

**CERTIFICATE OF AMENDMENT TO  
BYLAWS OF  
WASHINGTON HEIGHTS HOME OWNERS ASSOCIATION, INC.**

THIS CERTIFICATE is made to reflect and document an Amendment, Restatement and Modification of the Bylaws of Washington Heights Home Owners Association, Inc. The Bylaws of Washington Heights Home Owners Association, Inc. have been previously recorded in the Association records, restated and amended as follows:

Original Bylaws dated March 17, 1970  
Restated Bylaws dated January 20, 1989  
Restated Bylaws dated January 13, 1998  
Amendment to Bylaws dated January 11, 2003  
Restated Bylaws dated January 8, 2010  
Amendment to Bylaws dated April 9, 2013  
Restated Bylaws dated January 28, 2017

The undersigned officers of the Board of Directors of Washington Heights Home Owners Association, Inc., a Florida not-for-profit corporation, hereby certify as follows:

1. The Bylaws of Washington Heights Home Owners Association, Inc. is hereby amended in accordance with Exhibit "A" attached hereto and entitled Amended and Restated Bylaws of Washington Heights Home Owners Association, Inc.

2. This Amendment of the Bylaws of Washington Heights Home Owners Association, Inc. was proposed by duly adopted resolution, and approved by a vote of 2/3 majority of the members present and voting at a meeting called for that purpose.

Executed this 14<sup>th</sup> day of March, 2024, at Punta Gorda Florida.

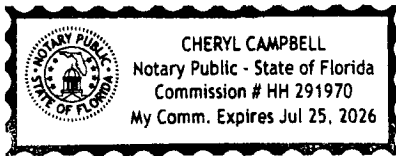
WASHINGTON HEIGHTS HOME OWNERS  
ASSOCIATION, INC., a Florida not-for-profit corporation

By:   
Name: Kenneth Paul Kaprielian  
Its: President

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged to me this 14<sup>th</sup> day of March, 2024, by  
Kenneth Paul Kaprielian, who is personally known to me or produced FL/DL as  
identification. K164-515-65-1320

SEAL



Campbell  
Notary Public

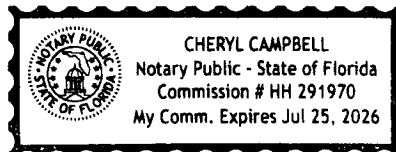
Cheryl Campbell  
Printed name of notary

By: [Signature]  
Name: Debbie-Jean Kaprielian  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged to me this 14<sup>th</sup> day of March, 2024, by  
Debbie-Jean Kaprielian, who is personally known to me or produced FL/DL as  
identification. K164-160-66-8320

SEAL



Campbell  
Notary Public

Cheryl Campbell  
Printed name of notary

**EXHIBIT "A"**

**AMENDED AND RESTATED  
BYLAWS OF  
WASHINGTON HEIGHTS HOME OWNERS ASSOCIATION, INC.**

***SUBSTANTIAL REWORDING OF BYLAWS -  
SEE CURRENT BYLAWS FOR CURRENT TEXT***

**Identity.** These are the Amended and Restated Bylaws (hereinafter "Bylaws") of Washington Heights Home Owners Association, Inc., (hereinafter "Association") a Florida not-for-profit Corporation, document number 767352, incorporated March 9, 1983 for the purpose of administering Washington Heights, an unplatted Subdivision (hereinafter the "Subdivision") which is located in Charlotte County, Florida, upon the lands described in the Articles of Incorporation (hereinafter "Articles") for the Association. The Association holds the deed to lands described in the Articles (hereinafter the "Common Property") which include the entirety of the interior roads and the easements thereof namely Indiana Drive, Hilnick Drive, Shell Drive, Molly Drive and Michigan Drive, two parcels located in the NW and SE corners of the Subdivision and all appurtenances thereon, as well as various easements as shown in the survey dated April 12, 1971 as described in the Articles. These Bylaws were preceded by the original bylaws and the following revisions as recorded by the Association; restated Bylaws dated January 20, 1989, restated Bylaws dated January 13, 1998, amendment to Bylaws dated January 11, 2003, restated Bylaws dated January 8, 2010, amendment to Bylaws dated April 9, 2013 and restated Bylaws dated January 28, 2017. These Bylaws have been revised to match present operating procedures. All Association Rules and Regulations (hereinafter "Rules") must be in compliance with Charlotte County ordinances and Florida statutes.

**Miscellaneous.** The following miscellaneous provisions shall apply to these Bylaws and the Association Documents.

1. **Gender.** The use of the term "he," "she," "his," "hers," "their," "theirs" and all other similar pronouns should be construed to include all genders and encompass the plural as well as the singular.
2. **Severability.** In the event that any provisions of these Bylaws is deemed invalid, the remaining provisions shall be deemed in full force and effect.

**Article I - PURPOSE OF THE ASSOCIATION**

1. The Association was organized to serve all property owners of the Association and to maintain their neighborhood at a desirable quality level through a cooperative group effort conducted under democratic methods.
2. The Association functions for the common good of its members by assisting in arranging and providing for certain services and facilities used by its members, their families, guests and invitees, such as improvement and maintenance of roads and bridges serving the homes in Subdivision, storm water and flood drainage systems and the park facilities.
3. The Association also works to bring about amicable resolutions to problems with individuals or groups that are responsible for conditions which affect the peace and tranquility as well as the valuation of the lot owners' property.

**Article II - MEMBERSHIP**

1. All property owners in the Subdivision are members as stated in the Articles. All new property owners must register with the Board three days before transfer of property and sign an acknowledgement of receipt of the Bylaws, Articles and Rules and an agreement to abide by those said documents. The Board may charge a registration fee as stated in the Rules.
2. Yearly dues shall be \$50 per lot. A vacant lot combined with an owner occupied, single family homesteaded lot for county taxes will not be subject to annual dues. Also, a \$10 per lot contribution to the Road Repair Fund is suggested by the Association. Dues and fees are collected at the January General Membership Meeting.

3. Each lot owner must provide a copy of the current Bylaws, Rules and Articles to the prospective grantee of their lot at least three days prior to transferring ownership of their lot in the Subdivision.

### **Article III – ACCESS TO COMMUNITY PROPERTY**

1. **Owners.** All property owners must register with the Board as stated in the Rules. All property owners, their families and guests may access Community Property as stated in the Rules. The Board may charge a registration fee and suspend access as stated in the Rules.
2. **Leases.** For purposes hereof, occupancy of a Lot by a person or persons in the absence of the Owner, except for the spouse or immediate family member of the Owner shall be treated as a lease. Lessees excepting those residing in the Subdivision as of the date of these Bylaws (“Existing Lessees”) will not be granted access to Community Property except as stated in the Rules. Existing Lessees must apply and be approved by the Board to access Community Property. The Board may charge an application fee and deny or suspend access as stated in the Rules. Property owners are responsible for fines assessed for violations incurred by their lessees and other non-owner residents of their lot.
3. **Guests.** Guests other than family members of Lot owners must be accompanied by the Lot owner when accessing the Community Property except as stated in the Rules. Access can be suspended by the Board as stated in the Rules. Property owners will be responsible for fines assessed for violations incurred by their guests.

### **Article IV – CONDUCT OF MEETING**

1. All meetings of the Association shall be conducted according to Robert's Rules of Order. Notice and conduct of all meetings must comply with Florida statutes.
2. Regular monthly meetings of the General Membership shall be held on the second Tuesday of each month, December through April, beginning at 12 noon with an optional potluck luncheon followed by the business session at 1:00 pm. Location will normally be the park, but if circumstances require it, another location or time may be determined by the President in consultation with the Board of Directors.
3. Special meetings of the General Membership may be called by the Board of Directors to be held at times and places convenient to the members and appropriate for their purposes.
4. No meeting of the General Membership may conduct business of the Association unless a quorum is present, which shall consist of no fewer than twelve (12) of the current dues paying members with voting interests.
5. Any officer may call meetings of the Board of Directors for any time and place that is acceptable to the Board. No meeting of the Board may conduct business of the Association unless a quorum is present, which shall consist of a majority of the Board members.

### **Article V – VOTING INTEREST**

1. **Deed Restricted Voting Interest.** On any matter pertaining to restrictions on property owned by members of the Association, each Lot shall have one indivisible vote and the designee of that vote shall count as one member of a quorum. For any Lot that is owned by multiple individuals other than Lots owned solely by two married individuals, or any Lot that is owned by a fictitious entity such as a corporation, partnership or trust, a voting certificate is required. If a Lot is owned solely by two married individuals either owner may vote on behalf of the Lot. If a Lot is owned by a corporation, any officer may vote on behalf of said corporation. If a Lot is owned by a partnership, any partner may vote on behalf of the partnership. If a Lot is owned in trust, any grantor, trustee or beneficiary of the trust shall be entitled to vote. A Lot owner of a combined Lot shall only be entitled to a single vote. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned. If multiple Owners or non-individual Owners of a Lot cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists.
2. **Non Deed Restricted Voting Interest.** On any matter not pertaining to restrictions on property owned by members of the Association, each Lot shall have a maximum of two voting interests, the designees of

which shall each count as a member of a quorum. The first voting interest shall be the voting interest designated in the preceding paragraph. One additional voting interest is granted to any Lot that is owned by two or more individuals that reside on that Lot or on behalf of any Lot that is owned in trust, and two or more grantors, trustees or beneficiaries reside on that Lot. If more than two individual owners of a Lot reside on that Lot, a voting certificate is required. If a Lot is owned in trust and more than two grantors, trustees or beneficiaries of that trust reside on that Lot, a voting certificate is required. A combined Lot shall be limited to two votes as described above. Any individual designated to hold a voting interest on more than one Lot shall be entitled to only one vote and shall count as one member in a quorum. If multiple Owners of a Lot cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists. If a Lot has any past due payments due to the Association, the vote(s) for that Lot will not be counted.

#### **Article VI - ELECTION OF OFFICERS**

1. Any member of the Association with a voting interest who is current with all payments due to the Association may vote in the election for the offices of President, Vice President, Secretary, Treasurer and Board of Directors. Any owner of a Lot in the Association who is a natural person, a Resident Owner, as defined in the Articles, and is current with all payments due to the Association may be nominated and elected to the offices of President, Vice President, Secretary, Treasurer and Board of Directors.
2. Officers and Directors of the Association shall be elected at the January General Membership Meeting for a term of two years.
3. Officers and Directors shall be nominated from the floor of the General Membership Meeting. All nominations will require a second. Should more than one person be nominated for the position, the winner will be the person receiving the most votes of the membership in attendance. Voting shall be by ayes and nays; if in dispute, by secret ballot.
4. Should an officer be unable to continue serving during his/her term, the President will appoint an eligible member to fill the position until the next General Membership Meeting, at which time, nominations and elections can be held to fill the remainder of the term.

#### **Article VII - DUTIES AND POWERS OF EXECUTIVES**

1. PRESIDENT - shall preside at all meetings, be an ex-officio member of all committees, preside at all meetings of the Board of Directors, and perform all duties as are incidental to the office of President and are required by him/her.
2. VICE-PRESIDENT - in the absence of the President shall exercise all the functions of the President and shall be vested with all the President's powers.
3. SECRETARY - shall keep written records of all meetings of the Association, make reports and perform duties that are incidental to that office and that are properly required of him/her by the Association.
4. TREASURER - shall have charge of the funds of the Association, collect all dues, fees and monetary contributions to the Association; pay all bills for the Association; keep the Association's financial account books. Checks drawn shall be signed by the Treasurer or the President. The books of the Treasurer shall be audited by three current members of the Association a minimum of every two years. Officers shall report the findings to General Membership
5. BOARD OF DIRECTORS - shall draw and enforce the Rules of the Association, determine fees including but not limited to fees for: estoppels, applications and interest on past due amounts owed to the Association and to levy fines for violations in accordance with the governing documents of the Association and Florida statutes.

#### **Article VIII - COMMITTEES**

1. Special committees may be formed depending on needs of the Association and may address such concerns as Programs, Membership, Education, Public Relations, Nominations, Facilities for Meetings and Bylaws.
2. The Board of Directors shall consist of a minimum of four members and the officers of the Association.

They will work directly as a group on all problems faced by the Association and bring possible solutions as well as progress reports to the General Membership at the monthly Association meetings for approval before commencing with any recommended procedures. The President may make the reports to the membership or appoint other members of the Board of Directors to do so.

#### **Article IX – LIABILITY OF MEMBERS**

1. No officer or member of the Association shall be personally liable for any bills or obligations of the Association, past or present, except for the payment of her/his own dues and fees.
2. No officer, member or employee of the Association shall disburse any funds or monies in her/his keeping or any belongings to the Association without authorization of the membership or Board of Directors. However, the Treasury may pay all state and local taxes and licenses as due.
3. No person shall use the name, mailing list, or official insignia of the Association for other than strictly Association purposes without the authorization of the Board of Directors, which is to be confirmed by the President of the Association in writing.
4. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

#### **Article X - AMENDMENTS**

1. These Bylaws may be adopted or amended if a quorum is present, which shall consist of no fewer than twelve (12) members with voting interests in the Association who are current with their payments to the Association, and are in attendance at a General Membership Meeting.
2. No amendment may be voted on without at least two weeks' notice, the proposed amendment to be distributed through the mail, hand-delivered to homes or through email if consent has been given by the member or at a special or regular meeting of the membership to all members of the Association.
3. These Bylaws shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Articles of Incorporation. The Board of Directors without a vote of the Owners, may adopt by majority vote, amendments to these Bylaws as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Florida Statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.