

**BYLAWS OF
HAMPTON HOMEOWNERS, INC.
A NOT-FOR PROFIT FLORIDA CORPORATION
As Amended July 27, 2026**

**ARTICLE I.
NAME, REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. NAME

The name of this corporation (hereinafter referred to as the "Association") is:
HAMPTON HOMEOWNERS, INC.

Section 2. REGISTERED OFFICE AND REGISTERED AGENT

A. The physical address for The Hamptons Golf & Country Club is:
1094 Highway 92 West, Auburndale, Florida 33823 B.
The official mailing address for The Hampton Homeowners Inc. is:
P.O. Box 1761, Auburndale, FL 33823
C. The Board of Directors shall from time to time make the decision as to who
shall be the registered Agent for the Association.

**ARTICLE II.
SEAL**

The Secretary shall be responsible for keeping the official seal of the Association.

**ARTICLE III.
POWERS**

The Directors of this Association and the operation of the Association itself shall
be governed by the bylaws.

**ARTICLE IV.
MEMBERSHIP**

Section 1. MEMBERS

All persons owning manufactured homes and leasing lots located in The
Hamptons, Auburndale, Florida (the community) shall be eligible for membership
in this Association. Membership is attained by paying the appropriate annual dues
in effect at the time. Those persons or households paying annual dues shall
become members in good standing and will be entitled to all privileges including
voting rights and meeting participation. Only members in good standing can
participate in Hampton Homeowner Association governing functions.

Section 2. ASSOCIATE MEMBERS

All persons renting a manufactured home in the Community in compliance with
Sun regulations for rentals shall be eligible for associate memberships. Associate
members shall pay the same dues as members and shall be entitled to all
benefits except that associate members shall have no voting rights.

Section 3. MEMBERSHIP CARDS

Cards are issued when dues are paid and expire on December 31 of the year for

which they are issued.

Section 4. MEMBERSHIP DUES

Membership dues shall be in an amount established by the Association Board of Directors. Dues shall be collected on an annual basis with yearly membership spanning 1 January - 31 December of any given year.

The annual membership drive will begin on 1 October of any given year. All dues collected on or after 1 October will be credited toward payment of the next calendar year dues. Thus, new members joining on or after 1 October will become members of the Association immediately upon receipt of their dues and shall be afforded all rights and privileges of membership even though their dues are credited toward the following calendar year membership period.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS

Meetings of the members shall be held at the office of the Association, the community clubhouse, or recreation hall or at any other place within the State of Florida that the Board of Directors or members may from time to time designate.

Section 2. ANNUAL MEETINGS

The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent annual meeting of the members shall be held on a Thursday in February thereafter, at a time to be designated by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the announced hour a day following which is not a weekend day or legal holiday. At the annual meeting the members shall transact business in accordance with these Bylaws. If an annual meeting has not been called and held within six months after the time designated for the annual meeting, any member or members may call the meeting when they attach an agenda.

Section 3. REGULAR MEETINGS

Regular meetings and special meetings of the members may be called at any time by the President or by the majority of the Board of Directors.

Section 4. SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President or by the majority of the Board of Directors. Special meetings shall be held if ten (10%) percent of the members sign, date, and deliver one or more written agenda which includes the demands for the meeting to the association's corporate secretary. The agenda must describe the purpose or purposes for which the meeting is to be held.

Section 5. ACTION BY WRITTEN AGREEMENT

The Board members can act by written agreement without meetings on the condition that the written agreement is agreed to and signed by at least fifty-one (51%) percent of the BOARD members. The agreement is posted in a conspicuous place upon the community property within ten business (10) days after the date of the written agreement. This document shall be filed with the minutes of proceedings of the members.

Section 6. NOTICE OF MEETINGS

Notice of all regular or special meetings of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the meeting, shall be posted by the Secretary of the Association, or by the person authorized to call the meeting, in a conspicuous place on the community property at least fourteen (14) days prior to the meeting, but not more than sixty (60) days before the date of the meeting.

Notice of the annual meeting shall be as set forth above except that all notices of annual meetings shall be sent by mail or electronic communication to the member's address appearing on the books of the Association, and the mailing thereof shall constitute notice. It shall also be posted on the Association's website.

Section 7. AFFIRMATION OF ANNUAL MEETING NOTICE

An officer of the Association shall provide an affidavit affirming that the notices of the annual meeting were emailed, mailed, hand delivered and posted on the Association's website in accordance with Section 6 hereof, and said statement shall be filed in the Association's records.

Section 8. VOTING RIGHTS AND REGULATIONS

In any regular or special membership meeting the owners of a manufactured home located on a lot in the community (unit) shall be entitled to cast one (1) vote for each unit or lot.

When a unit is owned by one (1) person, his or her right to vote shall be established by the record title of his unit.

If a unit is owned by more than one (1) person or is under lease, the person entitled to cast the vote for the unit shall be designated by a Certificate signed by all of the Record Owners of the unit and filed with the Secretary of the Association.

In the event a unit is owned by a corporation the person entitled to cast the vote shall be designated by a Membership Card.

The Membership Card shall be valid until it is revoked or superseded by a new Membership Card. If/when ownership of the unit is changed or recorded a new Membership Card shall be issued and filed with the Secretary of the Association. For the purposes of this paragraph a purchaser under a Contract for Sale and a renter shall not be regarded as an owner.

A membership card is required to be presented to cast the vote of a unit. In the event a Membership Card is not presented, the vote for that unit shall not be considered in determining whether a quorum is present nor for any other purpose, except if the home is owned jointly by co-owners.

If a home is owned jointly by co-owners they may, designate a voting member in the manner provided above. In the event they do not designate a voting member, the following provisions shall apply:

A. If all co-owners are present at a meeting and are unable to concur in their decision upon any subject requiring their vote, they shall lose the right to vote on that subject at that meeting, provided that their vote shall be considered in determining whether a quorum is present on that subject at the meeting.

If only one (1) co-owner is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote for the home, just as though he or she owned the home individually and without establishing the concurrence of the absent person.

If all co-owners are present at a meeting and concur, either one may cast the vote for the home.

Section 9. **PROXIES**

A member entitled to vote may vote in person or by proxy executed in writing by the member or his or her attorney in fact. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof.

In no event shall any proxy be valid for a period longer than one hundred twenty (120) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

A proxy may not be used in the election of a board member or to fill vacancies caused by recall, resignation or otherwise. Board members must be elected by written ballot or by voting in person.

Section 10. **QUORUM**

The presence in person or by proxy of a *majority (50% +1) of the members entitled to vote shall constitute a quorum at member meetings requiring a vote on any business of the association. All decisions or actions taken shall be made by a majority (50% +1) of the quorum in attendance and the affirmative vote of those members present shall be the act of the Association.

In those instances where there is a quorum present at the beginning of any duly organized meeting, the members present can continue to do business until adjournment even though members have withdrawn from the meeting leaving less than a quorum present.

***NOTE:** Majority

1. The minimal number of officers and members of a committee or organization, usually a majority, who must be present for valid transaction of business.

Meetings of members for informational, reporting and discussion purposes may be held without the presence of a quorum. No action or other business requiring the vote of members may be taken without the presence of a quorum.

Section 11. **CONDUCT**

All regular, annual and special meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the Bylaws of the Association.

In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling.

Residents of the Community may address those present at a general meeting by identifying themselves with their name and lot number.

Section 12. **ORDER OF BUSINESS**

The order of business at all regular and annual meetings of the members shall be as follows:

- Call to order
- Pledge of Allegiance
- Roll Call of Board Members
- Swearing in of any/all new directors (if election is held)
- Report of officers
- Report of committees
- Unfinished business
- New business
- Open membership comments
- Adjournment

The President has the authority to change or modify the order of business and to limit debate on any issue.

Section 13. **MINUTES**

Minutes of all open meetings of members shall be kept in a businesslike manner and shall be available to be inspected and or copied by members, their authorized representatives, and board members at reasonable times. The minutes shall be posted on the Homeowners Association bulletin board in the clubhouse and on the Association's website. The minutes shall be retained within the State of Florida for not less than five (5) years.

Section 14. **ADJOURNMENTS**

Any meeting of members may be adjourned. If the adjournment is for a short fact-finding search, no notice for the adjournment will be posted. Notice shall not be necessary of the adjourned meeting or the business transacted there, other than by announcement at the original meeting at which the adjournment took place.

If, however, after the original meeting has been adjourned the board sets a new date for continuing the meeting, a notice of the continuation shall be given in compliance with Section 6 hereof to each member of record at the original meeting. Those members shall be entitled to vote at the continuation meeting. At the continued meeting if a quorum is present, any business may be transacted which could have been transacted at the original meeting.

Section 15. **FIXING OF RECORD DATE**

For the purpose of determining members entitled to notice of, or to vote at, any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors shall make the record date ten (10) days before each meeting. When a determination of members entitled to vote at any meeting of members has been made, as

provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors sets a new record date for the adjourned meeting.

Section 16. **VOTING LISTS**

The officer or agent having charge of the membership books of the Association shall make ten (10) days before the annual meeting a complete list of the members entitled to vote at the meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Association for a period of ten (10) days prior to the meeting and shall be subject to inspection by any member during usual business hours. The list shall be produced and kept open at the meeting and can be inspected by any member during the meeting.

Members joining the Association after the record date, December 31, but before the annual members meeting date, are entitled to attend the annual members meeting but will not have voting rights.

ARTICLE VII. NOMINATION & ELECTION OF DIRECTORS

Section 1. **NOMINATION**

Nomination for election to the Board of Directors shall be made by a Nominating Committee and presented to the membership at the regular scheduled meeting immediately preceding the election. Nominations may also be made from the floor. Nominations will be closed at that meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at the November board meeting and serve until the elections are completed. 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. All candidates must be homeowners who hold a legal title to their residence. Each member or other eligible resident who desires to be a candidate for the Board of Directors shall appear on the ballot in alphabetical order by surname. A ballot may not indicate if any of the candidates are an incumbent on the board. All ballots must be uniform in appearance. Write-in candidates and more than one vote per candidate per ballot are not allowed. A ballot may not provide a space for the signature of, or any other means for identifying, a voter. If a ballot contains more votes than vacancies than vacancies, the ballot is invalid unless otherwise stated in the bylaws.

Section 2. **ELECTION**

Election to the Board of Directors shall be by secret written ballot. The election shall be held the third Thursday of each January. At such election, the members of good standing or their proxies shall cast one (1) vote per each vacancy. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted. Election results will be posted on the Homeowners Association bulletin board. Elections shall be decided by a plurality of the ballots cast. A quorum is not required, however, at least 20 percent of the eligible voters must cast a ballot in order to have a valid election. A member may not allow any other person to cast his or her ballot, and any ballots improperly cast are invalid. An election is not required unless there are more candidates nominated than vacancies that are on the board. Upon election of the new board members, the association shall notify the park owner in writing by U.S. mail or email of the names and addresses of the new board members.

Section 3. **ELECTION COMMITTEE**

An impartial committee, appointed by the Board, shall be responsible for overseeing the election process and complying with all ballot requirements. For purposes of this section, the term "impartial committee" means a committee whose members do not include any of the following people or their spouses:

- A. Current Board member
- B. Current Association officers
- C. Candidates for the association or board
- D. Any spouse and/or joint resident who lives in the same residence as those identified in A, B, or C, above

Section 4. **PROCEDURES**

The association bylaws shall provide a method for determining the winner of an election in which two (2) or more candidates for the same position receive the same number of votes. The association shall adopt procedural rules to govern elections, including, but not limited to, rules for providing notice by electronic transmission and rules for maintaining the secrecy of ballots.

ARTICLE IX. OFFICERS

Section 1. **ENUMERATION OF OFFICERS**

The officers of the Board of Directors and the Association shall be one and the same. They shall be a president, a vice president, a secretary and treasurer. The Board may from time to time by resolution create other officers. All officers shall always be members of the Board of Directors. No officers may be elected or appointed who are not members of the Board of Directors.

Section 2. **ELECTION OF OFFICERS**

The election of officers shall take place at a special meeting of the newly elected board members to be held after the election and prior to the annual meeting. Only members of the Board can be elected as officers. The officers shall assume their responsibilities immediately following the adjournment of each annual meeting of the members. The President shall designate another board member to be in charge if all other officers will be absent from the park.

Upon election of a new Board the Association shall notify the park owner in writing by certified mail, return receipt requested, or by email of the names of the new Board of Directors within ten (10) days.

Section 3. **TERM**

The officers shall be elected annually by the Board of Directors and hold office for one year unless he or she shall sooner resign, be removed or otherwise disqualified to serve.

Section 4. **SPECIAL APPOINTMENTS**

The Board may elect a Corresponding Secretary as the affairs of the Association may require. They shall hold office for such period, have such authority, and from time to time perform such additional duties that the Board may determine necessary. Such additional elected officers shall be chosen from the Board of Directors and always be members of the Board of Directors.

Section 5. **COMMITTEES**

The Board may appoint regular and special committees to serve for the purposes designated by the Board and for such terms as determined by the Board.

A. Standing Committees

1. Statutory Committee A committee, not to exceed 5 in number, designated by the Board of Directors of the Association, shall meet with park owner no later than 60 days before the effective date of a change to discuss the reasons for lot rental increase, reduction of services or utilities, or change in rules and regulations.

The committee shall address all lot rental amount increases that are specified in the notice of lot rental amount increase. The committee shall provide a written request to the park owner of issues to be discussed, with supporting documentation.

2. Membership Committee This committee is chaired by a member of the Board of Directors. It is responsible for all phases of the annual membership drive which begins on October 1 each year. The chair shall coordinate closely with the secretary and the treasurer.

3. Bingo Committee The Bingo committee shall be responsible for following all rules pertinent to Polk County. They shall also be responsible for delivering all monies to the treasurer in a timely manner, overseeing bingo play and payouts.

4. Recycling Committee The recycling committee chair is responsible for crushing all recyclable materials deemed to be recycled by the Board of Directors. The chairperson of the committee will also post a schedule of volunteers for the necessary work involving the recycling. They will deliver the proceeds from the recycling project to the treasurer.

5. Events Committee The Events Committee shall be chaired by a member of the Board. This committee is responsible for sourcing fund raising events which will provide all community residents the opportunity to enjoy various types of entertainment.

6. IT/Communication Committee This Committee shall be chaired by a member of the Board. It is responsible for updating the HOA's website and other social pages in a timely manner when new materials, notices and other pertinent information becomes available.

7. Welcome Committee A member of the Board of Directors shall chair this committee. Responsibilities include each month after receiving notification from Sun Communities of new residents, contacting these residents and obtaining their names, address(es), phone number(s) and explaining how the HOA conducts business on behalf of all residents with the Park Owner. They will work closely with the Membership Committee, Secretary and Treasurer.

8. Concerns Committee A member of the Board of Directors shall chair this committee. They will meet with the Park Manager on no less than a monthly basis to bring to the attention of the Park Owners various issues/questions that have been asked by residents. They shall work closely with the President to see that answers to questions are given to residents at the general monthly meeting.

9. Appreciation Dinner/Hall of Fame Dinner The chairman of the Membership/Welcome committee shall chair this joint function. They will appoint other members of the board and volunteers needed to help with the functions. The Hall of Fame candidates for each year shall be nominated via the official

form. Nominations for candidates can be made by any resident or group of residents. Nominations will close on March 31 each year at midnight.

Nominations are placed in the HHI black mailbox by the back door of the clubhouse ballroom. Voting will take place no later than April 4. The Secretary will gather all nominations and complete a ballot containing the candidate names and a short bio for voting purposes.

Only members of the HHI are eligible to vote for those nominated. Each household will cast one vote. EXAMPLE: Lot # 1 may house two or more (2+) people. Only one (1) vote can be cast for the candidate of their choice. This will allow time for the engraving on the plaque to include that year's recipient(s) name(s). Voting area will be in the clubhouse and posted as to the particular area on the bulletin board and the HHI website.

Section 6. **RESIGNATION AND REMOVAL**

Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. The resignation shall take effect on the date the notice is delivered or later as specified in the notice. Unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

Section 7. **VACANCIES**

A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8. **MULTIPLE OFFICES**

The offices of president and secretary may not be held by the same person.

Section 9. **DUTIES**

Duties of the officers are as follows:

1. **President:** The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments if determined by resolution of the Board. They may cosign checks and promissory notes and have all of the powers and duties which are usually vested in the office of the president of a corporation.
2. **Vice President:** The vice president shall act in the place and instead of the president in the event of his or her absence, inability or refusal to act. They shall exercise and discharge such other duties as may be required of them by the Board of Directors. The Vice-President may be authorized to co-sign checks.
3. **Secretary:** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; and serve notice of meetings of the Board of Directors and of the members. They shall also keep current records showing the members of the Association together with their addresses. They will perform such other duties as may be required by the Board of Directors. The Secretary may be a signer on checks.
4. **Treasurer:** The treasurer shall receive and deposit in appropriate bank

accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors. They will give a report at the monthly general meeting. They shall co-sign checks and promissory notes of the Association.

They shall keep proper books of accounts and cause an annual audit of the Association books to be made by a public accountant or audit committee at the completion of each fiscal year. They will prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting.

They will deliver a copy of the reports to members requesting one. Delivery will be made by email upon request using the email address of record for the member(s). The Treasurer's annual report shall be posted on the HOA bulletin board.

Customary Duties: The officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.

The immediate past president of the Association shall become an "ex officio" member of the Board of Directors. As an "ex officio" member, the immediate past president shall have no voting rights and shall act in an advisory position only.

Section 10. **COMPENSATION**

The officers shall serve without compensation.

ARTICLE X.

ACCOUNTING RECORDS: FISCAL MANAGEMENT: ASSESSMENTS: CONTRACTS: ASSOCIATION RECORDS

Section 1. **BOOKS AND RECORDS**

All financial and accounting records, insurance policies, contracts or agreements and any other written records of the association must be retained within this state for at least 5 years or at least 5 years after the expiration date, as applicable.

A. The official records shall be made available to a member or their authorized representative for inspection or photocopying within twenty (20) business days of receipt by the board or its designee. A written request submitted by certified mail, return receipt requested will be considered to be the request for the records.

The failure of the Association to provide access to the records within twenty (20) business days after receipt of a written request submitted by certified mail, return receipt requested, creates a rebuttable presumption that the Association failed to comply with this subsection.

B. A member who is denied access to official records is entitled to damages for the Association's willful failure to comply with this subsection in the amount of \$10 per calendar day up to 10 days, not to exceed \$100. The calculation for damages begins on the 21st business day after receipt of the written request.

Section 2. **FISCAL YEAR**

In administering the finances of the Association, the following procedures shall govern:

The fiscal year will begin on January 1 each year and shall end on December 31.

Any monies received by the Association in any fiscal year may be used by the Association to pay expenses incurred in the same fiscal year subject to the provisions for excess revenues set forth in Section 3 of this Article.

A. There shall be apportioned between fiscal years on a pro rata basis any expenses which are prepaid in one fiscal year for operating expenses which cover more than such fiscal year.

B. Items of operating expenses incurred in a fiscal year shall be charged against income for the same fiscal year regardless of when the bill for such expenses is received.

C. The Board of Directors shall have the discretion to allocate the annual dues between reserves i.e., legal funds, for future expenses and current expenses. Legal expenses shall be such items as: attorney fees and costs, litigation expenses, liability insurance premiums, expenses associated with statutory requirements, or actions involving disputes with the management and or owners of the community. This shall also include items not listed above.

Section 3. **BUDGET**

The annual budget of the Association shall be adopted by the Board of Directors as determined by resolution of the Board of Directors.

The Board of Directors shall post on the HOA bulletin board a meeting notice and copies of the proposed annual budget of expenses to the members not less than twenty (20) days prior to the meeting at which the budget will be considered. Notices will also be emailed to members upon request. This meeting shall be open to all members.

If the budget is to be adopted per resolution of the Board of Directors, the Board shall propose the budget to the members at the annual meeting of the members. If the budget is approved by members at the annual meeting or who attend via electronic means, it shall be adopted.

Section 4. **RESERVES**

The Board of Directors shall develop policies to retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Association and continuity of the Homeowner Association operations.

The Board of Directors may establish Specified Reserve Funds or General (unspecified) Reserve Funds. Specified Reserve Funds are created in anticipation of future significant expenditures to meet a specific purpose. These funds shall be reserved for a minimum of one (1) year, but not more than two (2) years if it is determined by a majority of the Board that the expenditure will not occur within the determined time.

General reserve funds are used to fund unanticipated expenses of a lesser amount, to include budget shortfalls which may occur due to unexpected expenses. The amount of the Reserve Funds shall be reviewed and approved annually by the Board of Directors in conjunction with approval of the annual budget.

Notice of any meeting, regular or special, in which expenditure of reserve funds is to be considered, shall specifically contain a statement that expenditure of reserve funds is to be considered and the nature of said expenditure. Expenditure of all reserve funds requires the approval of two-thirds of the members of the

Board of Directors at a meeting where a quorum of the Board of Directors is present.

Section 5. **INCOME**

Dues and other sources of income shall total an amount no less than is required to provide funds in advance for all anticipated operating expenses. The total income shall be of sufficient magnitude to ensure the adequacy and availability of cash to meet all expenses in any calendar year.

Section 6. **REVENUE - EXCESS - DEFICIT**

If the fiscal year ends with a net profit, all money in excess of expenses will be transferred from the operating budget to General Reserve funds. If there exists any deficiency which results from there being greater operating expenses than income, such deficit shall be funded using the General Reserve Fund upon approval of the Board of Directors.

Section 7. **DEPOSITORY**

The depository of the Association shall be such bank or banks or reputable financial institutions to be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from account(s) shall be either by checks or debit cards signed by such persons as are authorized by the Board from the banks where funds are on deposit.

Section 8. **AUTHORITY TO DISBURSE FUNDS**

The Treasurer, Secretary, Vice President or President may sign and disburse funds as directed by a resolution of the Board of Directors. A resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the current budget adopted by the Board of Directors. The Treasurer, Secretary, Vice President or President will be required to sign all checks other than promissory notes of the Association.

Disbursements in the amount of one hundred and fifty dollars (\$150.00) or more require a vote by the Board of Directors prior to being made. The motion, second and vote may be made in a meeting of the Board where 2/3 are present either in person or via electronic means.

Section 9. **CONTRACTS**

AUTHORIZATION: The HOA Board is authorized to award contracts in accordance with FS 723.079 for the benefit of the HOA or the residents of The Hamptons. Awarding the contract cannot financially benefit any individual member of the Board. No individual member of the community can be awarded a no-bid contract by the Board.

RECORD COPY: The record copy of the contract shall be maintained by the Treasurer for a period of five (5) years beyond the fulfillment of the contract. This will be presented to any audit committee upon request.

ARTICLE XI. FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the members. (**NOTE:** Fiduciary is defined as of or relating to a duty of acting in good faith with regard to the interests of others)

ARTICLE XII. INDEMNIFICATION

The Association will hold harmless and indemnify all current duly installed board members against any and all claims and actions arising out of the participation of the director in any Association-related activity including, without limitation. Expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred in connection with any liability, suit, action, loss, or damage arising or resulting from the director's participation in any HOA activity. The Association shall not hold harmless and indemnify any board member against a claim caused by the negligence or fault of the indemnitee, agent, or employee, in a civil action where the indemnitee did not act in good faith, where the actions or conduct of the indemnitee constituted willful misconduct, the indemnitee was knowingly fraudulent, deliberately dishonest, or involved in criminal behavior.

ARTICLE XIII. AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors of this Association at any duly noticed regular or special meeting. The notice of any meeting at which amendments of the Bylaws are to be considered shall contain a statement that amendments to the Bylaws shall be considered.

ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Association may be amended by majority (50% +1) vote of the members. The notice of any meeting at which amendment of the Articles of Incorporation are to be considered shall contain a statement that amendments to the Articles of Incorporation shall be considered.

ARTICLE XV. LOANS

No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instance.

ARTICLE XVI. DEADLOCK

Section 1.**DEADLOCK:** Should deadlock, dispute or controversy arise among the members or directors of the Association in regard to matters of management and company policy or matters arising under the provisions of the charter and should the members, by using their legal power as written in Florida Statute 723 and influence as members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration. When entering into arbitration, each interested party shall be responsible for any and all

expenses incurred during the arbitration proceedings. This shall include but not be limited to, attorney fees, expert and investigator fees, and associated costs. (NOTE: Dispute - to engage in argument) (NOTE: Controversy - a discussion marked especially by the expression of opposing views)

Section 2. **DETERMINATION BY ARBITRATION:** Should the members or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

Section 3. **NOTICE:** Notice shall be given by such objecting or dissenting members that a deadlock exists within fifteen (15) days of the deadlock, by certified mail, postage prepaid, addressed to the remaining member(s) at the addresses listed on the corporate books.

Section 4. **SELECTION OF ARBITRATOR:** The members shall then select an arbitrator within sixty (60) days of the receipt of such notice of deadlock, upon a majority (50%+1) vote of the members entitled to vote. The members shall also reserve the right to replace the arbitrator by majority vote (50% + 1) of the members entitled to vote.

Section 5. **INABILITY TO SELECT:** Should the members be unable to select an arbitrator or a successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with the Florida Arbitration Code, Chapter 682 of the Florida Statutes.

Section 6. **FINAL DECISION:** The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.15

Section 7. **ENFORCEMENT.** To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the members to vote as the arbitrator has determined.

Section 8. **ALTERNATIVE RESOLUTION OF RECALL, ELECTION, INSPECTION AND PHOTOCOPYING OF OFFICIAL RECORDS.**

A dispute between a member and the HOA regarding the election and recall of officers or directors under FS 723.078 (2)(b)) or regarding the inspection or photocopying of official records under FS 723.079(5) must be submitted to mandatory binding arbitration with the Department of Business and Professional Regulation, hereafter referred to as DBPR. The arbitration must be conducted pursuant to FS 723.1255 and the procedural rules adopted by the DBPR. Each party shall be responsible for paying its own attorney fees, expert and investigator fees, and associated costs. The cost of the arbitrator shall be divided equally between the parties, regardless of the outcome. The DBPR shall adopt procedural rules to govern mandatory binding arbitration proceedings.

ARTICLE XVII. INTERESTED DIRECTORS

CONFLICT OF INTEREST: Any contract or transaction between the Association and one or more of its directors, any other corporation, firm, association or entity in which one or more of its directors or the director's family

members are directors or officers, or are financially interested, shall either be void or voidable for this reason alone.

A. **QUORUM:** Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction.

Approved by Board on May 11, 2026. I hereby certify that the foregoing is a true and correct copy of the amended Bylaws to include Article V Section 5, #9 as adopted by the Board of Directors at their meeting held on the 27th day of July, 2026.

By: Brian Noel

Brian Noel, President

7-28-2026

Date