

After recording return to:
Rainbow Springs Property Owners
Association, Inc.
11486 Corporate Blvd., Suite 130
Orlando, Florida 32817

**CERTIFICATE OF RECORDING AMENDED AND RESTATED BY-LAWS OF
RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC., AND SECOND
AMENDMENT TO RESTATED ARTICLES OF INCORPORATION OF RAINBOW SPRINGS
PROPERTY OWNERS ASSOCIATION, INC.**

WE HEREBY CERTIFY that the attached true and correct copy of the Amended and Restated By-Laws, and the Second Amendment to the Restated Articles of Incorporation, of Rainbow Springs Property Owners Association, Inc. and , initially recorded as exhibits to the Restated Declaration of Covenants, Conditions, Restrictions and Easements for Rainbow Springs in Official Records Book 6605, Page 277, et. seq., of the Public Records of Marion County, Florida, as amended, was duly adopted in the manner provided in such By-Laws, by approval of the Board of Directors, at a Board meeting held on December 15, 2023.

IN WITNESS WHEREOF, we have affixed our hands this 21st day of November, 2023, in Marion County, Florida.

Signed, sealed, and delivered in our presence:

WITNESSES

**RAINBOW SPRINGS PROPERTY OWNERS
ASSOCIATION, INC.**

By: Aida L. Hernandez
Name: Aida L. Hernandez

Mary Camara Stone
Mary Stone, its President

By: Philip Hernandez
Name: Philip Hernandez

Brad Potts
Brad Potts, its Secretary

Appeared by
means of:

☒ Physical
Presence
☐ Online Svc

STATE OF FLORIDA)
)
COUNTY OF MARION)

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this 21 day of NOV, 2023, by Mary Stone and Brad Potts, as President and Secretary, respectively, of Rainbow Springs Property Owners Association, Inc., who are personally known to me or have produced as identification her current and valid Driver's License(s) or the following government issued photographic identification:

FLORIDA DRIVERS LICENSES

My Commission Expires



PHILIP HERNANDEZ
Commission # GG 969995
Expires May 29, 2024
Bonded Thru Budget Notary Services

BY: Philip Hernandez
Notary Public, State of Florida, At Large

**AMENDED AND RESTATED BY LAWS OF
RAINBOW SPRINGS PROPERTY OWNERS' ASSOCIATION, INC.**
(Substantial Rewording. See governing documents for former text)

**ARTICLE I
DEFINITIONS**

As used herein terms and words shall have the meaning stated in the Restated Declaration of Covenants, Conditions, Restrictions and Easements for Rainbow Springs, recorded in the official records of Marion County, Florida, as amended and/or restated from time to time (the "Declaration").

The "Articles" shall refer to the Restated Articles of Incorporation of Rainbow Springs Property Owners Association, Inc., recorded in the official records of Marion County, Florida, as amended and/or restated from time to time.

The "Bylaws" shall refer to these Amended and Restated By-Laws of Rainbow Springs Property Owners Association, Inc., as amended and/or restated from time to time.

**ARTICLE II
LOCATION**

Section 1. The principal office of the Association shall be located at 19330 SW 83rd Place Rd., Dunnellon, FL 34432.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership of the Association is as set forth in this Article and the Declaration.

Section 2. The rights, but not the obligations, of membership are subject to the payment of Annual and Special Assessments as provided by Article VI of the Declaration.

Section 3. Voting rights of Members are as provided in Article IV of the Articles and the Declaration.

**ARTICLE IV
MEETINGS OF MEMBERS**

Section 1. The regular Annual Members' Meeting shall be held in January of each year at such time and place as shall be determined by the Association Board of Directors (the "Board"). The purpose of the Annual Members' Meeting shall be to hear reports of the officers, elect members of the Board and an architectural control board ("ACB") member (when appropriate pursuant to the Articles and Declaration) and transact any other business authorized to be transacted at such annual Members' Meeting. All Members who are not delinquent in payment of any monetary obligation, or in violation of any nonmonetary obligation, to the Association, or who have not been notified of their failure to comply with such obligations, are eligible to vote and to serve on the Board or ACB, except as otherwise

provided under Florida law. A member may vote for themselves. Members have the right to vote in person at the meeting by ballot, or by limited proxy, the sole purpose of which proxy shall be to delegate the member's right to vote to another member, by mail or Association approved electronic voting system (if the member has provided written consent to use such a voting system) before the meeting. If a specific member is not named as the proxyholder for the voting member, the Secretary of the Association will act as proxy on the voting member's behalf. Any proxy holder may appoint, in writing, a substitute to act on their behalf. A proxy or ballot shall be revocable at any time at the pleasure of the member executing the proxy or ballot, until it has been submitted to the Association, after which such proxy or ballot may be revoked only once, during the meeting before the balloting has been closed, for the purpose of submitting a different ballot or proxy. No Second Notice described in subsection c) hereof is required, and no election meeting is required, if the number of vacancies equals or exceeds the number of eligible candidates who have timely submitted notice of their intent to run.

For the election of Board members, which elections shall be held during the Annual Members' Meeting, the following procedure shall be followed:

- a) The First Notice of the Annual Members' Meeting and Election will be posted on the Association's communication website and on community bulletin boards (in the common areas that contain such bulletin boards) not less than 60 days before the Annual Member's Meeting.
- b) A Notice of Intent to Run form and Candidate Information Sheets, which will be provided to the members along with the First Notice of the Annual Members' Meeting and Election, must be received by the Association within twenty one (21) days after the First Notice described in subsection a) is posted. The Candidate Information Sheet may not exceed one 8.5 x 11 inch sheet of paper. The Association shall not be liable for the contents of any information sheets prepared and supplied by the candidates. This procedure shall be the only method of nominations to run for the Board or ACB. Eligible candidates' names will be printed on the ballot, indicating whether each has stated an intent to serve on the Board or ACB. Anyone who fails to comply with this procedure will not be listed on the ballot and is not a Candidate. No nominations for candidacy will be taken during the Election Meeting. A vote for anyone not listed on the ballot will invalidate that vote, but will not invalidate the ballot.
- c) The Second Notice of the Annual Members' Meeting shall provide the agenda for the meeting, the official election ballot containing the names of eligible Board and ACB candidates, all candidate information sheets which have been timely received by the Association, a pre-addressed envelope for members to return ballots to the Association, and such other information the Board deems appropriate. This Second Notice shall be mailed, via USPS or electronically if member has consented to such electronic notices by written document, to all members at the mailing address or email address, as applicable, as listed on the Official Records of the Association, not less than fourteen (14) days before the date of the Annual Members' Meeting. This notice shall also state that a limited proxy form is available via the Association website or electronic portal, or will be made available to each member requesting a limited proxy form at no charge to the requestor. Proof of mailing this Notice must be given by Affidavit of Mailing.

- d) Any member attending the meeting in person will have the opportunity to vote by ballot. If a member submits more than one ballot, neither ballot shall be valid.
- e) Members may only vote for the number of candidates corresponding to the number of vacant positions, as specified on the ballot. If a member votes for more than the specified number of candidates for Board membership, the member's vote for such Board members on the ballot is void and shall not be counted toward the election of Board members, but shall be counted toward a quorum and toward the election of an ACB member. Any ballot which votes for less than the number of vacant positions, including a ballot which does not contain or count toward any vote pursuant to these Bylaws or the Articles, shall nevertheless count toward a quorum.
- f) All proxies and ballots must be dated and signed, and must include the owner's membership address or block and lot for those without a numbered address or as required by FL Statute 720.
- g) No officer, board member, or ACB member of the Association shall handle the proxies or ballots. The Association may contract with a certified public accountant, or allow its present Association Management firm, to collect and count all proxies and/or ballots at the meeting and report the election results to the Association Board of Directors. Neither Association directors, ACB members, nor the onsite Association Manager will be involved in counting the proxies and/or ballots; however, the Association Manager may verify the envelopes, as compared to the roster of eligible voters, in advance of the Annual Members' Meeting or other election meeting. The certified public accountant or Association Management firm shall be able to determine questions within their jurisdiction. Any election dispute between a member and the Association shall be submitted to mandatory binding arbitration or mediation and court action, as provided in Chapter 720 of the Florida Statutes. Such proceedings shall be conducted in the manner provided by the Florida Statutes and if applicable, the procedural rules adopted by the division.
- h) Notwithstanding any other requirement set forth herein, in accordance with Sections 617.0721 and 617.0820, Florida Statutes, as both are amended from time to time, any meeting including without limitation annual meetings, elections, and Board meetings, may, at the discretion of the Board, be held in full or in part on an electronic platform, such as, by way of example only and not limitation, Zoom, so long as Members are provided an opportunity to observe and participate in such meeting as otherwise set forth herein and as required by Chapter 720 of the Florida Statutes. At any such meeting in which an election of one (1) or more Directors is to take place, the Board may require absentee ballots only to be cast in accordance with Section 720.306, Florida Statutes. The Association may conduct elections and all other membership votes through an Internet-based online voting system if a member consents, in writing, to online voting and all other requirements of if the other requirements of Chapter 720 of the Florida Statutes are met.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote 20% of all the votes of the entire membership. Notice may be given to the members

personally, electronically if such member has submitted written consent to receive electronic notices, by posting on the Association communication website and common area bulletin boards, or by sending a copy of the notice through the mail, postage thereof fully paid, to the mailing address appearing on the records of the Association. Each member shall register his address with the Association Manager, and notices of meetings may be mailed to such address. Any meeting, regular or special, shall be noticed at least fourteen (14) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Declaration, notice of such meetings shall be given or sent as therein provided.

ARTICLE V BOARD OF DIRECTORS

Section 1. The directors of the Association shall be elected at the January Annual Members' Meeting as specified herein. The election of directors shall be decided by plurality of the votes cast by eligible voters. Each Director will be elected to a two (2) year term, with staggered terms of four (4) members each. No director may serve more than four (4) consecutive years without a one (1) calendar year absence from the board before the beginning of the board member's new term. This term limitation shall end a board member's term at any Annual Members' Meeting held at least forty six (46) calendar months after the board member was first seated on the board, and shall apply unless no other eligible candidates have provided their notice of intent to be board members for that election. This Section shall apply to all board members serving on the Board during a term which begins in or after January 2024.

Section 2. Any director may be removed from the board at any time with or without cause by the affirmative vote of a majority the Association membership, except that the directors elected by the Declarant may be removed only by the Declarant and except that the directors named in the Articles may not be removed until the expiration of their terms. Any vacancy on the Board, unless filled via recall ballot, may be filled as decided by the Board among either: (a) a new election, or (b) the vote of a majority of the remaining directors.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the Annual Members' Meeting, provided the majority of the members of the Board elected are present. Any action taken at such meeting shall be by a majority of the members of the Board. If the majority of the members of the Board elected are not present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty days after the Annual Members' Meeting upon three (3) days notice in writing to each member of the Board elected, stating the time, place and purpose or purposes thereof.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Marion County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. Notice shall be given of all meetings pursuant to the By-Laws, except that Florida Statutes Chapter 720 shall prevail regarding such notice in the event of a conflict with these By-Laws.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two members of the Board and may be held at any place or places within Marion County, Florida and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two members of the Board to each member of the Board not less than forty eight (48) hours prior to the meeting by mail or by email to those members who have agreed to accept notices via email, or the calendar day before the meeting if notice is provided by telephone or in person. Notice of meetings will be posted for the membership as per Florida Statutes. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the directors.

ARTICLE VI OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The Board of Directors shall elect one President. The President shall preside at all meetings of the members of the Association and of the Board of Directors. The President shall have the general powers and duties of supervision and management of the Association which usually pertain to such office, and shall perform all such duties as are properly required of the President by the Board of Directors.

Section 3. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. The Board of Directors shall elect or appoint one Secretary. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notice of such meetings are required by law or in these By-Laws. The Secretary shall keep the minutes of the meetings of the membership and the Board of Directors.

Section 5. The Board of Directors shall elect or appoint one Treasurer. The Treasurer shall have the care and custody of all the monies and securities of the Association. Books of the Association shall be kept by this officer for the purpose of maintaining full and accurate accounts of all monies received and paid on account of the Association. The Treasurer shall sign such instruments when a signature is required and shall perform all such duties as usually pertain to this office or as are properly required by the Board of Directors.

Section 6. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

ARTICLE VII BOOKS AND PAPERS

The books, records and papers of the Association shall be subject to the inspection of any member of the Association as outlined in Chapter 720 of the Florida Statutes at a time and on a date provided by the Association during reasonable business hours, following the receipt by the Association of a statutorily compliant records inspection request. All requests for inspection of records shall be submitted to the Association at its offices by registered mail, return receipt requested, using the appropriate form, and shall be subject to any policies adopted by the Board of Directors pertaining to the frequency, time, location, notice, records to be inspected, and manner of inspections, regarding such inspections. Copies of records will be provided pursuant to the costs and procedures defined in Florida Statutes. Notwithstanding this paragraph, by way of illustration and not by way of limitation, the following records are not accessible to members or parcel owners:

- a) Any record protected by attorney-client privilege as described in FS 90.502 and any record protected by the work-product privilege, including but limited to, any record prepared by an association attorney or prepared at the attorney's express direction which reflects a mental impression, conclusion, litigation strategy, or legal theory of the attorney or the association and which was prepared exclusively for criminal or civil litigation or imminent adversarial administrative proceedings until the conclusion of the litigation or administrative proceedings.
- b) Information obtained by an association in connection with approval of a lease, sale or other transfer of a parcel.
- c) Personnel records of the association's employees, including but not limited to, disciplinary, payroll, health and insurance records.
- d) Medical records of parcel owners or community residents.
- e) Social security numbers, driver's license numbers, credit card numbers, electronic mailing addresses, telephone numbers, emergency contact information, any addresses for a parcel owner other than as provided for association notice requirements, and other personal identifying information of any person, excluding the person's name, parcel designation, mailing address, and property address.
- f) Any electronic security measure that is used by the association to safeguard data, including passwords.
- g) The software and operating system used by the association which allows manipulation of data, even if the owner owns a copy of the same software used by the association. The data is part of the official records of the association.
- h) Any other record which is not accessible to members or parcel owners pursuant to section 720.303(5) Florida Statutes, as it may be amended from time to time.

ARTICLE VIII COMMITTEES

The Association may appoint an ACB, as provided in the Declaration. One ACB member shall be elected pursuant to the same procedures, including without limitation excess votes, staggered terms, and term limits, as applicable to Board members and described in Article IV, Section I hereof. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association Annual and Special Assessments.

ARTICLE X INDEMNIFICATION

The Association shall indemnify and hold harmless each director and officer of the Association, and all members of committees of the Association, from any liability, loss claim, action or suit, including but not limited to attorneys' fees and costs arising from or by virtue of any action, except willful or gross malfeasance or misfeasance, taken or failure to take any action relative to their service as such director or officer.

ARTICLE XI AMENDMENTS

Section 1. These By-Laws may be amended, by a vote of two thirds (2/3) of the Board of Directors; provided, however, the provisions which are governed by the Articles may not be amended except as provided in the Articles or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration.

Section 2. In case of any conflict between the Articles and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XII FINING PROCEDURE

In addition to all other remedies, the Association may levy reasonable fines against any Member, Member's tenant, guest or invitee and may suspend, for a reasonable period of time, the rights of the Member, or the Member's tenant, guest or invitee, to use the common areas and facilities or to vote at Member Meetings, for violation of any provision of the Association's governing documents or Chapter 720, Florida Statutes, including without limitation any provision of the Declaration, Articles, By-laws, Rules and Regulations. The Association shall follow the procedures set forth in Section 720.305, Florida Statutes, as amended from time to time, in levying fines or suspending use or voting rights, and the Board

of Directors may adopt policies and procedures consistent with the requirements of Chapter 720, Florida Statutes and the Association's governing documents.

**ADOPTED AMENDMENTS TO RESTATED ARTICLES OF INCORPORATION OF
RAINBOW SPRINGS PROPERTY OWNERS ASSOCIATION, INC.**

(additions are indicated by underlining, deletions are indicated by ~~striketrough~~, and omitted but unaltered provisions are indicated by ellipses)

Article V of the Restated Articles of Incorporation is hereby amended as follows:

**ARTICLE V
MEETINGS OF MEMBERS**

The By-Laws of the Association shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting. A quorum for transaction of business at any meeting of the members shall exist if twenty percent (20%) of the total number of members in good standing shall be present at the meeting, in person or by virtue of having submitted a ballot~~proxy~~. If the required quorum is not present, another meeting ~~may~~shall be called and the required quorum shall be ten percent (10%) of the members in good standing present at the meeting, in person or by virtue of having submitted a ballot~~proxy~~, provided however, that so long as the Declarant has a right to a majority of the votes to be cast at a meeting, only the Declarant need be present at a meeting for the election of directors.

Article VII, Section 3 of the Restated Articles of Incorporation is hereby amended as follows:

**ARTICLE VII
DIRECTORS**

. . .

Section 3. Election of Members of Board of Directors. Directors shall be elected by the members of the Association at the annual meeting of the membership as provided herein and by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association ~~residing in the Rainbow Springs development or~~ shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to directors elected by the Declarant.

. . .