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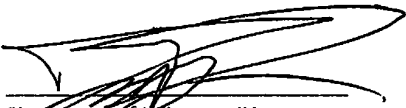
CERTIFICATE OF AMENDMENT REFLECTING THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE SHADOW RUN HOME OWNER'S ASSOCIATION, INC. AND OF THE AMENDED AND RESTATED BYLAWS OF SHADOW RUN HOMEOWNERS' ASSOCIATION, INC.

This is to certify that the Amended and Restated Articles of Incorporation of The Shadow Run Home Owner's Association, Inc. and Amended and Restated Bylaws of Shadow Run Homeowners' Association, Inc. attached hereto were approved by the membership during a duly noticed membership meeting originally convened on May 16, 2022, and then reconvened on July 20, 2022. The original Articles of Incorporation of The Shadow Run Home Owner's Association, Inc. and the original Bylaws of Shadow Run Homeowner's Association, Inc. were recorded as an exhibit to the Revitalized Declaration of Protective Covenants and Restrictions Shadow Run - Unit one and Unit Two, beginning at Official Record Book 21444, Page 3-82, Public Records of Hillsborough County, Florida, and as they have been subsequently amended.

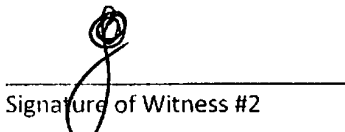
IN WITNESS WHEREOF, SHADOW RUN HOMEOWNERS' ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 20 day of July 2022.

SHADOW RUN HOMEOWNERS' ASSOCIATION, INC.

By: Lee Alexander, President
Lee Alexander, President


Signature of Witness #1

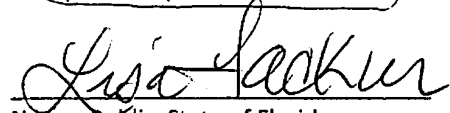
DAVID TSANG
Printed Name of Witness #1

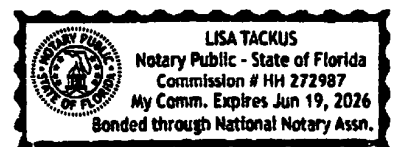

Signature of Witness #2

Etienne Nortje
Printed Name of Witness #2

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of July 2022 by Lee Alexander, as President, by means of physical presence, who is personally known to me or provided _____ as identification.


Notary Public, State of Florida
Commission No:
My Commission Expires:



**ADOPTED AMENDED AND RESTATED BYLAWS OF THE
SHADOW RUN HOMEOWNERS' ASSOCIATION, INC.**

These Amended and Restated Bylaws supersede and replace in their entirety the original Bylaws which were recorded as Exhibit "D" to the Revitalized Declaration of Protective Covenants and Restrictions Shadow Run – Unit One and Unit Two in Official Records Book 21444, Page 3, of the Public Records of Hillsborough County, Florida, and as they may have been subsequently amended.

**ARTICLE I
MEMBERS**

Section 1. All of the owners of real estate parcels in Shadow Run Unit One and Unit Two as recorded in Hillsborough County Florida PLAT book 46, Page 24 and PLAT book 47, page 47, shall be members in this corporation. Upon recording of a deed or other instrument establishing a change of record title to a parcel in the development, the new owner designated by said instrument, shall become a member of the corporation and the membership of the prior owner shall be thereby terminated.

Section 2. The owner or owners of each individual parcel shall be entitled to one (1) vote per parcel in the affairs of the corporation and such vote shall be exercised in the manner set forth herein.

Section 3. No other person or legal entity may be a member of the corporation or vote on its affairs.

**ARTICLE II
MEMBERS' MEETINGS**

Section 1. The annual meeting of the members shall be held every year during the months of March or April at a location or in a manner as determined by the Board of Directors. At such meeting the members shall elect Directors to serve until the next annual meeting of members, or until their successors should be duly elected and qualified, and for such other business as may be authorized to be transacted by the members.

Section 2. A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors. It shall be the duty of the Directors or President to call such a meeting whenever so requested by members holding twenty-five (25%) percent or more of the voting rights of the corporation. Such meeting will be held at a location or in a manner as determined by the Board of Directors.

Section 3. Notice of the time and place of all annual and special meetings shall be mailed by the President or Secretary to each member not less than fourteen (14) days prior to the date of said meeting, to the address of said member as it appears upon the books of the corporation or electronically transmitted to those owners that consent to receive notice in such manner. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail. If electronically transmitted, such notice shall be deemed to be properly given when the email is sent to the address provided by such owner. Proof of such mailing shall be given by the affidavit of the person giving the notice. Additionally, written notice of such meeting shall be posted conspicuously on the property at least 14 days prior to the date of said meeting.

Section 4. The President shall preside at all annual or special meetings of the members.

Section 5. The presence, in person or by proxy, at the meeting of members entitled to cast thirty percent (30%) of the total voting interests of the Association shall constitute a quorum for any action except as otherwise provided in the Association's Governing Documents. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at this meeting shall have power to adjourn the meeting to another specific date and time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present, in person or by proxy. Unless otherwise provided in the Association's Governing Documents, decisions shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

Section 6. If a Lot is owned by more than one person, any one of the joint owners shall be entitled to vote on behalf of the unit, unless the owners attempt to cast conflicting votes, in which case, the vote of the Lot shall not be counted. If a Lot is owned by a corporation, the person entitled to cast the vote for the Lot shall be designated by a certificate signed by the President or Vice President and filed with the Secretary of the Association. As to any other legal entity which owns a Lot, the voting certificate must be executed by a person with the authority to execute legal instruments on behalf of such entity. Those certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot concerned. A certificate designating the person entitled to cast the vote for a Lot may be revoked by a person who has the right to execute such certificate. If a certificate designating the person entitled to cast the vote for a Lot is not on file and such certificate is required by these Bylaws, the vote of the Lot shall not be counted towards a quorum or for any other purpose. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. A proxy is not valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the homeowner who executes it.

Section 7. In the event that: (1) governmental directives caution and/or limit the gathering of people; (2) the Board determines that meeting in person may jeopardize the health, safety or welfare of attendees at such meeting; or (3) the Board otherwise determines a membership meeting held through electronic means is desirable, the Board may conduct such membership meeting through electronic means so long as each Member has the ability to participate in the meeting as required by law. If such meeting is to be conducted in this manner, instructions for participation and attendance at the meeting must be included in the meeting notice or otherwise made available in a timely manner to each member upon request, prior to the membership meeting.

Section 8. The order of business at all meetings of the corporation, where applicable, shall be as follows:

- A. Call to order, Calling of the roll and certifying of proxies.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading and disposal of any unapproved Minutes.
- D. Reports of Officers.
- E. Reports of committees.
- F. Election of inspectors of election.
- G. Election of Directors.
- H. Unfinished business.

- I. New Business.
- J. Adjournment.

Section 9. The affairs of the corporation proceedings shall be conducted in accordance with Robert's Rules of Order, when not otherwise in conflict with the Articles of Incorporation and By-Laws of the corporation, or with the Statutes of the State of Florida.

ARTICLE III MEETINGS AND ELECTION OF DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by a Board of Directors who shall be elected by the members. Said Board of Directors shall consist of not less than three (3) persons nor more than nine (9). The exact number of Directors is to be set by the Board of Directors. A Director of the Shadow Run Homeowners' Association, Inc. may not serve concurrently as a Director of the Shadow Run Dam Corporation.

Section 2. Directors shall be elected annually by the members at the annual meeting, pursuant to the procedure outlined below, and said Directors shall serve until the next annual meeting or until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided. The procedure for nominations and elections is as follows:

(a) Nominations for election to the Board of Directors shall be made by a Notice of Intent to run for the Board which is to be submitted by any interested candidates by the deadline set by the Association's Board of Directors at least thirty (30) days prior to the annual meeting. A letter will be sent to all Members at least forty-five (45) days prior to the election, with a Notice of Intent form, giving them at least fifteen (15) days within which to nominate themselves. All Notices of Intent, and any information sheets the candidates wish to submit, must be received by the Association by the deadline established when the notices are sent out, which is to be approximately thirty (30) days prior to the annual meeting. If a Notice of Intent form is not received by the Association by the deadline, the Member is not eligible to be a candidate for the Board during such year.

(b) Upon request of a candidate, the Association shall include in the mailing to the owners an information sheet with wording which may describe the candidate's background, education, and qualifications as well as other factors deemed relevant by the candidate. The information contained therein shall not exceed one side of the sheet which shall be no larger than 8 1/2 inches by 11 inches. This information sheet must be furnished to the Association by the deadline established in order to be included in the mailing. The Association will have no liability or responsibility with regard to the contents of any information sheets prepared by the candidates.

(c) All votes for electing the Board of Directors shall be made by secret ballot in accordance with the following procedure:

1. The ballot shall (a) describe the vacancies to be filled; and (b) set forth the names of those persons who have submitted a Notice of Intent to fill such vacancies. The written ballot shall list those persons that have submitted a Notice of Intent in alphabetical order by last name.

2. The annual meeting agenda, ballots and any candidate information sheets timely received by the Association shall be mailed or delivered to the

Members who are eligible to vote at least fourteen (14) days in advance of the date of the annual meeting or election.

3. Accompanying the ballot shall be an outer envelope addressed to the Association or other person authorized to receive the ballots on behalf of the Association and a smaller inner envelope in which the ballot shall be placed.

4. The exterior of the outer envelope shall have a space to write the name of the voter, the voter's address, and shall contain a signature space for the voter.

5. Once the ballot is filled out, the voter shall place the completed ballot in the inner smaller envelope and seal the envelope. The inner envelope shall be placed within the outer larger envelope, and the outer envelope shall then be sealed and signed by the voter. The voter shall also write their name and address on the outer envelope only.

6. Each inner envelope shall contain only one ballot, but if a person is entitled to cast more than one ballot, the separate inner envelopes required may be enclosed within a single outer envelope. The voter shall sign the exterior of the outer envelope in the space provided for such signature.

7. The envelope shall either be mailed or hand delivered to the association. For ballots mailed to the Association, Members must ensure that ballots are received by the Association prior to the time during the meeting that the Board announces that balloting is now closed. Upon receipt by the Association, no ballot may be rescinded or changed.

8. This procedure will be used in order to confirm the authority of the voter to cast the ballot, and to also preserve the secrecy of the ballot. The outer envelopes will be verified by checking the signature and address on the outer envelope against the list of qualified voters. The outer envelopes will be opened at the annual meeting and the ballots contained in the inner envelope will then be handled and counted so as to preserve the secrecy of the election process.

9. The Association shall have available at the meeting additional blank ballots for distribution to the eligible voters who have not cast their votes. Each ballot distributed at the meeting shall be placed in an inner and outer envelope in the manner provided above. There will be no nominations permitted from the floor at the annual meeting.

(d) If there are fewer candidates than vacancies to be filled, the candidates who have been nominated shall be automatically elected to fill vacancies, and the remaining vacancies shall be filled by appointment by the Board, including the new Board members who have automatically assumed a position on the Board.

(e) In the event of a tie vote, a runoff election shall be held with at least fourteen (14) days' written notice to the Members. The only candidates eligible for the runoff election to the board position are the runoff candidates who received the tie vote at the previous election. The notice shall inform the voters of the date scheduled for the runoff

election to occur, shall include a ballot conforming to the requirements set forth above, and shall include copies of any candidate information sheets previously submitted by those candidates to the Association.

Section 3. In the event of a vacancy occurring on the board of Directors for any reason whatsoever, the remaining Directors shall elect a person of legal age to serve as a Director for the unexpired portion of the term of the former Director.

Section 4. A Director may be removed from office with or without cause in the manner set forth within Chapter 720, *Florida Statutes*.

Section 5. No compensation shall be paid to Directors for their services as Directors. However, any director or member may be reimbursed for their actual expenses incurred provided that such expenses are approved in advance by the Board of Directors.

Section 6. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election.

Section 7. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings of the Board of Directors shall be given to each Director personally or by mail, telephone or Email, at least forty-eight (48) hours prior to the date and time of such meeting which notice shall state the time, place and purpose of the meeting.

Section 8. Special meetings of the board of directors may be called by the President or a majority of the Board of Directors on forty-eight (48) hours notice to each Director, given personally or by mail, telephone or Email, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting.

Section 9. Meetings of the Board of Directors shall be open to all members, and notices of meetings shall be posted in a conspicuous place on the Association property at least 48 hours in advance, except in an emergency. In the event that: (1) governmental directives caution and/or limit the gathering of people; (2) the Board determines that meeting in person may jeopardize the health, safety or welfare of attendees at such meeting; or (3) the Board otherwise determines a membership meeting held through electronic means is desirable, the Board may conduct such Board of Directors meeting through electronic means so long as each Member has the ability to participate in the meeting as required by law. If such meeting is to be conducted in this manner, instructions for participation and attendance at the meeting must be included in the meeting notice or otherwise made available in a timely manner to each member upon request, prior to the meeting. Written notice of any meeting at which non-emergency assessments, or at which amendment to rules regarding Lot use shall be proposed, discussed or approved, shall be mailed or delivered to the Members and posted conspicuously on the property not less than fourteen (14) days prior to the meeting. Evidence of compliance with this fourteen (14) day notice shall be made by affidavit executed by the person providing such notice and filed among the official records of the association. Notice of any meeting where regular assessments against Members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 10. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those

present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted at the next regular meeting. The President of the corporation shall act as chairman of the Board of Directors and shall be entitled to vote as a member of the Board of Directors on all questions arising before the Board of Directors.

ARTICLE IV POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have all powers vested in them under common law, and pursuant to the provisions of Chapters 617 and 720, Florida Statutes, as they may be amended from time to time, together with any powers granted to it pursuant to the terms of the Association's Governing Documents and any other applicable law. Such powers shall include but shall not be limited, the following:

- (a) To acquire, purchase, lease, sell or otherwise dispose of, manage, operate and maintain such land or personal property as shall be necessary or helpful and appropriate to the operation of Shadow Run including the purchase and sale of parcels.
- (b) To make and collect both annual and special dues and assessments from members for the purpose of operating and maintaining the corporation and for conducting its business.
- (c) The hiring and dismissal of any necessary personnel required to maintain and operate the corporation.
- (d) To make and enforce reasonable rules and regulations for the membership to insure and maintain the beauty, safety, harmony and property value within Shadow Run.
- (e) To receive, hold, manage and disburse all funds of the corporation, provided that no funds or assets of the corporation shall be paid or transferred to or for the benefit of any member, officer or director except as compensation for valuable services actually rendered to the corporation.
- (f) To act in the stead of, or perform as the Shadow Run Architectural Review Board as established by the Revitalized Declaration of Protective Covenants and Restrictions of Shadow Run as found in the Public Records of Hillsborough County, and as it may be amended; to conduct all business and do all thing necessary and allowable in the property performance of the functions of said Review Board; to enforce the decisions and regulations of the Board.
- (g) To contract, sue or be sued with respect to the exercises or non-exercise of its owners and duties. The Association may institute, maintain settle or appeal actions or hearings in its name on behalf of all members concerning matters of common interest. Nothing herein limits any statutory or common law right of lot owners to bring any action which may be otherwise available.

ARTICLE V OFFICERS

Section 1. The principal officers of the corporation shall be a President, a Secretary, and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Directors may

appoint such other officers as in their judgment may be necessary. The offices of the Secretary and Treasurer may be filled by the same person.

Section 2. The officers of the corporation shall be elected annually by the Board of Directors at the organizational board meeting of each new Board, and shall hold office until the next annual meeting of the Board of Directors or until their successors should be duly elected and qualified, except as herein provided.

Section 3. Upon an affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any special meeting of the board of Directors called for such purpose.

Section 4. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the corporation and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including but not limited to the power of appointed committees from among the members from time to time as may be necessary to assist in the conduct of the affairs of the corporation. In the absence of the President, the duties shall devolve upon the Secretary insofar as may be lawful, or upon such other temporary or permanent officer as may be designated by the Board of Directors.

Section 5. The Secretary shall issue notice of Directors' and members' meetings and shall attend and keep the Minutes of the same; shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal; shall attest with his/her signature and impress with the corporate seal all contracts or other documents required to be signed on behalf of the corporation, and shall perform all such other duties as are incident to his office.

Section 6. The Treasurer shall have the responsibility for corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. The Treasurer shall be responsible for the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may, from time to time, be designated by the Board of Directors.

Section 7. Any vacancy in any office may be filled by the Board of Directors at any regular or special meeting, which may elect a successor to the vacant office, who shall hold office for the balance of the unexpired term.

Section 8. A manager or management company may be authorized by the Board of Directors to perform certain duties and functions that would otherwise be the responsibility of the Secretary or Treasurer.

ARTICLE VI FINANCE

Section 1. The funds of the corporation shall be deposited in any bank, savings and loan or money market account in any state, as designated by the Board of Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time. Checks or bank withdrawals shall require the signature of two Officers of the Corporation.

Section 2. For accounting purposes, the corporation shall operate upon the fiscal year of May 1st through April 30th.

Section 3. The Board will discuss and adopt a proposed budget during a properly noticed Board meeting for subsequent consideration and approval by the membership. The proposed budget for the Association shall then be adopted by a majority of the voting interests present, in person or by proxy, at a duly noticed membership meeting provided a quorum has been attained. The budget shall contain estimates of the cost of operating and maintaining the Association. Said budget shall include but not be limited to:

- A. A projection of general expenses to be incurred in connection with the operation of the Association.
- B. A projection of expenses to be incurred in programs, projects, purchases or construction planned by the Association.
- C. A breakdown of proposed assessments to lot owners (not including special assessments.)

Copies of the proposed budget shall be transmitted to each member along with the membership meeting notice where such budget will be considered. During such budget meeting, the members present, in person or by proxy, may vote to make changes to the proposed budget previously provided to the membership. By submitting a proxy for such budget meeting, a member authorizes their proxy holder to vote in connection with any such changes. If a budget has not been approved by the membership for the accounting year by the start of said year, the budget and corresponding assessments in the amount of the last membership approved budget and assessments shall continue in force until changed by a board adopted budget that has also been membership approved as set forth above.

Section 4. As more fully provided in the Declaration, each member is obligated to pay to the Association all assessments as listed in the Declaration, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the Association may charge an administrative late fee, the assessment shall bear interest from the due date at the highest rate permitted by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, late fees, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment, provided however, in no event shall this interest rate exceed the maximum allowable by law. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE VII AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the members by a vote of sixty percent (60%) of the voting interests present and entitled to vote, in person or by proxy, provided at least a majority of the total voting interests have participated in the voting.

END OF ADOPTED AMENDED AND RESTATED BYLAWS