

Prepared by and return to:
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CERTIFICATE OF ADOPTION
OF
BYLAWS
OF
WOODLAND PLACE OF TALLAHASSEE HOMEOWNERS ASSOCIATION, INC.

We hereby certify that the adoption of the Bylaws of WOODLAND PLACE OF TALLAHASSEE HOMEOWNERS ASSOCIATION, INC. (which Declaration was originally recorded in Official Records Instrument #20180037573, et seq., of the Public Records of Leon County, Florida), which was approved at a meeting of the Board of Directors held on July 7, 2022, which is sufficient for approval pursuant to Articles of Incorporation, which was sufficient for adoption.

DATED this 11 day of July, 2022.

WOODLAND PLACE OF TALLAHASSEE
HOMEOWNERS ASSOCIATION, INC.

Witnesses:

sign: Sybil McBratney

print: Sybil McBratney

sign: Adrienne Brown


print: Adrienne Brown

sign: Sybil McBratney

print: Sybil McBratney

sign: Adrienne Brown

print: Adrienne Brown

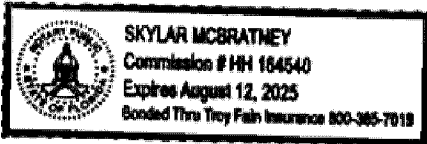
By: 
Christopher Small, President

Attest: 
Sarah Erb, Secretary

(Seal)

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me, by means of physical presence or mobile notarization, this 11 day of July, 2022, by Christopher Small, as President of WOODLAND PLACE OF TALLAHASSEE HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced FLDL as identification.



NOTARY PUBLIC

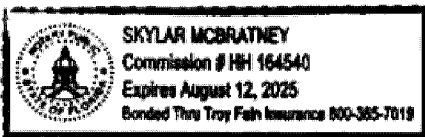
sign Skylar McBratney
print Skylar McBratney

State of Florida at Large (Seal)

My Commission expires

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me, by means of physical presence or mobile notarization, this 11 day of July, 2022, by Sarah Erb, as Secretary of WOODLAND PLACE OF TALLAHASSEE HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced FLDL as identification.



NOTARY PUBLIC

sign Skylar McBratney
print Skylar McBratney

State of Florida at Large (Seal)

My Commission expires

BYLAWS
OF
WOODLAND PLACE OF TALLAHASSEE
HOMEOWNERS ASSOCIATION, INC.

These are the Bylaws of WOODLAND PLACE OF TALLAHASSEE HOMEOWNERS ASSOCIATION, INC. ("Association"), a corporation not for profit under the laws of the State of Florida. The Articles of Incorporation of the Association were initially filed in the office of the Secretary of the State of Florida on February 4, 2019. The Association has been organized to administer the Declaration and Covenants, Conditions, and Restrictions for Woodland Place ("Declaration"), a residential subdivision located in Leon County, Florida.

The terms used herein shall have the same definitions as stated in the Declaration and the Homeowners' Association Act (Chapter 720, Florida Statutes), unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term which is not otherwise defined by the Declaration or by the Homeowners' Association Act, the Association's Board of Directors shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term. At the time of the adoption of these Bylaws, the definitions contained in the Declaration are as follows:

(a) "Association" shall mean the Woodland Place Home Homeowners Association, Inc. a Florida corporation not for profit, its successors and assigns.

(b) "Declarant" is Golden Oak Land Group, LLC

(c) "Easement Areas" shall mean those easements identified as easements on the recorded plat of the Property, and which include those easements shown on the plat attached hereto as party of Exhibit "B".

(d) "Lot" shall mean any lot shown on the plat attached hereto as Exhibit "B".

(e) "Member" shall mean a member of the Association as defined in Article III hereinbelow.

(f) "Open Space" shall mean the areas identified as Open Space on the plat referenced above and attached hereto as Exhibit "B".

(g) "Owner" shall mean any record owner of a fee interest or individual fee interest in a Lot, whether one or more persons or entities, including contract sellers, but excluding any person or entity having an interest in a Lot, whether one or more persons or entities, including contract sellers, but excluding any person or entity having an interest in a Lot as security for the performance of an obligation.

(h) "Property" shall mean that certain real property described in Exhibit "A" attached hereto and any additions hereto which may hereafter be brought within the jurisdiction of the Association.

In the event the definitions contained in the Declaration are amended, these Bylaws shall be deemed automatically amended to incorporate the amended definitions.

ARTICLE I. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An "Owner," as referenced in the Declaration for Woodland Place of Tallahassee, shall be deemed a "Member." The annual meeting of the Members of this Association shall be held at the time and place designated by the Board of Directors ("Directors") of the Association. The annual meeting of the Members for any year shall be held no later than thirteen (13) months after the last preceding annual meeting of Members.

Section 2. Notice. Written notice stating the place, day, and hour (or hyperlink/call-in number, if online) of the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than fourteen (14) nor more than sixty (60) days before the meeting, either personally or by first-class mail, by or at the direction of the President, the Secretary, or not less than a majority of the Directors to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the Member at their address as it appears on the official records of the Association, with postage thereon prepaid. In addition, the Association may post notice on the Association's website.

Notice shall also be delivered not less than fourteen (14) nor more than sixty (60) days before the meeting by email or other electronic means to those Members listed in a directory maintained by the Board of Directors. Persons explicitly consenting to receipt of notice by email or other electronics means may be excluded from personal and mailed notice as provided above. The Board of Directors or their designee shall perform periodic list maintenance, at least twice per year, of the directory.

Section 3. Member Quorum and Voting. Thirty percent (30%) of the total vote, which could be cast at any annual or special meeting, in person or by proxy, shall constitute a quorum at any meeting of the Members. After a quorum has been established at a meeting of the Members, the subsequent withdrawal of Members, which reduces the number of votes at the meeting below the number required for a quorum, shall not affect the validity of any action taken at a meeting or any adjournment thereof. The majority of votes cast shall decide each matter submitted to the Members at a meeting, except in cases where a larger vote is required. Notwithstanding the quorum requirement stated herein, the election of Directors may be held at any annual meeting or special meeting called for this purpose, provided at least twenty percent (20%) of the total vote which could be cast is represented in person or by proxy.

Section 4. Voting of Members. Each Member shall be entitled to one (1) vote on each matter submitted for voting at a meeting of the Members.

A Member may vote either in person or by proxy executed in writing by the Member or his duly authorized attorney-in-fact.

Section 5. Action by Members Without a Meeting. Any action required by law, these bylaws, or the Articles of Incorporation of this Association that must be taken at any meeting may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting which all Members entitled to vote thereon were present and voted.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these bylaws, and the Florida General Association Act concerning corporate action that must be authorized or approved by the Members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Association shall be controlled by the Directors.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of no less than three (3) and no more than five (5) Directors. At the first annual meeting of the Association after the adoption of these bylaws, the candidate receiving the highest number of votes from the vote tally totals shall be elected to serve a three (3) year term; the candidate receiving the second-highest number of votes shall be elected to serve a two (2) year term; and, the candidate receiving the third highest number of votes shall be elected to serve a one (1) year term. After that, any Directors elected to the Board shall serve three (3) year terms. Directors may be elected for consecutive terms. Each Director shall be a Member of the Association. The number of Directors may be increased or decreased from time to time by amendment to the bylaws and the Articles of Incorporation.

Section 3. Election. Directors of the Association shall be elected as follows and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified. At least sixty (60) days before a scheduled election, the Association shall mail, or hand-deliver, whether by separate Association mailing or included in another Association mailing (including regularly published newsletters), and may also email deliver via the directory maintained by the Directors, a first notice of the date of the election to each Member entitled to vote. Any Member or other eligible person desiring to be a candidate for the Board of Directors shall give written notice to the Association of their self-nomination not less than forty (40) days before the scheduled election. If furnished to the Association by a self-nominated Director candidate not less than thirty-five (35) days prior to the election, the Association shall include a one-sided candidate information sheet, not larger than 8-½ inches by 11 inches, with the mailing of the second notice of election. The Association is not responsible for the content of the candidate information sheet. At least fifteen (15) days before and not more than thirty-four (34) days prior to the election

meeting, the Association shall mail or hand-deliver, and email, a second notice of the Membership meeting to all Members entitled to vote, together with all timely-provided candidate information sheets and a written ballot which shall list alphabetically by surname all Director candidates who timely provided written notice to the Association. The Association shall pay the costs of mailing and copying the candidate information sheets.

(a) Additional written ballots will be available for Members attending the meeting in person (which includes virtual attendance). A member who needs assistance in voting due to blindness, disability, or inability to read or write may obtain assistance, but no Member shall permit another person to cast his or her ballot, and any such improperly cast ballot shall be deemed invalid.

(b) Should timely nominations exceed the number of vacancies to fill, the election shall be by secret ballot. The nominees receiving the greatest number of votes cast shall be elected. Voting shall be non-cumulative. In the event of a tie vote, there shall be a runoff election as required by law. No election shall be necessary if the number of candidates is less than or equal to the number of vacancies. In such a case, the candidates shall automatically be elected, and their names announced at the annual Members' meeting. This amendment intends to require this Association's election process to mimic the requirements of Florida condominium association elections, including all balloting requirements as specified in state law and by applicable administrative rule.

(c) There shall be no quorum requirement for an election of Directors; however, at least twenty percent (20%) of the eligible voters must cast a ballot to have a valid election.

(d) There shall be no nominations from the floor on the election date.

(e) Notwithstanding any mailing and/or paper balloting requirements contained herein, under Florida Condominium law or applicable administrative rules, the Association may implement electronic voting pursuant to the requirements of Chapter 720.317, Florida Statutes.

Section 4. Meetings.

(a) The Board of Directors shall hold an organizational meeting immediately following each annual meeting of Members. Additionally, regular quarterly meetings of the Directors shall be held as specified by the Directors.

(b) Special meeting of the Directors may be called at any time by the President, or if the President is absent or is unable or refuses to act, by the Vice-President, or by any two (2) Members of the Board.

(c) Notice of regular or special Director meetings or adjourned meetings shall be by notice posted in a conspicuous place within the Subdivision at least forty-eight (48) hours prior to the date of the meeting. In addition, notice may also be provided by

to an increase in the number of Directors must be filled by election at an annual or special meeting called for that purpose.

Section 7. Removal.

(a) At a regular meeting of Members or at any special meeting called for such purpose or by written recall, any Director or Directors may be removed from office, with or without cause, by majority vote of all Members.

(b) The Members may elect new Directors for the same unexpired terms of Directors removed from office at the same meeting at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, such terms shall be considered vacancies to be filled by the remaining Directors as provided in Article II, Section 6 above.

ARTICLE III. OFFICERS

Section 1. Officers. The Officers of this Association (“Officers”) shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Directors at its meeting following the annual meeting of Members of this Association. Officers shall serve until their successors are chosen and qualify. Other Officers and assistant Officers may be deemed necessary may be elected or appointed by the Directors from time to time. The same person may hold any two (2) of the four (4) offices listed above. The failure to elect a president, vice-president, secretary, or treasurer shall not affect the existence of this Association.

Section 2. Duties. The Officers of this Association shall have the following duties:

The President shall be the Chief Executive Officer, shall have general and active management of the business and affairs of the Association subject to the specifications of the Directors, and shall preside at all meetings of the Board of Directors.

The Vice-President shall have the same powers as the President when the President is unable to be present or serve and such other powers as the President and the Directors prescribe from time to time.

The Secretary shall have custody of, and maintain, all the corporate records except financial records; shall record the minutes of all meetings of the Members, send all notices of the meetings out, and perform such other duties as may be prescribed by the Directors or the President. The Secretary will also ensure that meeting minutes are posted on the Association’s website (with subsequent email notification to Members) and sent out via U.S. mail or in person to accommodate Members without email addresses or who have requested a copy.

The Treasurer shall have custody of, and maintain, all the corporate funds and financial records, shall keep complete and accurate accounts of receipts of Members, and

email or other electronic means. Except for special assessments or when otherwise required by law, neither the occurrence nor the purposes of business transactions at any such meeting need be specified in the notice. Attendance of a Director at a meeting shall constitute a waiver of notice and a waiver of all objections to the place, time, and manner of calling the same, except where the Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(d) Members may participate in Board of Director meetings by means of a conference telephone, similar communication equipment, or online forum (such as Zoom, Skype, or GoToMeeting) by which all persons participating can hear each other at the same time and participate, which shall constitute presence in person at a meeting.

Section 5. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. If less than a quorum is present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting, from time to time, until a quorum is present. In the event vacancies exist on the Board of Directors, Other than vacancies created by the removal of a Director or Directors by the Members, the remaining Directors, although less than a quorum, may elect a successor or successors for the unexpired term or terms by majority vote.

Section 6. Vacancies.

(a) A vacancy in the Board of Directors shall exist on the happening of any of the following events:

- (1) A Director dies, resigns, or is removed from office;
- (2) The authorized number of Directors is increased without the simultaneous election of a Director or Directors to fill the newly authorized position;
- (3) The Members at any annual, regular, or special meeting at which Directors are to be elected, elect less than the number of Directors authorized to be elected at that meeting;
- (4) The Directors declare a Director position vacant if the Director in question has been adjudicated of unsound mind, has been convicted of a felony or who, within thirty (30) days after notice of their election to the Board of Directors, neither accepts the office in writing nor attends a meeting of the Directors.

(b) A vacancy in the Board of Directors, except a vacancy occurring by the removal of a Director, may be filled by the vote of a majority of the remaining Directors, even though less than a quorum is present. Each Director so elected shall hold office for the unexpired term of their predecessor in office. Any Directorship that is to be filled due

shall perform such other duties as may be prescribed by the Directors or the President. The Treasurer will also ensure that monthly financial statements are posted on the Association's website.

Section 3. Removal of Officers. Any Officer elected or appointed may be removed by the Board of Directors when the Directors determine it to be in the best interest of the Association.

Any vacancy, however occurring, in any office may be filled by the Board of Directors.

Removal of any Officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an Officer shall not of itself create contract rights.

ARTICLE IV. COMMITTEES

Section 1. Appointment and Removal. In addition to the standing Architectural Control Committee required by the Declaration, the Board of Directors may by resolution create Committees and may invest in such Committees such powers and responsibilities as the Board shall deem advisable. The Board may with or without cause remove Committee Members. The Board shall appoint the Chairperson for each Committee.

Section 2. Meetings and Minutes. The Architectural Control Committee shall meet during the first or second week of each month and as required by the Chairperson or the Board. All other Committees shall meet as required by the Chairperson or the Board. All Committees shall keep minutes of their meetings. Minutes shall be provided to the Secretary and shall be maintained as an official record of the Association.

Section 3. Term of Office. Each member of a Committee shall continue as such until the next annual Membership meeting and until his or her successor is appointed unless the Committee is terminated sooner or the member is removed from the Committee, the Member resigns, or unless such Member shall cease to qualify as a Member of the Association.

Section 4. Number and Quorum. Committees shall be comprised of not less than three (3) Committee Members. A simple majority of the Committee shall constitute a quorum. The act of a majority of the Committee Members present at a Committee meeting at which a quorum is present shall be the act of the Committee.

Section 5. Scope and Rules. Each Committee shall abide by the scope and stated purpose of the Committee as defined by the Board of Directors and Declaration, and may adopt rules for its operation not inconsistent with these Bylaws, the Declaration and with rules adopted by the Board of Directors.

Section 6. Reports and Action. Every Committee shall make reports when requested by Board of Directors or the President. A Committee may not take action on behalf of the Association unless provided in the Declaration or upon a Board resolution specifically empowering the Committee to take such action.

Section 7. Vacancies. Vacancy in the members of any Committee may be filled by the Board of Directors or President, as applicable, in the same manner as provided in the case of original appointments.

ARTICLE V. 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 (2019). Alternatively, the words “Corporate Seal” or “Seal” may serve as the seal of the Association.

ARTICLE VI. AMENDMENT

These bylaws may be repealed or amended, and new bylaws may be adopted by a vote of no less than a majority of the Members.