

Prepared by and return to:
Monique E. Parker, Esq.
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Clearwater, Florida 33761

CERTIFICATE OF AMENDMENT TO THE AMENDED
AND RESTATED BYLAWS OF HOLIDAY TRUST, INC.

I hereby certify that at a duly called meeting of the members of Holiday Trust, Inc., held on September 21, 2022, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Amended and Restated Bylaws of Holiday Trust, Inc., attached hereto, were duly adopted by the membership.

IN WITNESS WHEREOF, Holiday Trust, Inc., has caused this instrument to be signed by its duly authorized officer on this 30 day of September, 2022.

[Signature]
(Signature of Witness #1)
Amy C Jones
(Printed Name of Witness #1)
[Signature]
(Signature of Witness #2)
MARY ANN HOLZMAN
(Printed Name of Witness #2)

HOLIDAY TRUST, INC.

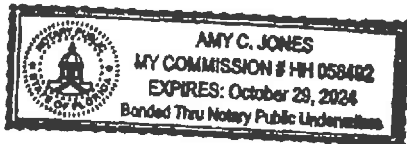
By: [Signature]
(Signature)
Kevin J. Hoover, President
(Printed Name and Title)

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 30th day of September, 2022, by Kevin J. Hoover, as President of Holiday Trust, Inc., on behalf of the corporation, and is personally known to me or has produced _____ as identification.

My Commission Expires:

[Signature]
NOTARY PUBLIC - State of Florida at Large



AMENDED AND RESTATED BYLAWS
OF HOLIDAY TRUST, INC.
(a corporation not for profit)

*Substantial rewording of the Bylaws.
Please see existing Bylaws for present text.*

This document consolidates, restates, further amends, supersedes and replaces all previous versions of the Bylaws of Holiday Trust, Inc.

ARTICLE 1
GENERAL

- 1.1 Identity. These are the amended and restated Bylaws of Holiday Trust, Inc. hereinafter referred to as the "Trust," a corporation not for profit under the laws of the State of Florida, organized pursuant to the provisions of Chapters 617 and 720 of the Florida Statutes. Chapter 720 of the Florida Statutes is hereinafter referred to as the "Homeowners Association Act."
- 1.2 Fiscal Year. The fiscal year of the Trust shall be as is determined by the Board of Directors.
- 1.3 Seal. The seal of the Trust shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit," and the year of incorporation.
- 1.4 Definitions. The terms used herein shall be as defined in the Homeowners' Association Act and the Holiday Club Consolidated Trust.

ARTICLE 2
MEMBERSHIP MEETINGS

- 2.1 Annual Membership Meeting. The annual membership meeting shall be held on the first Saturday of December at 10a.m. on Trust Property. The purpose of the annual meeting shall be for approving the annual budget, electing the Board of Directors and transacting any other business authorized to be transacted by the lot owners.
- 2.2 Special Membership Meeting. Special membership 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 lot owners entitled to cast twenty-five percent (25%) of the eligible voting interests. Business transacted at all special meetings shall be confined to the subjects stated in the notice thereof.
- 2.3 Notice. Notice of all membership meetings stating the time, place, subjects, and purposes for which the membership meeting is called, shall be given by the president, secretary, or

management agent for the Trust, unless the right to receive notice is waived in writing. Such notice shall be in writing to each lot owner at the lot owner's address as it appears on the books of the Trust and shall be mailed by regular mail not less than fourteen (14) nor more than sixty (60) days prior to the date of the membership meeting. Notice may be electronically transmitted to those lot owners who consent to receive such electronic transmission in writing.

2.4 Electronic Voting, Notice, Documents and Signatures.

- (A) **Electronic Voting.** Electronic voting is permitted in accordance with the Homeowners Association Act as amended from time to time. The Board of Directors may adopt policies and procedures related to electronic voting provided such policies and procedures are consistent with all applicable statutory requirements.
- (B) **Electronic Notice.** Notice of meetings of the Board of Directors, membership meetings (except membership meetings called to recall Board members), and committee meetings may be given by electronic transmission to members who consent to receive notice by electronic transmission. Furthermore, whenever the governing documents state that notice shall be given by mail, electronic notice shall satisfy such mailing requirement for all members who have consented to receive notice by electronic transmission.
- (C) **Documents.** Whenever the governing documents require a document, record, or instrument be written or in writing, the requirement shall be deemed satisfied by the use of an electronic document. Electronic document shall mean information created, transmitted, received, or stored by electronic means and retrievable in human perceivable form, such as email, web pages, electronic documents, facsimile transmissions, etc. Records, documents, and instruments shall not be denied effect or validity solely on the grounds that they are electronic.
- (D) **Signatures.** Whenever the governing documents require a signature, an electronic signature satisfies that requirement only if:
 - (1) The signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or
 - (2) The Board reasonably believes that the signatory affixed the signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

- (E) Verification and Liability for Falsification. The Board may require reasonable verification of any electronic signature, document, record, or instrument. Pending verification, the Board may refuse to accept any electronic signature, document, record, or instrument that, in the Board's sole discretion, is not clearly authentic. Neither the Board nor the Trust shall be liable to any member or any other person for accepting or acting in reliance upon an electronic signature or electronic document which the Board reasonably believes to be authentic. Any member or person who negligently, recklessly, or intentionally submits any falsified electronic document or unauthorized electronic signature shall fully indemnify the Trust for actual damages, reasonable attorneys' fees, and expenses incurred as a result of such acts.
- 2.5 Quorum. A quorum at any membership meetings shall consist of owners entitled to cast twenty-five percent (25%) of the total eligible voting interests of the Trust, including those owners present in person and those represented by limited proxy. The acts approved by a majority of the votes present at a membership meeting at which a quorum is present, shall constitute the acts of the membership, except when approval by a greater number of owners is required by the Homeowners Association Act or the governing documents.
- 2.6 Voting. All votes shall be cast in accordance with the provisions of the Holiday Club Consolidated Trust. However, as to any matters requiring a vote that are not addressed in the Holiday Club Consolidated Trust, owners are entitled to one (1) vote for each lot owned. If a lot is owned by one (1) natural person, individually or as trustee, the right to vote shall be established by the record title to the lot. If a lot is owned jointly by two (2) or more persons, that lot's vote may be cast by any of the owners provided only one (1) vote shall be cast. If multiple owners of a lot cannot agree how to vote, and attempt to cast votes which are in conflict with those cast by another owner, the vote for that lot will not be counted. The vote of an owner who is not a natural person, shall be cast by any officer of a corporation, or any partner or managing agent of another type of entity.
- 2.7 Limited Proxies. Votes may be cast in person or by limited proxy. The limited proxy vote may be made by any person entitled to vote and shall be valid only for the particular membership meeting so designated, as well as any adjournments thereof. In no event, shall any limited proxy be valid for a period longer than ninety (90) days after the date of the first membership meeting for which it was given. Said limited proxy must be filed with the secretary or management agent before the appointed time of the membership meeting or any adjournment thereof.
- 2.8 Adjourned Membership Meetings. If any membership meeting cannot be organized because a quorum has not been obtained, the lot owners who are present, either in person or by limited proxy, may adjourn the meeting from time to time until a quorum is present.

- 2.9 The Order of Business. The order of business at annual membership meetings, and to the extent applicable at other membership meetings, shall be as determined by the Board of Directors.
- 2.10 Minutes. Minutes of all membership meetings shall be kept in a business-like manner and available for inspection by owners and the Board of Directors at all reasonable times.

ARTICLE 3
BOARD OF DIRECTORS

- 3.1 Membership. All members of the Board of Directors shall be members of the Trust in good standing.
- 3.2 Election of Directors. The election of the Board of Directors shall be conducted in the following manner:
- (A) Election of Board of Directors shall be held at the annual membership meeting.
 - (B) A member may nominate himself or herself as a candidate to the Board of Directors by submitting a Notice of Intent. A letter will be sent to all members at least 45 days prior to the election, along with a Notice of Intent form, on which the intent to run for the Board can be stated. Owners will have 15 days from the date of the mailing of this letter within which to nominate themselves for election.
 - (C) In addition to the foregoing, nominations for election to the Board of Directors may also be made by a Nominating Committee, which shall consist of three (3) or more members of the Trust appointed by the Board of Directors prior to each annual meeting.
 - (D) The election of Directors will be conducted at the annual meeting by written ballot. Members who are not present at the election may vote by absentee ballot, proxy, or electronic transmission (if voting by electronic means is offered by the Trust).
 - (E) The election shall be by plurality of the votes cast, each person voting being entitled to cast the votes for as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
 - (F) There shall be no quorum requirement; however, at least twenty percent (20%) of the eligible voters must cast a ballot to have a valid election.
- 3.3 Vacancy. If any director position becomes vacant by reason of death, resignation, retirement, disqualification, removal or otherwise, the remaining members of the Board of

Directors may appoint a successor who shall hold the director's position on the Board of Directors for the unexpired term for which such vacancy occurred.

- 3.4 Recall. Any director may be recalled from the Board of Directors with or without cause by the vote or agreement in writing of a majority of all eligible voting interests of the owners in accordance with the procedures set forth in the Florida Statutes, as may be amended from time to time.
- 3.5 Number and Term of the Board of Directors.
- (A) The number of Directors shall be five (5), but may be decreased to not less than three (3) or increased to no more than seven (7) by a vote of the Board of Directors at a duly noticed meeting not less than ninety (90) days prior to the election for which such change in number shall be effective. The term of office for Directors shall be staggered periods of two (2) years, and each Director shall serve until the annual membership meeting in the year in which such Director's term expires, or until such Director is removed in a manner elsewhere provided. Notwithstanding any other provision of the Bylaws, any person appointed to fill a vacancy on the Board of Directors shall serve for the remaining unexpired term of the position on the Board that is being filled.
- (B) In order to preserve the staggering of terms, in any election year where the total number of directors has been increased or decreased by the Board prior to the election in the manner set forth above, the majority of newly elected directors who receive the largest number of votes shall be elected for a two-year term. The remaining directors shall be elected for a one-year term of office. In the event that there is no election held due to there being equal or fewer candidates than vacancies on the Board of Directors, the new directors shall either agree among themselves as to how the staggering of terms shall be implemented, or they shall draw lots in order to determine whether each director shall serve a one-year term or a two-year term. The terms of office of all successors will be two years.
- 3.6 Organizational Meeting. The organizational 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 Board of Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary if such meeting is held immediately following the annual membership meeting.
- 3.7 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 the president or by a majority of the Board of Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone, or electronic transmission, at least forty-eight (48) hours prior to the time of such meeting.

- 3.8 Special Meetings. Special meetings of the Board of Directors may be called by the president and must be called by the secretary at the written request of a majority of the Board of Directors. Except in an emergency, notice of the meeting shall be given to each Director personally or by mail, telephone or electronic transmission, at least forty-eight (48) hours prior to the time of such meeting, which notice shall state the time, place and purpose of the meeting.
- 3.9 Notice.
- (A) Any Director may waive notice of a meeting in writing, before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice to such Director.
- (B) The Trust shall comply with the Homeowners Association Act, as amended from time to time, regarding requirements for written and posted notice of Board of Directors meetings for the purpose of notifying lot owners of such meetings.
- 3.10 Quorum. A quorum at the Board of Director's meetings shall consist of a majority of the entire Board of Directors. Any director may participate in a regular or special meeting of the Board through the use of any means of communication by which all directors participating, and all members in attendance, may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. The acts approved by a majority vote of the directors 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 the Board of Directors is required by these Bylaws.
- 3.11 Adjourned Meetings. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. No further notice need be given of an adjourned meeting.
- 3.12 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 approval of the action taken at such meeting by such director member.
- 3.13 Presiding Officer. The presiding officer of the Board of Directors' meetings shall be the president. In the absence of the president, the vice president shall preside. In the absence of the president and vice president, the remaining Board of Directors present shall designate one of the Board of Director members to preside.
- 3.14 Minutes. Minutes of all meetings of the Board of Directors and/or membership meetings shall be kept in a business-like manner and available for inspection by lot owners and the Board of Directors at all reasonable times.

- 3.15 Open Meetings. Meetings of the Board of Directors shall be open to all owners except as otherwise permitted under the Homeowners Association Act as to Board of Directors meetings which are privileged and/or confidential. Lot owners shall have the right to participate in Board of Directors meetings as provided for in the statutes, and in rules adopted by the Board of Directors consistent with the statutes.

ARTICLE 4 POWERS

All of the powers and duties of the Trust existing under the Homeowners Association Act, the Trust Agreement, the 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 where such approval is specifically required. Without limiting the powers and duties of the Board of Directors, it shall have the following express powers, in addition to all others herein granted:

- 4.1 To contract for the management of the common areas and trust property and to authorize a management agent to assist the Trust in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common areas. The Trust shall, however, retain at all times the powers and duties granted it by the Homeowners Association Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Trust.
- 4.2 To purchase the necessary equipment and tools required in the maintenance, care, and preservation of the common areas and trust property.
- 4.3 To employ personnel to perform the services required for proper operation of the community.
- 4.4 To operate and manage the community in accordance with the sense, meaning, direction, purpose and intent of the Holiday Club Consolidated Trust and the Restrictive Covenants as the same may be from time to time amended and to otherwise perform, fulfill and exercise the powers and privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the governing documents or the Homeowners Association Act.
- 4.5 To borrow money in accordance with the terms of the Holiday Club Consolidated Trust.
- 4.6 To buy, sell, lease, mortgage, or otherwise deal with any and all property, whether real or personal, and specifically including the lots in the community and to acquire lots by foreclosure or otherwise, in the name of the Trust in accordance with, and as may be permitted by the Florida Statutes and the Holiday Club Consolidated Trust.

- 4.7 To make, establish, and enforce reasonable rules and regulations governing the use of lots, dwellings, common areas, and any other portion of the trust property, as said terms are defined in the governing documents.
- 4.8 To enforce the provisions of the governing documents and to levy fines against lot owners for violations thereof. Fines will be imposed in accordance with the Florida Statutes.
- 4.9 To the extent permitted by law, to declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors without good cause; and appoint a replacement director for the office declared vacant; and
- 4.10 To appoint such committees as may be necessary and deemed appropriate in carrying out purposes of the Trust. Committee meetings shall be conducted in the same manner as Board meetings when a final decision will be made regarding the expenditure of Trust funds, or when such committee has been vested with the power to approve or disapprove architectural decisions with respect to a lot owned by a member of the community.
- 4.11 To exercise for the Trust all powers, duties and authority vested in or delegated to this Trust and not reserved to the membership by other provisions of the governing documents.
- 4.12 In the event of any emergency as defined below, the Board of Directors may exercise the emergency powers described in this section, and any other emergency powers authorized by the Homeowners Association Act and any other sections of the Florida Statutes, as amended from time to time.
- (A) The Board of Directors may name an assistant officer who is not a member of the Board of Directors, and said assistant officer shall have the same authority as the elected officer to whom they assist during the period of the emergency, to accommodate the incapacity or unavailability of any elected officer of the Trust.
- (B) The Board of Directors may declare any portion of the common area unavailable for entry or occupancy by owners, family members, tenants, guests, agents or invitees to protect the health, safety, or welfare of such persons; determine whether the common areas can be safely inhabited or occupied; and mitigate damage, including taking action to prevent or mitigate the spread of disease, fungus or any other microbial agent; and contract for items or services for which the owners are otherwise individually responsible, but which are necessary to prevent potential harm to residents or further damage to the community.
- (C) The Board may adopt additional restrictions regarding visitors, guests and short term tenants entering the community during a declared public health crisis, which restrictions may include a temporary ban on the entry of any non-residents into the community.

- (D) During any emergency the Board may hold Board and/or membership meetings electronically, with notice given only to those directors and members with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The directors or members in attendance at such meeting(s) shall constitute a quorum. One (1) member of the Board of Directors may be designated to act on behalf of the Board of Directors during such emergency. Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Trust shall bind the Trust; and shall have the rebuttable presumption of being reasonable and necessary.
- (E) Any officer, Board of Director member, or employee of the Trust acting with a reasonable belief that such actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of the 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, an emergency exists during a period of time that the immediate geographic area in which the community is located is subjected to:
 - (1) A state of emergency declared by local civil or law enforcement authorities;
 - (2) A declared public health crisis such as an epidemic or pandemic;
 - (3) A hurricane warning;
 - (4) A partial or complete evacuation order;
 - (5) Federal or state “disaster area” status; or
 - (6) 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, public health crisis, war, civil unrest, or act of terrorism.

ARTICLE 5 OFFICERS OF THE TRUST.

- 5.1 Officers. The officers of the Trust shall be a president, vice president, treasurer and a secretary, all of whom shall be members of the Board of Directors, and shall be elected annually by the Board of Directors. There may also be assistant officers as the Board of

Directors may from time to time determine. The Board of Directors may also appoint such other officers and agents as it may deem necessary, who shall hold office at the pleasure of the Board of Directors and have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. Any person, except the president, may hold two (2) or more offices. However, nothing herein shall preclude the president acting or reporting for any other officer in the event of the absence or resignation of such officer, but only until such time as the officer is replaced. Removal of a director from the elected office held by a director shall require the affirmative vote of a majority of the total number of Board members. A vacancy in any office however, may be filled by a majority simple vote of the Board of Directors, present at a meeting at which a quorum has been attained.

- 5.2 President. The president shall be the chief executive officer of the corporation; and shall preside at all meetings of the members and directors; shall have general and active management of the business of the corporation; and shall see that all orders and resolutions of the Board are carried out.
- 5.3 Vice President. The vice president shall exercise the powers and duties of the president in the event of the president's absence or disability. The vice president shall also assist the president generally, and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.
- 5.4 Secretary. The secretary shall keep the minutes of all proceedings of the Board of Directors and the membership meetings. The secretary shall attend to the giving and serving of all notices to the membership and the Board of Directors and other notices required by law, and shall have custody of the seal of the Trust and affix it to instruments requiring a seal when duly signed. The secretary shall keep the records of the Trust, except those of the treasurer, and shall perform all other duties incident to the office of secretary, and as may be required by the Board of Directors or the president. The assistant secretary, if any, shall perform the duties of the secretary when the secretary is absent, and shall otherwise assist the secretary, as authorized by the Board of Directors from time to time.
- 5.5 Treasurer. The treasurer shall have custody of all property of the Trust, including funds, securities, and evidences of indebtedness. The treasurer shall keep the books of the Trust in accordance with good accounting practices; and shall perform all other duties incident to the office of treasurer. The assistant treasurer, if any, shall perform the duties of the treasurer when the treasurer is absent, and shall otherwise assist the treasurer, as authorized by the Board of Directors from time to time.
- 5.6 Compensation. No compensation shall be paid to any officer of the Trust.
- 5.7 Duties of the Manager. The Board of Directors may delegate to a manager of a management company such duties which would otherwise be performed by its secretary and treasurer as it deems appropriate, including recordkeeping, giving and receiving

notices, keeping minutes, signing checks up to certain specified limits, and other duties and functions as determined appropriate by the Board of Directors from time to time.

ARTICLE 6. FISCAL MANAGEMENT

The provisions for fiscal management of the Trust set forth in the Homeowners Association Act shall be supplemented by the following provisions:

- 6.1 Accounts. The receipts and expenditures of the Trust shall be credited and charged to accounts under the following classifications as shall be appropriate:
 - (A) Operating Account. This account shall include line items for current expenses, which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for contingencies and working funds.
 - (B) Reserve Account or Accounts. If established by the Board of Directors, such accounts may include, without limitation, a reserve for deferred maintenance (which shall include funds for maintenance items that occur less frequently than annually), a reserve for replacement (which shall include funds for repair or replacement required because of damage, depreciation, or obsolescence, in addition to changes in applicable codes and requirements), and a reserve for 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 common elements). Reserve funds shall not be commingled with operating funds.
- 6.2 Budget. The Board of Directors shall adopt a budget for each fiscal year in accordance with the terms of the Consolidated Trust Agreement.
- 6.3 Assessments. Assessments shall be imposed and collected in the manner set forth in the Consolidated Trust Agreement and the Florida Statutes.
- 6.4 Depository. The depository of the Trust shall be such financial institutions as shall be designated from time to time by the Board of Directors, and in which the monies of the Trust shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors, however, this shall not prevent the use of electronic bill payments.
- 6.5 Fidelity Bonds. Fidelity bonds may be required by the Board of Directors for all persons handling or responsible for Trust funds in such amount as shall be determined by the Board of Directors. The premiums on such bonds shall be paid by the Trust as a common expense.

- 6.6 Financial Reporting shall be made to the lot owners in the manner required by the Homeowners Association Act as amended from time to time.

ARTICLE 7. AMENDMENTS

These Bylaws may be amended from time to time by affirmative vote of a majority of the members, who are entitled to vote and who participate in the voting, in person or by proxy, at a regular or special meeting called for such purpose after due notice has been given pursuant to these Bylaws, and provided a quorum is attained.

ARTICLE 8 SEVERABILITY AND INTERPRETATION.

- 8.1 The invalidity in whole or in part of any covenant or restriction, or any section, subsection, sentence, clause, phrase or word, or other provisions of these Bylaws, shall not affect the validity of the remaining portions.
- 8.2 The provisions of Trust Agreement, Deed Restrictions, the Articles of Incorporation, and these Bylaws shall be interpreted, construed, and applied to avoid inconsistencies or conflicting results whenever possible. In the event of conflict, the hierarchy of the Trust governing documents shall be in the order stated herein.

END OF AMENDED AND RESTATED BYLAWS