

Laura E. Roth  
Clerk of Court Volusia County, Florida  
Official Records: 4/25/2022 2:18 PM  
Receipt: 302261646 Drawer: 136345

### Notary Acknowledgment

CRANE LAKES  
Operator: anjohnso Due: \$120.50  
Instrument #: 2022097228 Type: RS  
Book #: 8242 Page #: 3142 Time: 2:19 PM  
Recording Fee: \$120.50

State of Florida  
County of Volusia

The foregoing instrument was acknowledged before me by means of  CHK# 1336 \$120.50  
notarization,

this 18<sup>th</sup> day of April, 2022

by Jenny Norado, as Secretary  
(name of person) (type of authority,...e.g. officer, trustee, attorney in fact)

for Crane Lakes HOA  
(name of party on behalf of whom instrument was executed)

Personally Known  or Produced Identification \_\_\_\_\_ Type of Identification Produced \_\_\_\_\_

Who ( ) did ( ) did not take an oath.

Sharon L. Sommer  
(Signature of Notary)



(Name of Notary Type, Printed, or Stamped)  
(Title or Rank)  
(Serial Number, if any)

(For individual acting in his/her own right)

**FOURTH AMENDMENT TO  
AMENDED AND RESTATED BYLAWS  
of  
CRANE LAKES HOMEOWNERS' ASSOCIATION, INC.  
A Florida not for profit corporation  
Organized pursuant to Florida Statutes Chapters 617 and 723  
APPROVED AS OF NOVEMBER 4, 2021**

**ARTICLE 1.  
NAME, REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. NAME. The name of this corporation (hereinafter referred to as the "Association") is: Crane Lakes Homeowners' Association 'Inc.

Section 2. REGISTERED OFFICE AND REGISTERED AGENT. The address of the registered office of this Association and agent shall be determined by the Board of Directors.

**ARTICLE 11.  
SEAL**

Section 1. SEAL. The seal of this Association shall have inscribed on it the name of this Association, the date of its organization and the words "State of Florida."

**ARTICLE 111.  
POWERS**

The Directors of this Association and the operation of the Association itself shall be governed by the By-Laws and pursuant to Florida Statute Chapter 723.

**ARTICLE IV.  
MEMBERSHIP**

Section 1. MEMBERS. All persons owning mobile homes (hereinafter referred to as "Manufactured Homes") and leasing lots located in Crane Lakes Golf & Country Club Community, Florida (the Community) shall be eligible for membership in this Association, except that any person related to the Community owner including but not limited to employees, agents, shareholders, officers, directors, partners or relatives by blood or marriage shall not be eligible to be nominated for or serve on the Board of Directors.

THIS IS A RE-RECORDING OF INSTRUMENT RECORDED ON 3/14/13, IN

O.R. BOOK 6329, PAGE 825, PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA, TO REFLECT THE APPROVAL DATE OF THE MEMBERS OF THE CORPORATION.

Section 2. PASSPORT MEMBERSHIP: A passport membership will be available to all persons renting a home in Crane Lakes for a minimum of one (1) year. Passport members will be entitled to purchase tickets at HOA rates to any HOA sponsored event. Passport members will not have voting rights.

Section 3. MEMBERSHIP DUES. Members shall pay all dues as levied by the Board of Directors. Failure to make payments of Association dues shall result in loss of all membership rights and privileges.

## ARTICLE V. MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Meetings of the members shall be held in the ballroom of the clubhouse or other locations determined by the Board of Directors that satisfy all OSHA regulations.

Section 2. ANNUAL METINGS. The annual meeting of the members shall be held on the second Thursday in November as designated by the Board of Directors. At the annual meeting, the members shall elect a Board of Directors in accordance with these By-Laws and shall transact other business as the Board of Directors may deem to be appropriate. If an annual meeting has not been called and held within three (3) months after the time designated for the annual meeting, any member or members may call the meeting.

Section 3. 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. A special meeting shall be held if ten percent (10%) of the members sign, date and deliver one (1) or more written demands for the meeting to the Association's Secretary. Said demands must describe the purpose or purposes for which the meeting is to be held.

Section 4. NOTICE OF MEETINGS. Written notice of all special or regular 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 given by the Secretary of the Association, or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be sent or delivered to each member at least fourteen (14) days before the date named for the meeting. Notice of annual meeting shall be as set forth above except that all notices of annual meetings shall be sent by mail to the member's address appearing on the books of the Association. In addition, the notice of all regular, special and annual meetings shall be posted in a conspicuous place on the Community property at least fourteen (14) days prior to the meeting. Unless a member waives in writing the right to receive the notice of the annual meeting by mail, the notice of the annual meeting shall be sent by mail to each member, and the mailing thereof shall constitute notice. Members may elect to receive notice by hand delivery, if such election is made in writing by the member. Waivers of receipt of the notice of the annual meeting by mail must be filed in the corporate records and maintained therein for the duration of the waiver.

Section 5. AFFIRMATION OF NOTICE OF ANNUAL MEETING. An officer of the Association shall provide an Affidavit affirming that the notices were mailed or hand delivered and posted in a conspicuous place on the community property, in accordance with Section 4 hereof and said statement shall be filed in this Association's records.

Section 6. WAIVER OF NOTICE. A member may waive his or her right to receive notices of a special meeting or annual meeting in writing either before or after the meeting, and the waiver shall be deemed the equivalent of giving notice.

Section 7. VOTING RIGHTS AND REGULATIONS. In any regular or special membership meeting the members of a Manufactured Home located on a lot in the Community shall be entitled to cast one (1) vote for each home. When a home is owned by one (1) person his or her right to vote shall be established by the record title of his or her home. If a home is owned jointly by a husband and wife, or by two or more related or unrelated individuals, or a trust with co-trustees, they may, without being required to do so, designate a voting member.

Section 8. ABSENTEE BALLOTS: All members will receive an absentee ballot. A member entitled to vote may vote in person or by absentee ballot on all matters on the ballot. All absentee ballots shall be in writing and filed with the election committee before the appointed time of the meeting in order to be effective.

Section 9. QUORUM. The presence in person or by proxy of forty percent (40%) plus one (1) of the members entitled to vote shall constitute a quorum of members at any meeting requiring a vote on any business of the corporation. All decisions or actions taken shall be made by a majority (40% + 1) of the quorum 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. 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 10. PRIOR NOTICE OF MOTIONS FROM THE FLOOR OR PETITIONS OF MEMBERS. All petitions requiring action by the Board of Directors or the membership and all motions to be made from the floor must be in writing and delivered to the Secretary of the Board of Directors at least five (5) business days (excluding weekends and holidays) prior to the scheduled membership meeting. Failure to comply with this requirement shall result in the motion or petition being postponed for consideration or action until the next scheduled regular or special membership meeting.

Section 11. CONDUCT. All meetings of the Association and its committees shall be conducted in accordance with Roberts Rules of Order and the By-Laws 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. Unless authorized by the President, only members in good standing may address the chair.

Section 12. ORDER OF BUSINESS. A suggested order of business is shown below, but it may be altered to create a more efficient use of time for the Board of Directors and the Members.

- A. Call to order
- B. Roll call
- C. Proof of notice of meeting affidavit or waiver of notice
- D. Membership report as of the Record Date
- E. Announce if a Quorum requirement has been met
- F. Vote on minutes of previous month
- G. Treasurer's monthly report
- H. Treasurer makes motion to approve the Budget
- I. Election process
  - Select election inspectors
  - Candidates noted
- J. Read Nomination Resolution
- K. Collect ballots
- L. President's report
- M. Board Members' participation
- N. Report of committees
- O. Unfinished business
- P. New business
- Q. Members' Participation
- R. Announce results of election
- S. Adjournment

Section 13. MINUTES. Minutes of all meetings of members shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years. A vote of abstention from voting on each matter voted upon for each Director present at a Board meeting must be recorded in the minutes.

Section 14. ADJOURNMENTS. Any meeting of members may be adjourned. Notice of the adjourned meeting or of the business to be transacted therein, other than by announcement at the meeting at which the adjournment is taken shall not be necessary. If, however, after the adjournment the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 4 hereof to each member of record on the new record date entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

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 may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. 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 fixes 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 submit to the Secretary at least ten (10) days before any meeting where voting will be done by the membership (by absentee ballot and/or in person), a complete list of the members entitled to vote at such meeting or any adjournment thereof. Such list shall be kept on file at the registered office of the Association for a period of ten (10) days prior to such meeting and shall be subject to inspection by any member at any time during usual business hours. Such a list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

## ARTICLE VI

### BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. NUMBER. The business and affairs of the Association shall be managed and governed by a board of directors composed of not less than five (5) nor more than eleven (11) directors each of whom must be a member in good standing.

Section 2. TERM OF OFFICE. A director shall hold office for a term of two (2) years and shall be so elected that the terms of a bare majority, if there is an odd number of directors, or one-half (h) of the directors, if there is an even number of directors, will expire in odd years and the remainder in even years. The term of office shall begin on January 1<sup>st</sup>. The directors shall hold office until their successors have been elected and have qualified. There shall be no restrictions on the number of terms for which a director of this Association may be elected.

Section 3. RESIDENCY REOUIREMENTS. Nominees for the Board of Directors, must be permanent (full-time) residents of the community.

Section 4. COMPENSATION. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 5. FIDUCIARY DUTY. The directors of the Association have a fiduciary duty to the members when acting on behalf of the Association.

Section 6. REMOVAL — VACANCY. Any director may be removed from the Board, with or without cause, by an affirmative majority (50<sup>0</sup>/0+1) vote of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten percent (10%) of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not filled or if no director remains, by the members, or on the application of any person by the circuit court of the county where the registered office of the corporation is located. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

ARTICLE VII  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION. Nominations for election to the Board of Directors may be made by a Nominating Committee. Nominations shall also be accepted from the floor at a "meet the Candidate Night" held prior to the annual meeting. No nominations from the floor are allowed at the Annual Meeting. The Nominating Committee shall consist of a chairman and two (2) or more members of the Association. The Nominating Committee, none of whom may be serving as directors of the Association, shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. ELECTION. Election to the Board of Directors shall be by secret written ballot unless this method is waived by a majority of the members in attendance at the meeting. At such election the members shall cast one (1) vote per each vacancy. Ballots and voting instructions will also be available from the Election Committee Chairperson or Committee member appointed by the Chairperson and must be returned to the Election Committee per the schedule set by the Election Committee. The persons receiving a plurality of votes cast for the board vacancy shall be elected. Cumulative voting is not permitted.

ARTICLE VIII  
MEETINGS OF DIRECTORS

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least six (6) times each year, at such place, date and hour as may be fixed from time to time by resolution of the Board. Notice of the date, time and place of all regular meetings of the Board of Directors shall be posted in a conspicuous place upon the Community property at least forty-eight (48) hours in advance, except in an emergency. An Association member may, for purpose of clarification, comment on and ask questions about any agenda item discussed. The board may permit any questions or comments to be taken under advisement for response at a later date. In addition, an Association Member is to give the Board for its consideration five (5) days written notification of any item he or she wishes to have placed on the agenda for consideration by the Board.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors, after not less than three (3) day notice to each director of the date, time and place of the meeting. Notice of special meetings shall be posted in a conspicuous place upon the Community property at least forty-eight (48) hours in advance, except in an emergency. The notice of special meetings shall contain the purpose or purposes of the meeting.

Section 3. EMERGENCY MEETINGS. Emergency meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors. Emergency meetings of the Board of Directors may be held by telephone conference or e-mail. Emergency decisions, as determined by the President or a majority of the Board of Directors, may be made by means of a designated officer or member of the Board polling the members of the Board by telephone and any such emergency issue or

question shall be determined by affirmative vote of a majority of the Board which shall then be considered to be the action of the board. Minutes of any emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise, shall be filed by the Secretary or other designated officer, and the correctness of the minutes shall be certified by said officer and posted in a conspicuous place upon the Community property within seven (7) days after the date of the emergency meeting. It is contemplated that emergency meetings include, but are not limited to, such subjects as redesignation of the Homeowners' Committee, filling vacancies on the Board of Directors or officers of the Association and the conduct of necessary or important business while a majority of the Board or Directors are not present in the State of Florida.

Section 4. OPEN MEETINGS. All regular and special meetings of the Board of Directors shall be open to all members of the Association. The recordings (audio or visual) of any Crane lakes Board meetings shall take place by HOA members only and must follow the rules adopted by the Board of Directors.

Section 5. NOTICE OF DIRECTORS' MEETING. Notice of Directors' meetings shall be posted in a conspicuous place upon the Community property at least forty-eight (48) hours in advance, except for emergency meetings.

Section 6. OUORUM. Forty percent (40%) plus one (1) shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Directors may not vote by proxy or by secret ballots at Board meetings, except that officers may be elected by secret ballot. A director may join in the action of a meeting of the Board by signing the minutes thereof and such signing shall constitute the presence of such director for the purpose of determining a quorum. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board. Members of the Board of Directors shall be deemed present at any meeting held by conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.

Section 7. WAIVER OF NOTICE. A director may waive in writing notice of a regular or special meeting of the Board of Directors either before or after the meeting, and his waiver shall be deemed the equivalent of receiving notice. Attendance of a director at any meeting shall constitute waiver of notice of that meeting unless the director attends with the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 8. MINUTES. Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years, with the exception of the Formation Documents which shall be kept indefinitely in a secure location.



Section 9. BUDGET. The annual budget of the Association shall be adopted by the members of the Association at the Annual Meeting. The Board of Directors shall provide copies of the proposed annual budget of expenses to the members not less than thirty (30) days prior to the annual meeting at which time the budget will be voted on. This meeting shall be open to all members. The budget shall be adopted by a majority (40%+1) of the members entitled to vote. Any expenditure over Twenty-five Hundred Dollars (\$2,500), not approved in the annual budget must be approved by the members at a special meeting.

## ARTICLE IX OFFICERS

Section 1. ENUMERATION OF OFFICERS. The officers of the Board of Directors and the Association shall be one and the same and shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the first regular meeting of the Board of Directors after annual meeting of the members.

Section 3. TERM. The officers shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he or shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine. This may include but not be limited to: Parliamentarian, Sergeant at Arms, Assistant Treasurer, and Assistant Secretary.

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.

Section 6. REGISIGNATION 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. Such resignation shall take effect on the date of receipt of such notice or at such later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. VACANCIES. In the event of death, resignation, or removal of an officer or any vacancy created by reason of adding new offices, the vacancy may be filled by the affirmative vote of a majority of the members of the Board of Directors. The new officer(s) shall hold office until the end of the annual term.

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:

a.) President: The president shall preside at all meetings of the Board of Directors and meetings of the members; see that orders and resolutions of The Board are carried out; shall sign all written legal instruments if determined by resolution of the Board; and shall have all of the powers and duties which are usually vested in the office of the president of a corporation.

b.) Vice President: The vice president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

c.) 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; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as may be required by the Board of Directors. The Board may authorize the secretary to post draft or unapproved minutes of the Board of Directors' meetings no later than seven (7) days after the meeting.

d.) 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; shall sign all checks and promissory notes of the Association; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

e.) 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.

Section 10. COMPENSATION. The officers shall serve without compensation.

## ARTICLE X.

### ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS

Section 1. BOOKS AND RECORDS. The Association shall keep correct and complete books and records of all accounts including all receipts and expenditures. The books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times. Such authorization as a representative of a member must be in writing and signed by the person giving the authorization and dated within thirty (30) days of the date of the inspection. Written summaries of the accounting records shall be made available to the members. Such records shall include a record of all receipts and expenditures.

Section 2. FISCAL YEAR. In administering the finances of the Association, the following procedures shall govern:

- a.) The fiscal year shall be a calendar year, from January 1<sup>st</sup> through December 31<sup>st</sup>.
- b.) Any monies received by the Association in any calendar year may be used by the Association to pay expenses incurred in the same calendar year subject to the provisions for excess revenues set forth in Section 2(e) of this Article.
- c.) Items of operating expenses incurred in a calendar year shall be charged against income for the same calendar year regardless of when the bill for such expenses is received.
- d.) 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 items such as:
1. Attorney's fees and costs;
  2. Litigation expense;
  3. Liability insurance premiums; and
  4. Expenses associated with statutory requirements, or actions involving disputes with the management of the Community and such items as listed above but not limited to those items.

Section 3. DEPOSITORY. The depository of the Association shall be such bank or banks as shall 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 such account or accounts shall be only by checks signed by such persons as are authorized by the Board. All depositories must be FDIC insured institutions.

#### ARTICLE M. FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the members.

#### ARTICLE MI. INDEMNIFICATION

The Association may be empowered to indemnify any officer or director or any former officer or director, by a majority vote of a quorum of directors, or by majority vote of a quorum of members, who are not parties to such action, suit or proceeding, in the manner provided in the applicable Chapter of the Florida Statutes. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Association in advance of final disposition of such action, suit or proceeding in the manner described in the Florida Statutes upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless he or she is found to be entitled to such indemnification.

ARTICLE XIII.  
AMENDMENT OF THE BY-LAWS

These By-Laws may be amended by majority vote of fifty percent (40%) plus one (1) of the Association members. Amendments shall not be inconsistent with any law or Article of Incorporation. The notice of any meeting at which amendments to the By-Laws are to be considered shall contain a statement that amendments to the By-Laws shall be considered.

ARTICLE XIV.  
AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Association may be amended by majority vote of fifty percent (40%) plus one (1) of the Association members. The notice of any meeting at which amendments to 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.

ARTICLE XVI.  
DEADLOCK

Section 1. SUBMISSION TO ARBITRATION. 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 and influence as members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.

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 member(s) that such deadlock exists within fifteen (15) days of such 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 unanimous vote of the members entitled to vote. The members shall reserve the right to replace the arbitrator by unanimous vote 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.

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.

## ARTICLE XVII. INTERESTED DIRECTORS

Section 1. CONFLICT OF INTEREST. No contract or other transaction between the Association and one or more of its directors, or between the Association and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his, her, or their votes are counted for such purposes if:

- A. The fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors;
- B. Or such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
- C. The contract or transaction is fair and reasonable to the Association at the time it is approved by the Board, a committee or the members.

Section 2. OUORUM. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee that approves such contract or transaction.

## ARTICLE XVIII. DISSOLUTION

This Corporation may be dissolved by the Board of Directors adopting a resolution recommending that the Corporation be dissolved, and having the membership adopt a resolution to dissolve the Corporation, which resolution shall be adopted upon receiving at least a majority of the votes which members present at such meeting, or represented by proxy are entitled to cast. The Board of Directors shall recommend to the members a plan of distribution of assets, which plan may provide for the sale or disposal of all real property, if any, tangible personal property and the distribution of all receipts from said sales, together with all funds of the Corporation, directly to all then current dues paying

members on a pro rata basis. The plan of distribution shall be adopted by at least a majority of the votes that the members present at such meeting or represented by proxy are entitled to cast.

SECRETARY, CRANE LAKES HOMEOWNERS ASSOCIATION, INC.

Jenny K. Harro

Date 4/18/2022

NOTARY PUBLIC, STATE OF FLORIDA

Sharon L. Sommer  
4/18/2022

