

This Instrument Prepared by and Return to:

Scott B. Tankel, Esquire

Address:

TANKEL LAW GROUP
1022 Main Street, Suite D
Dunedin, Florida 34698

**CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED BYLAWS FOR BRENTWOOD HILLS
HOMEOWNERS' ASSOCIATION, INC.**

I HEREBY CERTIFY THAT the attached adopted Amended and Restated Bylaws for Brentwood Hills Homeowners' Association, Inc., its Declaration of Covenants, Conditions, and Restrictions described in Official Records Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida, was duly approved in the manner required by law.

IN WITNESS WHEREOF, we have affixed our hands this 15 day of February, 2023 at Hillsborough County, Florida.

BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation

By: [Signature]
Denise Stearns, President

Attest: [Signature]
Edward Campbell III, Secretary

[Signature]
Signature of Witness #1

Jaylin Lopez
Printed Names of Witness #1

Address: 505 Tuscanway Park 1002
Brandon, Fla.

[Signature]
Signature of Witness #2

Kevin Johnson
Printed Name of Witness #2

Address: 9604 N. Rome Ave Tampa FL
33612

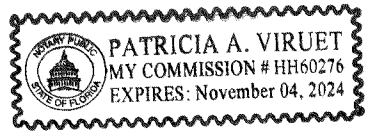
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned personally and physically appeared Denise Stearns and Ed Campbell, to me known to be the President and Secretary, respectively, of Brentwood Hills Homeowners' Association, Inc., and they jointly and severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me or have produced FL License and _____ as identification. If no type of identification is indicated, the above named persons are personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 15 day of February, ~~2023~~: 2024

Patricia A. Viruet
Notary Public
Printed Name:

My commission expires:
November 04, 2024



AMENDED AND RESTATED BYLAWS

OF

BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.

1. IDENTITY AND PURPOSE.

These are the Amended and Restated Bylaws (hereinafter, "Bylaws") of Brentwood Hills Homeowners' Association, Inc. ("Association"), a Florida not-for-profit corporation formed for the purpose of providing for the operation, maintenance, control and administration of Brentwood Hills, which is located within the County of Hillsborough, Florida, upon the lands described in the Declaration of Covenants, Conditions, and Restrictions ("Declaration"), as recorded in Official Records Book 5632, Page 1158, of Hillsborough County, Florida.

- 1.1. Office. The office of the Association shall be at 1512 Brentwood Hills Blvd., Valrico, FL 33594, Florida, or at such location as may be designated by the Board of Directors.
- 1.2. Fiscal Year. The fiscal year of the Association shall be the calendar year, unless otherwise determined by the Board of Directors.
- 1.3. Seal. The seal of the Association shall bear the name of the Association, the word "Florida" and the words "corporation not for profit" and the year of incorporation. A common seal may be used in lieu of a raised corporate seal and in no event shall a seal be required to validate corporate actions unless specifically required by law.
- 1.4. Definitions. All terms used in these Bylaws shall have the same meaning, to the extent applicable, as set forth in the Articles of Incorporation for the Association, the Declaration, and the Florida Homeowners Association Act, Chapter 720, Florida Statutes, all as may be amended from time to time.

2. MEMBERS' MEETINGS.

- 2.1. Annual Meetings. The Annual Members' Meeting shall be held at the office of the Association, or at such convenient location in Hillsborough County as may be determined by the Board of Directors. The annual meeting shall be held on the date and time determined by the Board of Directors at least 60 days prior to the given date for the purpose of transacting any business authorized to be transacted by the Members. Should the Board fail to fix a date for the annual meeting, the annual meeting shall be held within the fourth quarter of the calendar year.
- 2.2. Special Meetings. Special Members' Meetings shall be held whenever called by the President or by a majority of the Board of Directors, and shall be called by the President or Secretary within a reasonable time of receipt of written notice from 20% of the voting interests of the entire Association. Members' meetings to recall a Director of the Board of Directors may be called by 10% of the voting interests of the Association who shall give notice of the meeting, stating the purpose of the meeting, pursuant to 720.303(10), Florida Statutes, as amended from time to time.

- 2.3. Notice of Members Meetings. Notice of all Members' meetings, stating the time, place, and purpose(s) of the meeting, shall be sent to each Member by United States regular mail at least 14 days prior to the meeting, whether the meeting is the annual meeting or a special meeting of the members. Hand delivery and electronic notice is acceptable to the extent provided by law. Any Members' meeting or election at which one or more Directors are to be elected must be noticed as herein provided.

Notice for meetings must be mailed, hand delivered or electronically transmitted to each owner at the address last furnished to the association by the owner. If no address is given by the member, the notice shall be sent to the member's property address. An officer of the Association, or the manager or other person providing notice of the association meeting, must provide an affidavit to be included in the official records of the Association affirming that the notice was mailed or delivered in accordance with these Bylaws.

- 2.4. Election of Directors. When applicable, elections of the Board of Directors shall occur at the annual meeting.

Nomination. Nomination for election to the Board of Directors shall be made in advance of the annual meeting by owners submitting a written Notice of Intent to run for the Board of Directors by certified or electronic mail no sooner than 45 days prior to the Annual Meeting date and no later than 30 days prior to the Annual Meeting date. During this period, members desiring to run for the Board of Directors may also submit a Candidate Information Sheet on a one-sided 8 ½ by 11 inch paper detailing only their background, education, and qualifications. Nominations from the floor shall not be permitted. Only members of the Association may be nominated.

Election. Election to the Board of Directors shall be by written ballot at the Annual Members Meeting. At the election, the Members or their proxy holder may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. In the event that there are not more candidates nominated than the number of positions required to be filled, then an election shall not be necessary. Should there be insufficient members present at an Annual Meeting of the Members to constitute a quorum, members of the Board of Directors shall remain in their positions until the next election or until resignation.

- 2.5. Quorum/Voting. A quorum at a Members' meeting shall consist of persons entitled to cast ten percent (10%) of the voting interests of the entire membership. The acts approved by a majority of the voting interests present at a meeting at which a quorum is present shall constitute the act of the Members, except when approval by a greater voting interest is required by the Declaration, the Articles of Incorporation, these Bylaws, or Chapter 720, Florida Statutes, as amended. To the extent provided by law, proxies may be used to establish a quorum.

- 2.6. Multiple Ownership. Each Lot shall have one indivisible vote. If a Lot is owned by one person, the right to vote shall be established in writing by the Lot owners. If a Lot is owned by multiple individuals, such as a husband and wife, any record owner may vote on behalf of the Lot. If a

Lot is owned by a corporation, any officer may vote on behalf of said corporation. If a Lot is owned by a partnership, any general partner may vote on behalf of the partnership. If a Lot is owned by a trust, any trustee shall be entitled to vote. If a Lot is owned by a limited liability company, any member or manager may vote on behalf of the limited liability company. Voting certificates may be utilized by the Association to designate the person entitled to cast a vote on behalf of a Lot, but are not necessary. The Board of Directors may adopt rules regarding the use of voting certificates.

2.7. Proxies. Votes may be cast in person or by proxy. Only Members or the spouse of a Member may be delegated as proxy holders, provided that the Board may delegate agents of the Association (such as an officer or manager) as an eligible proxy holder. Proxies shall be in writing, signed and dated, and shall be valid only for the particular meeting designated therein or an adjournment thereof; but in no event shall a proxy be valid for more than 90 days, and same must be filed with the Association before the appointed time of the meeting. Every proxy is revocable at any time at the pleasure of the Member executing it, provided that the proxy is revoked by the Member prior to the initiation of the meeting.

2.8. Lack of Quorum. If any Meeting of the Members cannot be organized because a quorum is not present, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.9. Order of Business. The order of business at annual Members' Meetings and, as far as applicable at all other Members' Meetings, shall be:

- a. Calling of the roll and certifying of the proxies
- b. Proof of Notice of meeting or waiver of notice
- c. Reading of the Minutes
- d. Reports of Officers
- e. Reports of the Committees
- f. Appointment of Inspectors of Election
- g. Election of Directors
- h. Unfinished Business
- i. New Business
- j. Adjournment

2.10. Action Without a Meeting. To the extent permitted by law, any action required to be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice, and without a vote, if such action is approved by the Members in writing, sets forth the action so taken, and signed by the requisite number of voting interests to approve the action.

3. BOARD OF DIRECTORS.

3.1. Number, Term and Qualifications. The affairs of the Association shall be governed by a Board of five (5) Directors. All Directors shall be Members of the Association. Co-owners of a Lot may not serve simultaneously on the Board, except as permitted by the Homeowners Association Act. A person who is more than 90 days delinquent in the payment of any fee, fine, or special or regular assessment is not eligible for to serve on the Board of Directors.

All Directors will be elected for a three (3) year term. The Board of Directors may, but need not, be elected for staggered terms of three (3) years. The term of each Director's service shall extend until their elected term is completed. Should there be insufficient members present at an Annual Meeting of the Members to constitute a quorum, members of the Board of Directors shall remain in their positions until the next election or until resignation.

3.2. Board Vacancies. Vacancies in the Board of Directors may be filled by appointment by a majority vote of the remaining Directors for the remainder of the unexpired term. Provided, that when a Director has been recalled by the membership, the vacancy created by his removal cannot be filled with the same person as has been removed from the Board, and when a majority of the Board has been recalled, vacancies shall be filled by the membership in accordance with applicable law.

3.3. Organizational Meeting of Directors. The organizational meeting of each newly-elected Board of Directors to elect officers shall be held at such place and time as shall be fixed by the Directors, provided a quorum of the Board shall be present. Unless otherwise noticed, the organizational meeting of the Directors shall be held immediately following the annual meeting of the Members.

3.4. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Board. Notice of regular meetings, unless fixed by Board resolution, shall be given to each Director personally or by mail, electronic mail, telephone, or facsimile at least two (2) days prior to the day named for such meeting.

To the extent permitted by law, meetings of the Board of Directors, regular or special, may also be held via telephone and/or video call conference; provided, that the Board members attending the meeting by telephone or video are heard by all of the other Board members and unit owners in attendance at any such meetings.

3.5. Actions Without Meetings. The Board of Directors may adopt a purchasing policy whereby the procurement of items by the Board without a meeting pursuant to monetary limits shall be permitted.

3.6. Special Meetings. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of any three (3) Directors. Not less than two (2) days' notice of the meeting (except in an emergency) shall be given to each Director personally or by mail, electronic mail, telephone, or facsimile, which notice shall state the time, place, and purpose of the meeting. Twenty (20%) percent of the voting interests may petition for the Board to take up an item of business at a regular or special meeting of the Board, but not later than 60 days after receipt of the petition. The Board is not required to take any particular action as a result of such petitions.

3.7. Notice to the Members of Board Meetings. Notice of meetings and their agenda, shall be posted conspicuously at least 48 hours in advance of the meeting, except in an emergency. Conspicuous posting shall mean at the Community Center Front Gate unless otherwise determined by the Board. If closed circuit television is available, the Board may use the same for posting notices in accordance with law.

However, written notice of any meeting at which non-emergency special assessments, or at which amendment to rules regarding Lot use, will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously at least 14 days before the meeting. Evidence of compliance of this 14-day notice shall be by an affidavit executed by the person providing the notice and filed with the official records of the Association.

3.8. Member Participation in Board Meetings. Meetings of the Board of Directors at which a majority of the Board Members are present, shall be open to all Members, subject to applicable law. A Member's right to attend a Board meeting includes the right to speak at such meeting with reference to all designated agenda items. The Board of Directors may adopt written reasonable rules governing the frequency, duration, and manner of a Member's participation at Board meetings.

Notwithstanding anything contained in this section, meetings between the Board of Directors and the Association's attorney with respect to proposed or pending litigation, or in which personnel matters are being discussed, may be held in Executive Session.

3.9. Board Meetings, Quorum, and Voting. The designation of the agenda for Board meetings shall be at the discretion of the President. However, the President shall be obligated to include any item on the agenda for a Board meeting, if requested, in writing, by two Directors, and where required due to petition from twenty (20%) of the Voting Interests. A quorum at Board of Directors' meetings shall consist of a majority of the total Director seats. The acts approved by a majority of the Board of Directors present and voting at a meeting shall constitute the acts of the Board. A Director of the Association who abstains from voting on any action taken on any corporate matter shall be presumed to have taken no position with regard to the action.

If at any meeting of the Board there be less than a quorum present, the Director(s) present may adjourn the meeting from time to time until a quorum is present and no further notice need be given except for announcement at the meeting as to the date, time, and place of the adjournment. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. Absent Directors may later sign written joinders in Board actions, but such joinders may not be used for purposes of creating a quorum or counted as official vote for the Board's meeting. Directors may participate by telephone and/or video call conference in Board meetings, as provided by law.

3.10 Director Compensation. Directors shall serve without pay but shall be entitled to reimbursement for expenses reasonably incurred; provided that any such expenses incurred are properly documented and approved or ratified by the Board of Directors.

4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS. All of the powers and duties of the Association existing under the laws of Florida generally, Florida Not for Profit Corporation Statutes, the Homeowners Association Act, and the Governing Documents, all as amended from time to time, shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees, when said powers and duties have been delegated by the Board, subject only to the

approval of the Members when such approval is specifically required. The powers of the Board of Directors shall include, but not be limited to, the following powers:

- 4.1. To Assess. The Directors shall adopt budgets and make and collect regular and special Assessments against the Members to defray the costs of the Association, and maintain bank accounts on behalf of the Association.
- 4.2. To Adopt Regulations. The Directors shall enact and may amend Rules and Regulations concerning the Common Areas, and to enact rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Governing Documents.
- 4.3. To Contract. The Directors may contract for the management, maintenance, and operation of the Association, subject to all applicable laws.
- 4.4. Enforcement and Levying Fines. The Board may enforce restrictions against Members pursuant to relevant Florida Statute and the Governing Documents. The Directors may, pursuant to applicable Florida Statutes, impose fines against a Member, including for actions by a Member's tenant, occupant, or invitee, not to exceed the maximum allowed by law, for failure to comply with the provisions of the Declaration, these Bylaws, and/or any rules and regulations adopted by the Board of Directors from time to time.

The party against whom the fine is sought to be levied shall be afforded an opportunity to attend a hearing by being given written notice of not less than 14 days. The party against whom the fine is sought shall have an opportunity to respond and to present evidence on all issues involved and shall have an opportunity at the hearing to review, challenge, and respond to any material considered by the Association. The hearing shall be held before a committee of members appointed by the Board, but which committee shall not include Board members nor persons residing in a Board member's household. If the committee does not agree with the fine, the fine may not be imposed. Members shall be jointly and severally liable for the payment of fines levied against tenants, occupants, or invitees of a Lot. The Association may recover its costs and attorney's fees incurred in any action to collect an unpaid fine, to the extent permitted by law.

- 4.5. Borrow Money. The Board of Directors shall have the power to incur liabilities, borrow money, and to incur such other obligations on behalf of the Association, including the pledging of property to secure such liabilities or obligations, without the approval of the membership, except where may otherwise be provided in the Declaration or applicable law.
- 4.6. Committees. The Board, may create Committees from time to time by majority vote and appoint persons to such Committees and vest in such Committees such powers and responsibilities as the Board shall deem advisable. The Committees shall serve at the pleasure of the Board, and Committee members may be removed at the Board's discretion.

5. OFFICERS.

- 5.1. President. The President shall be the Chief Executive Officer of the Association, and shall preside at all meetings of the Board of Directors and Association meetings. The President

shall have general supervision over the affairs of the Association and shall have all of the powers and duties which are usually vested in the office of president of a corporation.

5.2. Vice-President. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice-President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

5.3. Secretary. The Secretary in conjunction with any management shall keep the minutes of all proceedings of the Board and the Members. The Secretary shall attend to the giving and serving of all notices to the Members and the Directors and other notices as required by law. The Secretary shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed. The Secretary shall keep and have custody of the records of the Association, except those of the Treasurer. The Secretary shall perform all other duties incident to the office of Secretary of the Association and as may be required by the Board or the President.

5.4. Treasurer. The Treasurer in conjunction with any management shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. The Treasurer shall keep the Assessment rolls and accounts of the Members. The Treasurer shall keep the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of Treasurer of a corporation.

5.5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board of Directors. Any Officer may resign at any time giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time as specified.

5.6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors.

6. MINUTES. Minutes of all meetings of Members and of the Board of Directors shall be kept in a business-like manner.

7. INSPECTION OF RECORDS. The records of the Association, as defined under relevant Florida Statutes, as amended, shall be available for inspection by the Members at all reasonable times. Provided, however, the Board of Directors may adopt reasonable rules regarding the frequency, time, location, notice, and manner of record inspections and any copying.

8. FISCAL MANAGEMENT.

8.1. Budget. The annual budget shall be adopted by the Board of Directors at a meeting noticed in accordance with Section 3.6 stating that assessments shall be considered, and providing the nature of the assessments. An annual budget of common expenses and anticipated revenues shall be prepared by the Board of Directors which shall include all anticipated revenue and expenses for the operation, maintenance and administration of the Association. The budget may contain a reasonable allowance for contingencies and provide funds for all

operating expenses previously incurred. If at any time a budget shall prove insufficient, it may be amended by the Board of Directors for the remaining portion of the fiscal year.

- 8.2. Mailing and Posting. A copy of the annual adopted budget shall be mailed or hand-delivered to the Members or a written notice that a copy of the budget is available upon request at no charge.
- 8.3. Assessments. The annual assessment of the common expenses allocated against each of the Lots within the Association shall become due on January 1st of each year, or the date as specified by the Board of Directors. It shall become delinquent if not paid by its due date as determined by the Board of Directors. No invoice need be sent by the Association, although the Association may do so.
- 8.4. Special Assessments. Special Assessments may be adopted pursuant to the Declaration. Notice of the Board meeting at which such Special Assessments will be considered shall be delivered to each Member at least fourteen (14) days in advance of said meeting. The funds collected pursuant to a Special Assessment shall be used only for the specific purpose or purposes set forth in such notice. However, upon completion of such specific purpose or purposes, any excess funds will be considered common surplus, and may, at the discretion of the Board, either be returned to the Members or applied as a credit towards future Assessments.
- 8.5. Liability for Assessments. A Member shall be liable for all Assessments coming due while the owner of a Lot, and is jointly and severally liable with the previous owner for all unpaid Assessments that came due up to the time of transfer of title. Liability for the payment of Assessments may not be avoided by waiver of the use or enjoyment of any common elements or Association property or by abandonment of the Lot for which the Assessments are due. Where mortgagee holding a first mortgage of record obtains title to a Lot by foreclosure, such mortgagee shall be liable for such Lot's unpaid Assessments which became due prior to acquisition of such mortgagee's title as provided under Florida Statutes, as amended from time to time. Such mortgagee holding a first mortgage is liable for all Assessments accruing after the taking of title to a Lot.
- 8.6. Liens for Assessments. The unpaid portion of a regular or special Assessment, together with all costs, collection expenses, interest, late fees, and reasonable attorney's fees for collection, shall be secured by a continuing lien upon the Lot dating back to the date in which the Declaration was originally recorded.
- 8.7. Collection of Assessments. Assessments not paid when due shall bear interest at the highest rate permitted by law from date due until paid. In addition to such interest, the Association may charge an administrative late fee in an amount not to exceed the amount allowed by law. All payments upon account shall be first applied to interest, then any late fee, then to any costs and collection expenses and reasonable attorney's fees incurred, and then to the delinquent Assessment, or portion of the Assessment.

The Association, at its option, may enforce collection of delinquent Assessments by suit at law, by foreclosure of the lien securing the Assessments, or by any other remedy available under the laws of Florida.

8.8. Fidelity Bonding. The Association shall obtain and maintain adequate fidelity bonding in the minimum amounts which are prescribed by law for each person who controls or disburses Association funds, and the President, Secretary and Treasurer. The Association shall bear the cost of bonding of Directors and Officers.

9. PARLIAMENTARY RULES. Robert's Rules of Order (latest edition) shall be used as a guide in the conduct of Members' meetings, Board meetings, and committee meetings when not in conflict with the Governing Documents.

10. BYLAW AMENDMENTS. These Bylaws may be altered, amended, or rescinded by a majority vote of the Board of Directors at a duly constituted meeting of the Board. Amendments shall be effective on the date of recording in Hillsborough County's Public Records.

11. MISCELLANEOUS. The following provisions shall apply to these Bylaws and the Governing Documents for the Association:

11.1. Conflicts. The term "Governing Documents" as used in these Bylaws and elsewhere shall include the Declaration, Articles of Incorporation, these Bylaws, the Rules and Regulations of the Association, the Plats, Surveys, Plot Plans, and graphic descriptions of improvements of record, and all other exhibits to the original Declaration. In the event of a conflict between the language in any of the other Governing Documents, the following priorities shall control:

1. Declaration of Covenants, Conditions and Restrictions;
2. Articles of Incorporation;
3. Bylaws; and
4. Rules and Regulations.

11.2. Severability. In the event that any provision of these Bylaws is deemed invalid, the remaining provisions shall be deemed in full force and effect.

12. INDEMNIFICATION. The Directors and officers of the Association shall be indemnified by the Association to the fullest extent now or hereinafter permitted by law and shall not be personally liable for any act, debt, liability, or other obligation of the Association, except when it is determined that Directors have engaged in criminal action, willful misconduct, or self-dealing which is interpreted under Florida law to potentially make Directors and officers personally liable.