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 STACY M. BUTTERFIELD,  
 CLERK OF COURT POLK COUNTY  
 RECORDING FEES \$95.00  
 RECORDED BY laurdavi

This Instrument Prepared By  
 & Requested Be Returned To:  
 Craig B. Hill, Esquire  
 Law Office of Craig B. Hill, P.L.  
 625 East Lime Street, Suite 5  
 Lakeland, FL 33801

**CERTIFICATE OF AMENDMENT TO THE BY-LAWS  
 OF  
 SANDPIPER GOLF & COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.**

This is to certify that a duly called special meeting of the members of Sandpiper Golf & Country Club Property Owners' Association, Inc., a Florida not for profit corporation (the "Association"), held on June 6, 2016, in accordance with the By-Laws of the Association, the Second Amended and Restated By-Laws of the Association attached hereto as Exhibit "A" and incorporated herein by reference (the "Second Amended and Restated By-Laws"), were duly adopted by the membership. The Second Amended and Restated By-Laws amend and restate in whole any and all prior versions of the By-Laws, including, without limitation, the Amended and Restated By-Laws as recorded in Official Records Book 8134, Page 505, Public Records of Polk County, Florida. Further, the Second Amended and Restated By-Laws relate back to the Declaration (as defined in the Second Amended and Restated By-Laws) for all phases of the Properties (as defined in the Second Amended and Restated By-Laws) comprising Sandpiper Golf & Country Club.

IN WITNESS WHEREOF, Sandpiper Golf & Country Club Property Owners' Association, Inc., a Florida not for profit corporation, has caused this instrument to be executed effective as of the 13 day of June, 2016.

Witnesses:

[Signature]  
 Print Name: George D. Ruskoff

[Signature]  
 Print Name: Denise M. Aiello

SANDPIPER GOLF & COUNTRY CLUB  
 PROPERTY OWNERS' ASSOCIATION, INC.,  
 a Florida not for profit corporation

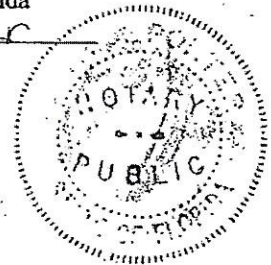
By: [Signature]  
 Fred DeFeo, its President

STATE OF FLORIDA  
 COUNTY OF POLK

I HEREBY CERTIFY that on this 13 day of June, 2016, personally appeared before me, an officer duly acknowledged to administer oaths and take acknowledgments, Fred DeFeo, as President of Sandpiper Golf & Country Club Property Owners' Association, Inc., a Florida not for profit corporation, who \_\_\_\_\_ is personally known to me or X who has produced Florida Drivers License as identification and who executed the foregoing instrument.

[Signature]  
 Notary Public, State of Florida  
Beth A. Porter  
 Print Name:

(NOTARY SEAL)



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Section 8. "Board" or "Board of Directors" shall mean and refer to the Board of Directors of the Association.

### ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members will be held the second Tuesday of March.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by at least two (2) members of the Board of Directors, or upon written request of one-fourth (1/4) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by posting a copy of such notice in the Clubhouse, Recreation Center and the Administrative Office, seven (7) days before such meeting or by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice or other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of the Members, the Members in good standing shall have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable any time at the pleasure of the person who executes it. If the proxy form expressly provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

### ARTICLE IV BOARD OF DIRECTORS/ELECTION TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of nine (9) Directors who are Members of the Association.

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Section 2. Term of Office. There shall be nine (9) Directors. All of the Directors shall be elected for terms of three (3) years each. Any persons appointed by the Board to fill a vacancy caused by resignation, removal from the Board, or other reasons, shall serve for the remaining unexpired term of office of the Director being replaced.

Section 3. Removal and Replacement. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board (even if less than a quorum) and shall serve for the unexpired term of his predecessor. Any Director/officer, who shall offer for sale by owner or list with a real estate agent his/her residence on the market for sale, and is not at the same time making a good faith effort to purchase another residence within "Sandpiper", shall immediately become disqualified to act and shall be removed as Director/officer, whereupon the remaining members of the Board of Directors shall appoint a duly qualified successor to fill the vacancy created by the Director's/officer's removal and complete the term remaining of the removed Director/officer.

Section 4. Compensation. No Director or appointed officer shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. All Directors shall be notified and requested to vote upon any such action.

#### ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by self-nomination in advance of the meeting at which the election is to be held.

Section 2. Election. Election of the Board of Directors shall be conducted at the annual meeting of the Members by secret written ballot for those voting at the annual meeting. At the election of Directors, the Members may cast as many votes as they are entitled under the Declaration with respect to each vacancy. The candidates receiving the largest number of votes will be elected to the Board. Additionally, a notice will be delivered/mailed to all Owners, at least 45 days prior to the election, giving them 15 days within which to nominate himself or herself or another eligible person subject to acceptance to each nomination. All elections to the Board of Directors shall be made on a secret written ballot personally cast by the voting Member, which shall (a) set forth the names of those nominated for such vacancies; (b) contain space for write-in candidates; and (c) shall be delivered or mailed to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day of the annual meeting or a special meeting called for election). Each Member

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shall receive one ballot for each Lot that they own. Notwithstanding that a Member may be entitled to several votes, such Member shall exercise on any one ballot only one vote for each vacancy.

## ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular business meetings of the Board of Directors will be held monthly, with the date and time to be set by the Board of Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) of the Directors, after not less than three (3) days notice to each Director by telephone or e-mail. Notices will be posted at least 48 hours in advance of the meeting in the Clubhouse, Recreation Center and Administrative Office, except in an emergency.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have all powers given to the Board of Directors by the Articles of Incorporation, these By-Laws, the Declaration, any other governing documents of the Association, and all applicable law and in addition shall have the power to:

a. adopt and publish rules and regulations, standards and guidelines, and policies and procedures governing the use of the Properties, Common Area and facilities, and the personal conduct of the Members and their guests, tenants and invitees, as applicable, thereon, and to enforce such rules and regulations, standards and guidelines, and policies and procedures and establish penalties for the infraction thereof;

b. suspend the voting rights and right to use the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association or any other monetary obligation due to the Association. Such rights may also be suspended after notice and an opportunity for a hearing, for a reasonable period of time for infraction of published rules and regulations and/or failure to comply with any provision of the Association's governing documents;

c. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

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d. declare the office of a member of the Board of Directors to be vacant in the event a Director is absent from three (3) consecutive regular business meetings of the Board of Directors;

e. employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties;

f. create and designate one or more other committees which said committees shall have such functions and may exercise such powers as lawfully delegated to such committees by the Board of Directors; and

g. fix, levy, collect and enforce payment, by any lawful means, of all fines imposed in accordance with Florida law and the governing documents of the Association, including, without limitation, the Declaration, Articles of Incorporation, and these By-Laws.

Section 2. Duties: It shall be the duty of the Board of Directors to:

a. cause to be kept a completed record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Members who are entitled to vote;

b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment at least thirty (30) days in advance of each annual assessment period and prepare and adopt an annual budget setting forth such assessment;

(2) fix the amount of any special assessment, including but not limited to special assessments for improvements, and for acquisition of real property or personal property, costs and expenses in regard to such acquisitions, and for debt service for an acquisition loans incurred in regard to thereto, and send written notice of each special assessment to every Owner subject thereto; and

(3) consider an action to foreclose the lien against the property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

d. issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

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e. procure and maintain adequate liability and hazard insurance on property owned by the Association;

f. cause all officers or employees to be insured or bonded (specifically all persons having fiscal responsibilities);

g. cause the Common Area to be maintained; and

h. appoint a Social Committee, in order to coordinate and manage social and recreational activities for the benefit of residents in Sandpiper. The Social Committee has or will establish and maintain a separate account whereby funds raised through activities coordinated by the Social Committee will be maintained in order to be used solely for these social and recreational functions. Income accumulated through activities coordinated by the Social Committee under the Association shall be maintained in said separate account and the Social Committee shall have control of such funds, subject to reasonable rules, regulations and/or guidelines pertaining thereto as may be adopted by the Board. The Social Committee shall provide the Association (i.e., the Board) with a monthly profit and loss statement and such other reasonable documentation and accounting records as may be requested by the Board.

Section 3. Director Authority. Projects, Repairs, Replacement and Materials. The Directors will provide the Board of Directors with copies of a minimum of two (2) bids for review prior to committing work to be accomplished in their respective assigned areas of responsibility. No Director will spend or commit to expend in excess of one thousand (\$1,000.00) dollars on any project without the prior approval of a majority of the remaining members of the Board of Directors.

Section 4. Disbursements.

a. The Board of Directors, by a majority vote, shall have the right to approve expenditures up to the amount of ten thousand (\$10,000.00) dollars. All purchases or acquisitions or services with a contract price of more than ten thousand (\$10,000.00) dollars shall require two-thirds (2/3) approval of the Board of Directors.

b. All improvements to the Common Areas costing more than fifty thousand (\$50,000.00) dollars, shall require the approval of the Owners by a vote of the majority of a quorum of Members present in person or by proxy at a duly constituted public meeting.

c. All disbursements and payments shall be made by check drawn on the appropriate Sandpiper Golf & Country Club Property Owners' Association, Inc., account. The only authorized signatures on all Sandpiper Golf & Country Club Property Owners' Association, Inc. accounts shall be the President, Vice President, Secretary and Treasurer. The signatures of at least two (2) of these officers are required on every check drawn in the name of Sandpiper Golf & Country Club Property Owners' Association, Inc., or financial transaction.

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d. Notwithstanding any other provisions of these By-laws or the Declaration, the Social Committee, which was established in 2007 as a committee of the Association will have the authority to write checks and otherwise disburse funds, which are to be maintained in a separate account to be utilized solely for social and recreational purposes, and the Board of Directors will have no authority to utilize these funds without the approval of the Social Committee. The Board of Directors may establish reasonable limitations from time to time on the amount of any check or expenditure, which can be authorized by the Social Committee without a second signature from a designated representative of the Board of Directors. Furthermore, the Association may (but is not obligated to) supplement any funds expended by the Social Committee, with additional funds from the general operating account of the Association, in regard to social and recreational activities that the Board deems are in the best interests of the community.

#### ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time-to-time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual first meeting of the Board of Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other officers, except in the case of special officers created pursuant to Section 4 of this Article.

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Section 8. Duties. The duties of the officers are as follows:

a. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all promissory notes.

b. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

c. The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

d. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse funds authorized by the Board; shall keep proper books of account; and shall cause an annual audit of the Association books to be made by an independent certified public accountant at the completion of each fiscal year, unless a majority of a quorum of the membership votes otherwise. Present to the membership the annual budget and a statement of income and expenditures at its regular annual meeting, and have delivered in the Newspaper or otherwise a copy of each to the Members.

#### ARTICLE IX COMMITTEES

The Association (by and through its Board of Directors) shall establish: an Architectural Control Committee, as provided in the Declaration, and a Social Committee as provided in these By-Laws. In addition, the Association Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose. The existing Social Committee will appoint members to the Social Committee when vacancies occur with the approval of the Association. The Social Committee appointments, approved by the Association, will be made based upon, among other things, input from the then-serving members of the Social Committee as well as other interested residents. The Social Committee may elect their own Chairperson and otherwise adopt their guidelines, subject to approval of such guidelines by the Board of Directors, with approval not to be unreasonably withheld.

#### ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member in accordance with applicable law and such rules as may be adopted by the Board. The Declaration, the Articles of Incorporation and the By-Laws of the Association, shall be available for inspection by any Member at the principal office of the Association where copies may be purchased at a reasonable cost.

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ARTICLE XI  
LIABILITY AND ASSESSMENT

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the Owners' property. Any assessments which are not paid within fifteen (15) days after the due date shall bear interest from the date of delinquency at the maximum legal rate until paid in full, and the Association may bring action at law against the Owner personally, or foreclose the lien against the Owner's Lot and interest, costs and reasonable attorneys fees incurred in or with respect to any such action shall be added to the amount of such assessment. Additionally, if any charge or assessment payment is not received by the Association within fifteen (15) days after its due date, such charge or assessment payment shall be subject to an administrative late payment fee per occurrence of the greater of \$25.00 or five percent (5%) of the past-due sums (i.e., such administrative late payment fee shall be applicable to each month, quarter or other payment period, or any portion thereof, for which the charge or assessment payment is late). Further, a service fee in the amount of \$25.00, plus late charges, will be made for bad checks (checks written to the Association which "bounce", i.e., are returned for insufficient funds). No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Lot.

ARTICLE XII  
CORPORATE SEAL

This Association may have a seal in circular form having within its circumference the words:

SANDPIPER GOLF & COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE XIII  
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws the Articles shall control; and, in case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 3. These By-Laws amend and restate in whole any and all prior versions of the By-Laws, including, without limitation, the Amended and Restated By-Laws, as recorded in Official Records Book 5610, Page 1602, Public Records of Polk County, Florida, as amended by that certain Amendment thereto as recorded in Official Records Book 7183, Page 429, Public Records of Polk County, Florida, and as further amended by the Amended and Restated By-Laws, as recorded May 10, 2010, in Official Records Book 8134, Page 505, Public Records of

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Polk County, Florida. These By-Laws relate back to the Declaration for all phases of the Properties comprising Sandpiper Golf & Country Club.

ARTICLE XIV  
MISCELLANEOUS

The fiscal year of the Association begins on the first (1<sup>st</sup>) day of January and ends on the thirty-first (31<sup>st</sup>) day of December every year.

(END OF SECOND AMENDED AND RESTATED BY-LAWS OF SANDPIPER GOLF & COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.)



I hereby certify that the foregoing is a true copy of the record in my office this day, Jun 21, 2016. Redacted  Unredacted/law   
Stacy M. Butterfield, Clerk of Court Polk County, Florida  
By       Kare Davis       Deputy Clerk