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Palm Beach County, Florida  
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**AMENDED AND RESTATED  
BY-LAWS  
OF  
EASTLAKES PROPERTY OWNERS ASSOCIATION, INC.  
(a corporation not for profit under the laws of the State of Florida)**

The purpose of these Amended and Restated Bylaws is to continue the purpose of the Bylaws recorded in the Palm Beach County public records at Official Records Book 8579, Page 0593, et. seq., Official Records Book 9035, Page 0827, et. seq., Official Records Book 10138, Page 1266, et. seq., Official Records Book 23734, Page 1215, et. seq., Official Records Book 23669, Page 1712, et. seq., and Official Records Book 23734, Page 1208, et. seq.

In cases of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall govern and control. In case of any conflict between the Declaration and these By-Laws, the said Declaration shall govern and control.

These are the By-Laws of EASTLAKES PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called "Association" in these By-Laws, a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were originally filed in the Office of the Secretary of State on the 8<sup>th</sup> day of July, 1982. The Association has been organized for the uses and purposes of owning and operating certain lands located in Palm Beach County, Florida, which lands are to be used in common by all of the members of the Eastlakes Property Owners' Association, Inc., which members shall all be property owners at Eastlakes. Such operation by the Association shall include the management of Eastlakes in keeping with the terms and conditions as set forth in the Declaration of Covenants, Conditions and Restrictions as assigned to the Association, and the enforcement of such covenants, conditions and restrictions.

**ARTICLE I**  
**IDENTITY**

- A. The office of the Association shall be at 6880 Palm Grove court, Palm Beach Gardens, FL. 33418.
- B. The fiscal year of the Association shall be the calendar year.
- C. The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation Not For Profit", and the year of the incorporation, an impression of which is as follows:

**ARTICLE II**  
**MEMBERS' MEETING**

A. The annual members' meeting shall be held at such location as shall be designated in the Notice of Meeting at 7:00 PM, Eastern Standard Time, on any day during the month of November of each year, for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

B. Special members' meetings shall be held whenever called by the President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-third (1/3) of the votes of the entire membership.

C. Notice of all members' meetings stating the time and place and the objects for which the meeting is called, shall be given by the President, Vice President or Secretary unless waived in writing. Such notice shall be given in writing to each member at his/her address as it appears on the books of the Association and shall be mailed, hand delivered or electronically transmitted not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of the meeting may be waived before or after meetings.

D. Quorum at members' meeting shall consist of at least thirty percent (30%) of the voting interests by those persons represented at such meeting either in person or by proxy. The acts approved at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Articles of Incorporation or these By-Laws.

E. Voting.

1. In any meeting of members the owners of each lot shall be entitled to cast one vote as the owner of a lot unless the decision to be made is elsewhere required to be determined in another manner.

2. If a lot is owned by one person, his/her right to vote shall be established by the record title to his/her lot. If a lot is owned by more than one person, either owner is entitled to cast the vote for the lot unless prior to the meeting either owner has notified the Secretary in writing that there is a disagreement as to who shall represent the lot at the meeting. In which case, the vote will not be accepted. If a lot is owned by a corporation, the President or Vice President or other officer of the corporation is entitled to cast the vote for the lot.

F. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in

the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

G. Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

H. The order of business at annual members' meetings and as far as practical at other members' meetings shall be:

1. Election of chairman of the meeting.
2. Calling of the roll and certifying of proxies.
3. Proof of notice of meeting or waiver of notice.
4. Reading and disposal of any unapproved minutes.
5. Reports of officers.
6. Reports of committees.
7. Unfinished business.
8. New business.
9. Adjournment.

### **ARTICLE III** **NOMINATIONS**

A. At least sixty (60) days prior to the day of the Annual Meeting, the Association shall send to all members a notice of the date of election, a Notice of Intent to Run form and a request that all members desiring to be candidates for the Board of Directors complete a Notice of Intent to Run form and submit it to the Association along with a one (1) page summary of the candidate's qualifications.

B. All members desiring to be candidates must submit their Notice of Intent to Run form and one (1) page summary of qualifications at least forty (40) days prior to the Annual Meeting, which must be delivered or mailed so as to be received at the Association office by the forty (40) day deadline. Notice of Intent to Run forms received after the deadline will not be considered.

C. There will be no nominations from the floor of the Annual Meeting. All qualified members who timely submit a Notice of Intent to Run form will be included on the ballot.

### **ARTICLE IV** **ELECTION OF DIRECTORS TO THE EASTPOINTE HOMEOWNERS** **ASSOCIATION, INC.**

This Association, in accordance with the provisions of the bylaws of the Eastpointe Homeowners Associations, Inc., is entitled to representation on the Board of Directors of Eastpointe Homeowners Association, Inc. The provisions of these bylaws, as they pertain to the eligibility for office, nomination and election of Directors of this Association, shall be deemed to be applicable to and pertain to the eligibility, nomination and election of representatives to serve on the Board of Directors of the Eastpointe Homeowners Association, Inc.

## ARTICLE V DIRECTORS

A. Membership. The affairs of the Association shall be managed by a board which shall consist of seven (7) directors, all of whom must be a voting member or a spouse of a voting member of the Association, in good standing, and residents of the Eastlakes POA.

B. Election of Directors shall be conducted in the following manner:

1. Election of directors shall be held at the annual members' meeting for a term of three (3) years unless otherwise provided below:

a. Provided, however, that at the next annual members' meeting, to be held after the effective date of this Amended and Restated By-Laws, there shall be one (1) board member elected for a three (3) year term.

b. At the second Annual Members' Meeting to be held after the effective date of this Amended and Restated By-Laws, the length of the term each board member is elected to serve shall be determined by the number of votes. The two (2) members with the highest number of votes shall have three (3) years terms, and the member with the lowest number of votes shall have a two (2) year term. If there is a tie vote or there is no voting because the number of candidates does not exceed the number of positions to be filled, then the directors terms shall be assigned by lottery. At each successive annual meeting, there shall be three (3) or two (2) directors elected for terms of three (3) years to fill the vacancies created by the directors whose terms have expired.

2. The election shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of votes cast. Each person voting shall cast one vote for each and every position to be filled. Any ballot containing a vote for more than the number of positions to be filled shall be invalid. The Chairperson of the meeting shall designate not less than three nor more than five persons to serve as inspectors of election to collect and tally the ballots. The inspectors shall designate one of their number as the inspector in charge.

3. Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors and shall serve until the expiration of the term.

4. Any director may be removed by the members in accordance with Florida Statute 720.303(10)(2017) as amended from time to time.

C. The organizational meeting of a newly designated Board of Directors shall be held within ten (10) days of their designation at such place and at such time as shall be fixed by the directors and no further notice of the organization's meeting shall be necessary.

D. 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 directors. Notice of regular meetings shall be given to each director personally or by mail, telephone or electronic transmission, at least three (3) days prior to the day named for such meeting.

E. Special meetings of the Board of Directors may be called the President, and must be called by the Secretary at the written request of one-third (1/3) of the directors. Not less than three (3) days' notice of the meeting shall be give personally or by mail, telephone, or electronic transmission, which notice shall state the time, place and purpose of the meeting.

F. Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of the notice.

G. 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 required by the Articles of incorporation or by these By-Laws.

H. Adjourned meetings. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

I. Joinder in meeting by approval of minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

J. The presiding officer at directors' meeting shall be the President. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

K. The order of business at directors' meetings shall be as follows:

1. Calling of the roll.
2. Proof of due notice of meeting.
3. Reading and disposal of any unapproved minutes.
4. Reports of officers and committees.
5. Election of officers.
6. Unfinished business.
7. New business.
8. Adjournment.

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

All of the powers and duties of the Association existing under the Articles of Incorporation and these By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by lot owners when such is specifically required.

## ARTICLE VII OFFICERS

A. The executive officers of the Association shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not be also the Secretary. No director may serve as President for more than three (3) consecutive years. The Board of Directors, from time to time, shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

B. The President shall be the chief executive officer of the Association. He/she shall have all of the powers and duties usually vested in the office of the President of an Association, including but not limited to the power to appoint committees and committee chairpersons from among the members from time to time, as he/she in his/her discretion may determine appropriate, and to assist in the conduct of the affairs of the Association.

C. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He/she also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

D. The Secretary shall keep the minutes of all proceedings of the directors and members. He/she shall attend to the giving and serving of all notices to the members and

directors and other notices required by law. He/she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He/she shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the directors or the President.

E. The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He/she shall keep the books of the Association in accordance with good accounting practices, and he/she shall perform all other duties incident to the office of Treasurer.

F. The compensation of all employees of the Association shall be fixed by the directors. The provision that directors' fees shall be determined by members shall not preclude the Board of Directors from employing a director as an employee of the Association.

## ARTICLE VIII FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Articles of Incorporation shall be supplemented by the following provisions:

A. Accounts. The receipts and expenditures of the Association shall be created and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall become common expenses:

1. Current expenses which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for sundry unanticipated items. If this fund has a balance at the end of a year, such excess shall, to the extent deemed appropriate by the Board of Directors, be applied to reduce the assessments for the current expenses in the succeeding year. Any deficiency in this fund shall be funded by increasing the assessments for the succeeding year.

2. Reserves which shall be sufficient to provide funds for (a) maintenance items which occur less frequently than annually (such as irrigation system component replacements, recharging of wells, carpet and roof replacement), (b) the replacement of maintenance vehicles and equipment at the expiration of their useful lives, and (c) proposed future capital expenditures or improvements. Similar reserves shall be established with respect to the Pinewood Recreation facility, including reserves for pool heater, spa heater, pool furniture, remarketing pool and spa, roof repair and painting.

3. Reserve for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

4. Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the recreation facility.

B. Budgets. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray current operating expenses and reserve requirements as set forth above. Expenditures chargeable against reserves specifically provided for herein shall not require the approval of the members. Copies of the budget and proposed assessments shall be transmitted to each member on or before the 1<sup>st</sup> day of November preceding the year for which the budget is made. If the budget is subsequently amended, a copy of the amended budget shall be transmitted to each member.

C. Assessments. Assessments against homeowners for their share of the items of the budget shall be made for the calendar year annually in advance on or before the 31<sup>st</sup> day of December preceding the year for which the assessments are made. Such assessments shall be due in equal quarterly instalments on the first days of January, April, July and October. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last previous assessment and payments shall be due on the quarterly due dates unless changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and the assessments may be amended at any time by the Board of Directors, except that the approval of at least 50% of the members (voting in person or by proxy) shall be required if the deficiency exceeds \$300.00 per member.

All assessments shall include amount payable to the Eastpointe Homeowners Association. Assessments with respect to Plats 12, 12 B and 12 C shall include amounts applicable to the Pinewood Recreation Facility. Assessments with respect to Plat 10 shall include amounts applicable to the Briarwood Recreation Facility, which the Association is obligated to remit to the Briarwood Condominium Association.

D. Acceleration of assessment installments upon default. If a lot owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the lot owner and the unpaid balance of the assessment shall become due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the lot owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

E. Special Assessment. Assessments for common expenses that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such expenditures is given to the lot owners concerned. After such notice and upon approval in writing by persons entitled to cast more than one-half of the votes of the lot owners concerned, the assessment shall become effective and shall be due after thirty (30)



days' notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

F. The depository of the Association shall be such bank or banks and/or such savings and loan association or savings and loan associations and/or U.S. Government Instruments or Money Market Mutual Funds invested solely in U.S. Government Instruments guaranteed as to principal and interest by the full faith and credit of the U.S. Government as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

G. Financial Report. The Association shall prepare a financial report annually as provided by Florida Statute 720.303(7)(2017) as amended from time to time.

H. Fidelity Bonds shall be required by the Board of Directors from all officers and employees of the Association and from any contractor handling or responsible for the Association funds. The amount of such bonds shall be at least the amount of the total of two monthly assessments against members for common expenses. The premiums on such bonds shall be paid by the Association.

## ARTICLE IX AMENDMENTS

These By-Laws may be amended in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Except as elsewhere provided, such approvals must be by not less than a majority of the entire membership of the Board of Directors.

C. Proviso. Provided, however, that no amendments shall discriminate against any lot owner nor against any lot or class or group of lots unless the lot owners so affected shall consent. No amendments shall be made that is in conflict with the Articles of Incorporation.

D. Execution and recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be executed by the officers of the Association with the formalities of the execution of a deed. The amendment shall be effective when such certificate and copy of the amendment are recorded in the Public Records of Palm Beach County, Florida.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of Eastlakes Property Owners' Association, Inc. were adopted at a duly convened meeting of the members by not less than 51% of the votes of the membership of the Association voting in person or by proxy at the Members' Meeting held on November 16, 2017, and reconvened on January 18, 2018.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 9<sup>th</sup> day of April, 2018.

WITNESSES AS TO PRESIDENT:

EASTLAKES PROPERTY OWNERS' ASSOCIATION, INC.

Betty Behr  
Printed Name: Betty Behr  
Alexis Hull  
Printed Name: ALEXIS HULL

By: [Signature]  
Frank J. Sparks III, President

STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on April 9<sup>th</sup>, 2018, by Frank J. Sparks III as President of Eastlakes Property Owners' Association, Inc. [ ] who is personally known to me, or [  ] who has produced identification [Type of Identification: Florida drivers license].

Notarial Seal 

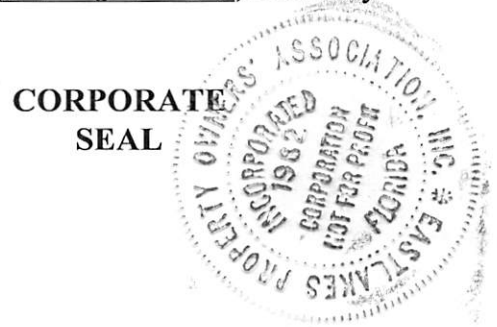
[Signature]  
Notary Public

WITNESSES AS TO SECRETARY:

EASTLAKES PROPERTY OWNERS' ASSOCIATION, INC.

Essence Allen  
Printed Name: Essence Allen  
Alexis Hull  
Printed Name: Alexis Hull

By: [Signature]  
MARILYN R. SARLES, Secretary



STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on April 10<sup>th</sup>, 2018, by Marilynn Resans, as Secretary of Eastlakes Property Owners' Association, Inc. [ ] who is personally known to me, or [] who has produced identification [Type of Identification: Florida drivers license].

Notarial Seal



Alexis Hull  
Notary Public  
State of Florida  
My Commission Expires 4/10/2020  
Commission No. FF 980568

Alexis Hull  
Notary Public