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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA

SIMPLIFILE

Receipt # 3461645

Prepared by and return to:
Brett M. Paben, Esquire
Lobeck & Rowe, P.A.
2033 Main Street, Suite 403
Sarasota, Florida 34237
(941) 955-5622

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED BYLAWS
OF
OAK COURT ASSOCIATION, INC.

We hereby certify that the attached Amended and Restated Bylaws of Oak Court Association, Inc., (which Bylaws were recorded as an exhibit to the Declaration of Covenants and Restrictions of Oak Court originally recorded at Official Records Book 2977, Page 1324 et seq., and to the Amended and Restated Declaration at Instrument No. 2025036450, both of the Public Records of Sarasota County, Florida) were approved and adopted at the Annual Meeting of the Membership of the Association held on February 7, 2026, by the affirmative vote of at least sixty-five percent (80%) of the entire membership of the Association, which is sufficient for adoption under Section 8 of the Bylaws.

DATED this 3rd day of March, 2026.

Signed, sealed and delivered in the presence of:

sign: A.D. Roof

print: Audra Kasper

sign: Chelsea Arrieta

print: Chelsea Arrieta

OAK COURT ASSOCIATION, INC.

By: Connie Norton
Connie Norton, President

Signed, sealed and delivered in the presence of:

sign: A.D. Roof

print: Audra Kasper

sign: Chelsea Arrieta

print: Chelsea Arrieta

Attest: David J. Jones
David Jones, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of March, 2026, by Connie Norton, as President of Oak Court Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

NOTARY PUBLIC



KIMBERLY FRANCEL
Notary Public
State of Florida
Comm# HH517536
Expires 4/17/2028

sign Kimberly Francel
print Kimberly Francel
State of Florida at Large (Seal)
My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of March, 2026, by David Jones, as Secretary of Oak Court Association, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

sign Kimberly Francel
print Kimberly Francel
State of Florida at Large (Seal)
My Commission expires:



KIMBERLY FRANCEL
Notary Public
State of Florida
Comm# HH517536
Expires 4/17/2028

**AMENDED AND RESTATED
BYLAWS
OF
OAK COURT ASSOCIATION, INC.**

ARTICLE I. NAME, PRINCIPAL OFFICE, AND DEFINITIONS

1.1 NAME. These are the Amended and Restated Bylaws of Oak Court Association, Inc. (herein “the Association”), a Corporation not for profit organized and existing under Chapters 617 and 720, Florida Statutes, for the purpose of administering, operating and managing Oak Court Subdivision, a Subdivision (herein the "Subdivision"), which is located upon certain lands in Sarasota County, Florida, in accordance with the Declaration of Covenants and Restrictions of Oak Court (herein “the Declaration”).

1.2 PRINCIPAL OFFICE. The Association’s principal office is at c/o Law Offices of Lobeck & Rowe, P.A., 2033 Main Street, Suite 403, Sarasota, FL 34237, or at such other place as may be established by resolution of the Board of Directors of the Association (herein “the Board”) from time to time.

1.3 DEFINITIONS. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration as it may be amended from time to time unless the context indicates otherwise.

1.4 CORPORATE SEAL. The seal of the Association shall bear the name of the corporation, the word “Florida”, the words “Corporation not for profit” and the year of incorporation. Alternatively, the words “Corporate Seal” or “Seal” may serve as the seal of the Association. In no event shall a seal be required to validate corporate actions unless specifically required by law.

ARTICLE II. MEMBERSHIP

All Owners shall be Members of the Association. The qualification of Members, the manner of their admission to Membership and the termination of such Membership shall be as set forth in the Association’s Articles of Incorporation.

ARTICLE III. VOTING

3.1 VOTING RIGHTS. In any meeting of Members the Owners of Lots in the Subdivision shall be entitled to cast one (1) vote for each Lot (voting interest), unless the decision to be made is elsewhere required to be determined in another manner.

3.2 VOTING CERTIFICATE. The vote of the Owners of Lots owned by more than one (1) Person or by a corporation or other entity shall be cast by the Person named in a certificate signed by all of the Owners of the Lot and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on

file, the Owner in attendance at the meeting shall cast the vote or if more than one (1) Owner is in attendance, the Owner designated by those in attendance shall cast the vote.

ARTICLE IV. MEMBERS' MEETINGS

4.1 ANNUAL MEETINGS. The Annual Meeting of the Members shall be held at the office of the Association or such other place as may be stated in the notice on a day and time during the month of February each year as set by the Board of Directors, for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. The Members shall meet at least once in each calendar year.

4.2 SPECIAL MEETINGS. Special meetings of the Members shall be held whenever called by the President or Vice 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 ten percent (10%) of the votes of the entire Membership. At a special meeting, only those items stipulated in advance may be considered for action.

4.3 NOTICE OF MEETINGS. Notice of all meetings of the Members, stating the time and place and the purpose(s) for which the meeting is called, shall be given by the President or Vice President or Secretary unless waived in writing. Such notice shall be in writing to each Member at his or her address as it appears on the books of the Association and shall be mailed not less than fourteen (14) days nor more than thirty (30) days prior to the date of the meeting. The notice for any meeting at which Assessments against Owners are to be considered shall contain a statement of the nature of such Assessments and that such Assessments will be considered. Proof of such mailing or delivery shall be given by affidavit of the Person giving the notice. Notice may be given by electronic transmission with proof of transmission by affidavit by the Association Secretary to those Owners who previously consented to receive notice electronically.

4.4 WAIVER OF NOTICE. Waiver of notice of an Association meeting shall be the equivalent of proper notice. Any Member may waive, in writing, notice of any Association meeting, either before or after such meeting. A Member's attendance at a meeting shall be deemed a waiver by such Member of notice of the meeting, unless the Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting also shall be deemed a waiver of notice of all business transacted at the meeting unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

4.5 MINUTES. The minutes of all meetings of the Members shall be kept in written form or another form that can be converted into written form within a reasonable time and shall be available for inspection by the Members or their authorized representatives, and the Members of the Board of Directors, at any reasonable time.

4.6 QUORUM. A quorum at a Members' meeting shall consist of thirty percent (30%) of the voting interests of the Association. All decisions at a Members' meeting shall be made by a majority of the voting interests represented at a meeting at which a quorum is present, except when approval by a greater number of Members is required by the Articles of Incorporation or these Bylaws.

4.7 PROXIES. Votes may be cast in person or by proxy. Any Person who has reached his or her majority may be named a proxy. A Person named a proxy need not be a Lot Owner. 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.

4.8 ADJOURNED MEETINGS. If any meeting of Members cannot be organized because a quorum is not present, or if it appears an insufficient number of Members has voted to approve a measure, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

4.9 ORDER OF BUSINESS. The order of business at annual Members' meetings and as far as practical at other Members' meetings, shall be:

- (a) Election of chairman of the meeting.
- (b) Calling of the roll and certifying of proxies.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading and disposal of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Election of inspectors of election.
- (h) Election of directors.
- (i) Unfinished business.
- (j) New business.
- (k) Adjournment.

The order of business may be modified by the chairperson of the meeting.

4.10 WRITTEN AGREEMENT. When permitted by law, the Members may also act by written agreement without a meeting.

4.11 ONLINE VOTING. The Association may conduct elections and other Owner votes through an Internet-based online voting system if an Owner consents in writing to online voting and if the requirements specified in the Homeowners' Association Act regarding online voting are met.

ARTICLE V. BOARD OF DIRECTORS; ELECTION; VACANCIES; MEETINGS

5.1 BOARD. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors.

5.2 NUMBER AND TERM. The term of each Director shall be two (2) years. The terms of the Directors shall be staggered so that in each election approximately half of the Directors are elected. One (1) year terms may be used as needed to implement or return to staggered terms.

5.3 ELECTION OF DIRECTORS; VACANCY; RECALL. Election of directors shall be conducted in the following manner:

- (a) Election of directors shall be held at the annual Members' meeting.
- (b) A nominating committee of five (5) Members shall be appointed by the Board of Directors not less than sixty (60) days prior to the annual Members' meeting. The committee shall nominate at least one (1) Person for each Director then serving whose term is expiring. At least sixty (60) days prior to the date set for the annual Members' meeting, the Association shall notify Members of the date of the meeting and election. A Member may nominate himself or herself for election of directors at least forty-five (45) days prior to the date set for the annual Members' meeting by notifying the nominating committee.
- (c) The election shall be by a ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast; each Person voting shall be entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- (d) 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.
- (e) Any director may be removed with or without cause by the vote or agreement in writing by a majority of all Lot Owners. The vacancy in the Board of Directors so created shall be filled in accordance with the pertinent statutes.

5.4 ORGANIZATION MEETING. The organization meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected.

5.5 REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or e-mail, at least three (3) days prior to the day named for such meeting. All board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. If notice is not posted, notice must be mailed or hand-delivered to each member 7 days before the meeting, except in an emergency.

5.6 SPECIAL MEETINGS. Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third of the directors. Notice of special meetings shall be given personally or by mail, telephone or e-mail, at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting.

5.7 DIRECTORS MEETINGS OPEN. All meetings of the Board of Directors shall be open to all Lot Owners.

5.8 MEETING TO ADOPT ANNUAL BUDGET. The Members must be given written notice of the time and place of the meeting at which the Board of Directors will consider the annual budget. A copy of the proposed annual budget of Common Expenses and proposed annual budget of Common Expenses and proposed Assessments must be mailed to the Members not less than fourteen (14) days prior to such meeting, together with the written notice of such meeting. The meeting shall be open to the Lot Owners.

5.9 WAIVER OF NOTICE. Any Director may waive the notice of a meeting to which he or she is entitled before or after the meeting and such waiver shall be deemed equivalent to the giving of notice to such Director unless the attendance by the Director is for the purpose of objecting to the lack of notice.

5.10 QUORUM. 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 these Bylaws or by law.

5.11 JOINDER IN MEETING BY APPROVAL OF MINUTES. A director may join in the action of a meeting by signing and concurring in the minutes of that meeting but such concurrence may not be used for the purpose of determining a quorum.

5.12 PRESIDING OFFICER. The presiding officer of directors' meeting shall be the President. In the absence of the presiding officer the directors present shall designate one of their number to preside.

5.13 ORDER OF BUSINESS. The order of business at directors' meetings shall be:

- (a) Calling of roll.
- (b) Proof of due notice of meeting.
- (c) Reading of and disposal of any unapproved minutes.
- (d) Reports of officers and committees.
- (e) Election of officers.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

Such order may be waived in whole or in part by direction of the President or the chairperson of the meeting.

5.14 COMPENSATION. Neither Directors nor officers shall receive compensation for their services as such.

ARTICLE VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association existing under the Declaration of Covenants and Restrictions, Articles of Incorporation and these Bylaws 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. The Association shall have all of the powers and duties necessary to enforce and administer the Declaration of Covenants and Restrictions, as it may be amended from time to time, including but not limited to the powers as set forth in the Articles of Incorporation and these Bylaws.

ARTICLE VII. OFFICERS

7.1 ASSOCIATION OFFICERS. 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 shall serve at the pleasure of the Board of Directors. Any Person may hold two (2) or more offices, except that the President shall not be also the Secretary. The Board of Directors from time to time may 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.

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

7.3 VICE PRESIDENT. The Vice President in the absence or disability of the President shall exercise the powers and perform the duties of the President. He or she also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

7.4 SECRETARY. The Secretary shall keep the minutes of all proceedings of the Directors and the Members, 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.

7.5 TREASURER. The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness, and shall perform all other duties incident to the office of Treasurer.

7.6 COMPENSATION. The compensation, if any, of all employees of the Association shall be fixed by the Directors. When permitted by law, the provision against compensation for Directors and officers shall not preclude the employing of a Director or officer as an employee of the Association, nor preclude the contracting with a Director for the enforcing of the Declaration of Covenants and Restrictions.

7.7 SERVICE. All officers serve at the pleasure of the Board of Directors. Any officer may be removed by a vote of not less than a majority of the Directors, at a special meeting called for that purpose.

ARTICLE VIII. RESIGNATION

Any officer or Director may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IX. PARLIAMENTARY RULES

Except as may be modified by Board resolution, Robert's Rules of Order (the edition published on the date closest to the meeting) shall govern the conduct of Association proceedings when not in conflict with applicable law or the Governing Documents. The Board of Directors may adopt additional rules by majority vote.

ARTICLE X. AMENDMENTS

These Bylaws may be amended in the following manner:

10.1 PROPOSAL. The text of a proposed amendment shall be included in or with the notice of any meeting at which a proposed amendment is considered.

10.2 RESOLUTION; ADOPTION. A resolution adopting a proposed amendment be proposed by either the Board of Directors of the Association or the Members. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by not less than 2/3 of the votes of the entire Membership of the Association.

10.3 PROVISIO. No amendment shall discriminate against any Lot Owner unless the Lot Owner so affected shall consent and no amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Covenants and Restrictions.

10.4 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment adopted was duly adopted as an amendment of the Bylaws, which certificate shall be executed by the appropriate officers of the Association with the formalities of a deed.

ARTICLE XI. EMERGENCY BOARD POWERS

11.1 EMERGENCY POWERS UNDER CHAPTER 617, F.S. In the event of any “emergency” as defined in Subsection 11.1 G below, the Board may exercise the emergency powers described in this Section 11.1, and any other emergency powers authorized by Sections 617.0207 and 617.0303, Florida Statutes, as amended from time to time.

A. The Board may name as assistant officers Persons who are not Directors, which assistant officers shall have the same authority as the executive officers whom they assist during the period of the emergency, to accommodate the incapacity or absence of any officer of the Association.

B. The Board may relocate the principal office, or designate alternative principal offices or authorize the officers to do so.

C. During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.

D. Corporate action taken in good faith during an emergency under this Article to further the ordinary affairs of the Association shall bind the Association, and shall have the rebuttable presumption of being reasonable and necessary.

E. Any officer, Director, or employee of the Association acting with a reasonable belief that his or her actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of willful misconduct.

F. These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.

G. For purposes of this Section 11.1 only, an “emergency” exists only during a period of time that the Community, or the immediate geographic area in which the Community is located, is subject to:

- (1) a state of emergency declared by local civil or law enforcement authorities;
- (2) a hurricane watch or warning;
- (3) a partial or complete evacuation order;
- (4) federal or state “disaster area” status; or
- (5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Community, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An “emergency” also exists for purposes of this Section 11.1 during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, including, but not limited to, a hurricane, earthquake, or act of terrorism. A determination by any two (2) Directors, or by the President or by a Director and the manager that an emergency exists shall have presumptive quality.

11.2 EMERGENCY POWERS UNDER CHAPTER 720, F.S. In response to damage caused by an event for which a state of emergency is declared pursuant to Section 252.36, F.S., as amended from time to time, in the area in which the Community is located, the Board may, but is not required to, exercise the emergency powers stated in Section 720.316, F.S., as amended from time to time, including, but not limited to, the following:

A. The Board may cancel and reschedule any Association meeting.

B. The Board may, based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine any portion of the

Association Property unavailable for entry or occupancy by Owners, family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such Persons.

Reasons for this Section 11.2 being utilized include, but are not limited to, hurricane and pandemic.

ARTICLE XII. PROXIES, SECRET BALLOT

12.1 All proxies shall be in writing, state the date, time and place of the meeting for which the proxy is being given. Proxies shall only be valid for the particular meeting set forth in the proxy as it shall be adjourned and reconvened from time to time, and shall automatically expire ninety (90) days after the date of the meeting for which it was originally given. Every proxy shall be revocable and shall automatically cease effectiveness upon conveyance by the Member of his or her Lot. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers.

ARTICLE XIII. RULES AND REGULATIONS

13.1 The Board of Directors may adopt reasonable rules and regulations to be uniformly applied to all Members governing the details of the operation and use of the common areas and of the Lots.

ARTICLE XIV. FISCAL MANAGEMENT

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

14.1 ANNUAL BUDGET. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the anticipated current common operating expenses and unpaid operating expense previously incurred and to provide and maintain funds for the maintenance reserves according to good accounting practices.

14.2 ASSESSMENTS. Assessments against the Members for their proportionate shares of the annual budget shall be made by the Board of Directors quarterly in advance on or before the 15th day of the last month preceding the calendar quarter for which the Assessments are made. Such Assessments shall be due and payable on first day of the calendar quarter for which they are made. If a quarterly Assessment is not made as required, an Assessment shall be presumed to have been made in the amount of the last prior Assessment. In the event the quarterly Assessment proves to be insufficient, the Assessment may be amended at any time by the Board of Directors if the Assessments for the year to date do not exceed the annual budget for that year. Any Assessments that do exceed such limitation shall be subject to the majority approval of the Membership of the

Association. The unpaid portion of the amended Assessment shall be due upon the first day of the month next succeeding the month in which the amended Assessment is made or as otherwise provided by the Board of Directors.

14.3 DEPOSITORY. The depository of the Association shall be in such bank or banks as shall be designated from time to time by the Board of 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.

ARTICLE XV. MISCELLANEOUS

15.1 FISCAL YEAR. The fiscal year of the Association shall be the calendar year or such other period as shall subsequently be determined by the Board of Directors.

15.2 SEVERABILITY. The provisions of these Bylaws are severable, and the invalidity of one or more provisions hereof shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder.

15.3 CAPTIONS. Captions are inserted herein only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision.

15.4 GENDER AND NUMBER. All nouns and pronouns used herein shall be deemed to include all genders, and the singular shall include the plural and the plural shall include the singular whenever the context requires or permits.

15.5 MINUTES. Minutes of all meetings of the Members and all meetings of the Board of Directors shall be kept on the HOA management portal and shall be available for inspection by Lot Owners and Board Members and their authorized representatives at all reasonable times. All minutes shall be retained for a period of not less than seven (7) years.