

PREPARED BY AND RETURN TO:

Frank A. Ruggieri  
The Ruggieri Law Firm, P.A.  
13000 Avalon Lake Dr. Ste. 305  
Orlando, FL 32828

**CERTIFICATE OF SECOND AMENDMENT TO BYLAWS OF WELLINGTON AT  
KINGS RIDGE NEIGHBORHOOD ASSOCIATION, INC.**

WHEREAS, those certain BY-LAWS of WELLINGTON AT KINGS RIDGE NEIGHBORHOOD ASSOCIATION, INC., DATED 12/02/1997 were caused to be recorded at Official Records Book 1565, Page 1588, Public Records of Lake County, Florida, as amended by that certain FIRST AMENDMENT TO BY-LAWS OF WELLINGTON AT KINGS RIDGE NEIGHBORHOOD ASSOCIATION, INC., recorded at Official Records Book 03294, Page 1783 Public Records of Lake County, Florida (hereinafter collectively referred to as "Bylaws"); and

WHEREAS, Article XIV, Section 14.1 of the Bylaws provides that the Bylaws may be amended upon the recordation of an instrument executed by the Community Association upon approval of a majority of the Members; and

WHEREAS, the amendments attached hereto, incorporated herein by reference, and marked Exhibit "A" ("amendments") were approved by more than a majority of the Members by written consent in lieu of a meeting as expressly permitted by Section 3.7 of the Bylaws;

NOW, THEREFORE, be it certified and affirmed by the WELLINGTON AT KINGS RIDGE NEIGHBORHOOD ASSOCIATION, INC., that the amendments to the Bylaws were adopted by the requisite vote of the Members as aforescribed.

1. **Recitals.** The foregoing whereas clauses form a material part hereof and are hereby incorporated by reference as if fully set forth herein.
2. **Definitions.** All capitalized terms herein shall have the same meaning as those set forth in the Bylaws unless the context clearly states otherwise.
3. **Amendments.** The amendments to the Bylaws are set forth in Exhibit "A", attached hereto and incorporated herein by reference.
4. **Full Force and Effect.** Except as expressly amended herein, all other provisions of the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, be it hereby certified that the amendments to the Bylaws attached hereto as Exhibit "A" were duly adopted by the WELLINGTON AT KINGS RIDGE NEIGHBORHOOD ASSOCIATION, INC. by written consent in lieu of a meeting.

WELLINGTON AT KINGS RIDGE  
NEIGHBORHOOD ASSOCIATION,  
INC., a Florida not-for-profit corporation

Witnesses:

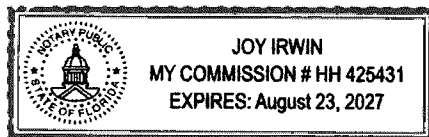
Name: Rosemarie Dyball  
Address: 2407 TWICKINGHAM CT  
CLERMONT FL 34711

By: Sharon Reed, President  
SHARON REED, President

Name: Ronald Smith  
Address: 4327 HAMMER SMITH DR  
CLERMONT, FL 34711

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 6 day of December, 2024, by SHARON REED in her capacity as President of WELLINGTON AT KINGS RIDGE NEIGHBORHOOD ASSOCIATION, INC., who is personally known to me or who produced FL Driver License as identification.



[Signature]  
Notary Public, State of Florida

Joy Irwin  
Printed Name of Notary

SEAL

**EXHIBIT "A" (AMENDMENTS)**

(NEW LANGUAGE IS UNDERLINED. DELETED LANGUAGE IS ~~STRICKEN THROUGH~~.)

**1. The Board of Directors proposes to amend Article III, Section 3.1 of the Bylaws to read as follows:**

3.1. Annual Meetings. The first annual meetings of the members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on ~~the same day of the same month of each year thereafter, at the hour of 7:00 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following, which is not a legal holiday.~~ such date and time established by the Board of Directors but in no event more than thirteen (13) months following the preceding annual meeting. The first meeting of the Board of Directors of the Association shall be held immediately succeeding the annual meeting of members.

**2. The Board of Directors proposes to amend Article III, Section 3.3 of the Bylaws to read as follows:**

3.3. Notice of Meeting. 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 mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each member entitled to vote thereat, addressed to the members' 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. The Association may likewise provide electronic notice to the Members as permitted by Chapter 720, Florida Statutes, as amended from time to time.

**3. The Board of Directors proposes to amend Article VI, Section 6.1. of the Bylaws to read as follows:**

6.1. Nomination. All members of the Association shall be eligible to serve on the Board of Directors in accordance with the provisions of Chapter 720, as amended from time to time, ~~and a member may nominate himself as a candidate for the Board at the meeting where the election is to be held.~~ Nomination for election

~~to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the date of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members. As further set forth herein, elections shall be conducted by secret written ballot personally completed by the Member entitled to vote, with nominations made in advance. The Board of Directors shall prescribe an opening and closing date in which all eligible members interested in serving on the Board of Directors shall nominate themselves in advance of the annual meeting and election by providing written or electronic notice to the Association in the manner prescribed by the Board of Directors.~~

**4. The Board of Directors proposes to delete Article VI, Section 6.2. of the Bylaws in its entirety and replace it with the following:**

6.2. Election. Election of directors shall be conducted by absentee secret ballot personally cast by the Members with nominations in advance. There shall be no nominations from the floor at the Annual Meeting. The Board of Directors shall annually determine the time, date and location of the Annual Meeting of the Members and Election of Directors.

(a) Nominations. All Members eligible to serve in accordance with the provisions of 720.306(9), Florida Statutes, as amended from time to time, shall be eligible to run for the Board of Directors and may nominate themselves in accordance herewith. The Board shall determine the date in advance of the Annual Meeting by which all Members otherwise eligible to serve on the Board may declare their intent to do so. The Association shall provide an initial notice of the Annual Meeting no less than sixty (60) days in advance of the date thereof to all Members at the last address on record with the Association, advising the Members of the date, time and location of the Annual Meeting and Election, the number of seats on the Board which are up for election, and shall likewise provide information regarding declaration of candidacy, which shall include an "intent to be a candidate"

form. All Members otherwise eligible shall return declare their candidacy in writing by submission of the intent to a be a candidate form by the deadline date established by the Board, which must be received by the Association no later than close of business on such date established by the Board.

(b) Voting Procedure. The Association shall provide a second notice of the Annual Meeting and Election no less than fourteen (14) days in advance of the date thereof, which shall include all information concerning the Meeting and shall likewise include a ballot listing the names of all Members having timely declared their candidacy who were eligible to run for the Board as of the deadline established by the Board for declaration of candidacy, and utilizing a two envelope system for purposes of maintaining secrecy of the ballots in accordance with the Bylaws. The second notice shall likewise include a proxy to be used solely for purposes of establishing a quorum and addressing all other matters which may properly come before the Members.

Ballots may be returned by the Member in advance of the Annual Meeting. The Association shall likewise accept ballots personally delivered by any Member at the commencement of the Annual Meeting. The Board shall make a final call for ballots following registration of Members appearing in person, after which time no further ballots shall be accepted. The Members shall appoint a Committee of three (3) Members in attendance at the Annual Meeting and Election for purposes of opening and counting of ballots. The tally of the Election Committee shall be promptly announced at the conclusion of the tally.

**5. The Board of Directors proposes to amend Article X, of the Bylaws to read as follows:**

#### ARTICLE X COMMITTEES

~~The Association shall appoint a Nominating Committee. In addition, the~~  
Board of Directors shall appoint ~~other~~ such committees as it may ~~deemed~~  
appropriate in carrying out its purposes.

END OF DOCUMENT

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