, shall be determined solely by the Board.~~

Amendment

Bylaws; Section 4.4

4.4 Majority Vote.

Section (a) remains unchanged.

~~(b) The acts approved by a majority of the Voting Interests of the Class members present in person or by proxy at a duly called meeting of the Class composed of the Unit Owners in that particular Livingston Lakes Condominium shall be binding on all of the Class Members in such Livingston Lakes Condominium, except where otherwise provided by law, the applicable Livingston Lakes Condominium Declaration, the Articles or these Bylaws. As used in these Bylaws, the Articles or the applicable Livingston Lakes Condominium Declaration, the term "majority of the Voting Interests of the Class Members" shall mean a majority of the votes entitled to be cast by the Voting Members in the applicable Class present in person or by proxy and voting at a duly called meeting of the Class composed of the Unit Owners in such Livingston Lakes Condominium. The term does not mean a majority of the Voting Members in such Class, or majority of the Units in such Class, or a majority of the total votes entitled to be cast by all Voting Members for such Class. Similarly, if some greater percentage of the Class Members is required herein or in the applicable Livingston Lakes Condominium Declaration or Articles, it shall mean such greater percentage of the votes entitled to be cast by the Voting Members at a duly called meeting of the Class and shall not mean such greater percentage of the Members for such Class themselves, or such greater percentage of the Units in such Class, or such greater percentage of the total votes entitled to be cast by all Voting Members in such Class.~~

Amendment

Bylaws; Section 5.2

5.2 Special Meetings. Special meetings of the Members shall be held at such places as provided herein for annual meetings, and may be called by the President or by a majority of the Board of Directors of the Association, and must be called by the President or Secretary upon receipt of a written request from Members holding at least twenty (20%) percent of the Voting Interests of the Members. Special meetings may also be called by Members in the manner provided for in the Act. ~~Special meetings of a Class shall be held at such places as provided herein for annual meetings, and may be called by the President or the Director elected by or designated for such Class, and must be called by the President or Secretary upon receipt of a written request from Class Members holding at least twenty (20%) percent of the Voting Interests of the Class.~~ The business conducted at a special meeting shall be limited to that stated in the notice of the meeting. Notwithstanding the foregoing: (i) as to special meetings regarding the adoption of the estimated operating budgets for Association Expenses and Condominium Common Expenses, reference should be made to Section 12.1(c)(iii) of these Bylaws; and (ii) as to special meetings regarding recall of Board members, reference should be made to Section 6.4 of these Bylaws.

Amendment

Bylaws; Section 5.5

5.5 Quorum. A quorum of Members shall be attained by the presence, either in person or by proxy (limited or general), of Members entitled to cast at least thirty (30%) percent of the Voting Interests of the Members. ~~A quorum of Class Members shall be attained by the presence, either in person or by proxy (limited or general), of Class Members entitled to cast at least thirty (30%) percent of the Voting Interests of the Class. No such action shall be taken or decisions made at any meeting of the Members which will materially and adversely affect the rights and privileges of any Class unless such action is approved by not less than a majority of the Voting Interests of the Class Members, present in person or by proxy at a duly called meeting of the Class for such Livingston Lakes Condominium.~~

Amendment

Bylaws; Section 6.1

6. Directors.

6.1 Membership; Qualifications. The affairs of the Association shall be governed by a Board of not less than ~~three (3)~~ five (5) Directors, and there shall be no requirement that any Livingston Lakes Condominium constituting a separate Class shall receive an equal number of seats or representation on the Board of Directors. ~~Initially, the Board of Directors shall be composed of three (3) persons appointed by the Developer. At such time as the Members other than the Developer are entitled to elect one third of the Directors, one (1) Developer-appointed Director shall resign from the Board simultaneously with the election of a Director by the Members other than the Developer. However, the Developer shall be entitled to appoint the remaining two (2) Directors on the Board. Commencing with the election at which the Developer transfers of control of the Association to the Members other than the Developer, the Board of Directors shall be composed of one (1) Director for each Class together with a Director designated by the Developer so long as the Developer is entitled to representation on the Board pursuant to Section 718.301(1)(e) of the Act. In the event a Livingston lake Condominium is created after the Developer has transferred control of the Association, then the Developer shall appoint a Director for the Class to serve until the Class elects a Director at the next annual meeting. If, during any period after the Developer transfers control of the Association, there is an even number of Classes, the Board shall be expanded to include one (1) "at large" Director elected by the Voting Members of all Classes entitled to vote. At such time as the "at large" seat is no longer necessary because there is an odd number of Classes, the "at large" Director shall be required to resign immediately.~~ Directors must be natural persons who are 18 years of age or older. A Director is required to be a Member, Class Member or Voting Member. Directors may not vote at Board Meetings by proxy or by secret ballot. Co-owners of a Unit may not serve as members of the Board of Directors at the same time unless they own more than one Unit or unless there are not enough eligible candidates to fill the vacancies on the Board at the time of the vacancy. A person who has been suspended or removed by the Florida Division of Condominiums, Timeshares and Mobile Homes under the Act, or who is delinquent in the payment of any monetary obligation due to the Association, is not eligible to be a candidate for Board membership and may not be listed on the ballot. A person who has been convicted of any felony in this state or in a United States District

or Territorial Court, who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, is not eligible for Board membership unless such felon's civil rights have been restored for at least five (5) years as of the date such person seeks election to the Board. The validity of an action by the Board is not affected if it is later determined that the Director was not eligible for Board membership due to having been convicted of a felony.

Amendment

Bylaws; Section 6.3

6.3 Election of Directors. Except as provided herein to the contrary, election of Directors shall be held at the annual meeting of the Members. Not less than sixty (60) days prior to a scheduled election, the Association shall mail, deliver or electronically transmit to each Member, a first notice of the date of the scheduled election. Any person desiring to be a candidate for the Board shall give written notice to the Association not less than forty (40) days prior to the scheduled election. Not less than fourteen (14) days or more than thirty-four (34) days prior to the scheduled election meeting, the Association shall then mail, deliver or electronically transmit a second notice of the meeting to all Members, together with a list of all candidates for Directors ~~for the applicable Class and all candidates for the "at large" Director, if applicable.~~ Upon timely request of a candidate, the Association shall include an information sheet, no larger than 8-1/2 inches by 11 inches furnished by the candidate, to be included with the mailing, delivery or electronically transmission of the ballot, with the costs thereof to be borne by the Association. A candidate's information sheet shall be submitted to the Association not less than thirty-five (35) days before the scheduled election.

The election of Directors shall be by written ballot or voting machine. There is no quorum requirement; ~~however, Class Members entitled to cast at least twenty (20%) percent of the Voting Interests of the Class must have cast ballots in the election of the Director for such Class.~~ In the event of an election of an "at large" Director, Members entitled to cast at least twenty (20%) percent of the Voting Interests of the Members must have cast ballots in the election of the "at large" Director. The election of a Director ~~for a particular Class shall be decided by a plurality of the votes cast by those Class Members entitled to vote for the applicable Class.~~ If applicable, the election of the "at large" Director shall be decided by a plurality of the votes cast by the Members entitled to vote. There shall be no cumulative voting. The Association may adopt electronic voting procedures in the manner permitted by Chapter 718, Florida Statutes.

Notwithstanding the provision of this Section 6.3, an election is not required for any Director position unless more than one candidate has filed a notice of intent to run. If there is only one candidate for a position, then such candidate for that Director position ~~for applicable Class or for the "at large" seat~~ shall become a member of the Board effective upon the adjournment of the annual meeting.

Amendment

Bylaws; Section 6.4

6.4 Vacancies and Removal.

- (a) ~~Any Director elected by a Class (other than Directors elected or appointed by the Developer) may be recalled and removed only by such Class, with or without cause, in the manner provided in the Act and these Bylaws. For example, a Director elected by the Class of Carriage Homes Condominium's Voting Interests may only be recalled or removed by a majority of the Voting Interests of the Class Members for Carriage Homes Condominium. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose in the manner provided in the Act. Except as to vacancies resulting from recall or removal of a Director for a Class (as addressed in subsection (b) below),~~ Vacancies in the Board of Directors occurring between annual meetings of the Members shall be filled by a majority vote of the remaining Directors and any Board meeting for any vacancy in the "at large" Director position and by the Class Members in an election to fill the vacancy for any Director elected by the applicable Class. All vacancies for any Directors appointed by the Developer pursuant to the provisions of Section 6.16 shall be filled by the Developer without the necessity of any meeting.
- (b) If the Director for a particular Class is removed by recall, the vacancy shall be filled in accordance with Rule 61B-23.0027 (if at a meeting) or with Rule 61B-23.0028 (if by written agreement) of the Florida Administrative Code by the Class Members entitled to elect the Director so removed; provided further that a Director who has been recalled by the Class Members may not be appointed to fill the vacancy created by his or her removal; and further provided that after the Developer transfers control of the Board, but during the time that both the Developer and Members other than the Developer have representation on the Board of Directors pursuant to Section 718.301(1)(c) of the Act, the Developer appointed Directors may not vote on selecting the other members of the Board of Directors. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of the seat being filled.

Amendment

Bylaws; Section 6.5

6.5 Term. Prior to the date the Developer transfers control of the Association, the number of Directors that shall constitute the whole Board of Directors shall be five (5), and the term of each Director's service shall extend until the next annual meeting of the Members and subsequently until the Director's successor is appointed or elected and has taken office, or until the Director is removed in the manner elsewhere provided. In order to provide for continuity of experience it is the intention of these Bylaws that a system of staggered terms be created. After these bylaws are adopted, the Board of Directors shall appoint two (2) additional Directors to the Board so that a total of five (5) Directors shall be serving on the Board at that time. At the next election following

the adoption of these Bylaws, the three (3) candidates receiving the greatest number of votes shall be elected to serve a term of two (2) years each, and the candidate receiving the fourth (4th) and fifth (5th) highest number of votes shall be elected to serve a term of one (1) year. Thereafter, all Directors shall be elected for a term of two (2) years each. ~~At the first election of Directors after the Developer has transferred control of the Board where the Members other than the Developer are entitled to elect a majority of the Directors, Directors shall be elected for staggered terms as follows:~~

- ~~(a) As to any vacancies for Directors elected by a Class, the two (2) Directors elected with the highest and second highest percentage of votes by their respective Class Members shall have a term of two (2) years.~~
- ~~(b) Any remaining vacancies for a Director elected by a Class, the Director(s) elected with the next highest percentage of votes by their respective Class Members shall have a term of one (1) year.~~
- ~~(c) Any Director elected by the Members to "at large" seat shall have a term of one (1) year.~~

~~At each subsequent election, the term of each Director's service shall commence at the Director's election and extend until the later of the second annual meeting of the Members thereafter or until such Director's successor is duly elected and has taken office, unless the Director is removed in the manner elsewhere provided. Any person serving as a Director may be re-elected, and there shall be no limit on the number of terms during which he or she may serve. In the event that an annual meeting is not held, or Directors are not then elected, or the election is required before the annual meeting, then Directors may be elected at a special meeting of the Members held for that purpose. Any Director designated by the Developer shall serve at the pleasure of the Developer and may be remove and replaced by the Developer at any time.~~

Amendment

Bylaws; Section 6.9

6.9 Quorum. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is specifically required by these Bylaws, the Articles or the applicable Livingston Lakes Condominium Declaration. ~~Notwithstanding anything in the foregoing to the contrary, no action shall be taken or decision made at any meeting of the Bord of Directors which will materially, adversely affect the rights and privileges of any Class unless such action is approved by the Director elected by such Class Members.~~

Amendment

Bylaws; Section 8.1

8.1 Executive Officers. The executive officers of the Association shall be a President, a Vice President, a Treasurer and a Secretary, all of whom must be Directors, and shall be elected by the Board of Directors and who may be peremptorily removed at any meeting by the vote of a majority of all of the Directors. No person shall sign an instrument or perform an act in the capacity of more than one office. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall deem necessary or appropriate to manage the affairs of the Association. ~~Officers need not be Members, Class Members or Voting Members.~~

Amendment

Bylaws; Section 8.4

8.4 Secretary. The Secretary shall keep or cause to be kept the minutes of all proceeding of the Directors and the Members, ~~Class Members or Voting Members.~~ The Secretary shall attend to the giving of all notices required by law. The Secretary shall have custody of the seal of the Association and shall affix it to instruments requiring the seal when duly signed. The Secretary shall keep or cause to be kept the records of the Association, except those maintained by the Treasurer, and shall perform all other duties incident to the office of the secretary of an association and as may be required by the Directors or the President.

Amendment

Bylaws; Section 12.1(c)(iii)

12.1(c)(iii) Special Membership Meeting. If the Board of Directors adopts a budget which requires Annual Assessments which exceed in any year one hundred fifteen percent (115%) of the total Annual Assessments for Association Expenses and Condominium Common Expenses for the preceding year, the Board shall conduct a special meeting of the Members to consider a substitute budget if the Board receives, within twenty-one (21) days after adoption of the annual budget for Association Expenses, a written request for a special meeting from at least ten percent (10 %) of the Voting Interests of the Members together with any substitute budget for the Association Expenses and Condominium Common Expenses sought to be considered. At least fourteen (14) days prior to the special meeting, the Association shall deliver or mail to each Member notice of the meeting and any substitute budget to be considered. At the special meeting, Members may consider and adopt a budget. The adoption of a substitute budget shall require a majority of the Voting Interests (including votes for Units owned by the Developer) present in person or by proxy at a duly called meeting of the Members as to Association Expenses or a majority of the Voting Interests of the ~~Class Members~~ present in person or by proxy at a duly called meeting of the ~~Class Members~~ as to the Condominium Common Expenses. If a meeting of the Members ~~or Class~~ has been called as aforesaid and a quorum is not obtained or a substitute budget has not been adopted by the Members ~~or Class~~, the budgets adopted by the board of Directors shall to into effect as scheduled.

Proposed Amendment

Articles of Incorporation; Section 9.1

**ARTICLE 9
BOARD OF DIRECTORS**

9.1 Board. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws, but which consists of not less than ~~three (3)~~ five (5) Directors.