

**AMENDED AND RESTATED REVITALIZED BY-LAWS
OF
WINTER HAVEN CHRISTIAN CENTER, INC.**

The following amendment and restatement is a substantial rewording of the REVITALIZED BY-LAWS OF WINTER HAVEN CHRISTIAN CENTER attached to that certain CERTIFICATE OF EXECUTION AND APPROVAL OF REVITALIZED DECLARATION OF COVENANTS AND OTHER GOVERNING DOCUMENTS FOR WINTER HAVEN CHRISTIAN CENTER, collectively referred as the “Revitalized Declaration”. Please see the REVITALIZED BY-LAWS OF WINTER HAVEN CHRISTIAN CENTER for current text.

Winter Haven Christian Center, Inc., dba Dove’s Rest, is a Florida corporation, hereinafter sometimes referred to as “Declarant” or “Association”.

ARTICLE I – CHARITABLE PURPOSES OF CORPORATION

This Corporation is organized and operated exclusively for the benefit of its members and no part of any net earnings shall be to the benefit of any member-stockholder, director, or officer.

ARTICLE II - OFFICES

The principal office of Winter Haven Christian Center, Inc., d/b/a Dove’s Rest shall be established and maintained at 4925 Cypress Gardens Road, Lot 130, Winter Haven, County of Polk, State of Florida.

ARTICLE III – STOCKHOLDERS

1. QUALIFICATIONS OF STOCKHOLDERS.

No person other than the owner of a unit located in the Corporation’s subdivision known as “Dove’s Rest”, and additions thereto, located in the S ½ of the NE ¼ of the SE ¼ of Section 1, Township 29 South, Range 26 East, Polk County, Florida, shall be a stockholder of this Corporation.

2. TIME FOR PURCHASE OF STOCK

Every person owning a unit within the Corporation’s aforesaid Polk County subdivision shall, after becoming an owner of such unit, be entitled to become a stockholder of this Corporation. Such owner shall remain a stockholder of the Corporation as long as they own a unit located within said subdivision.

3. VOTING OF SHARES

Each unit owner has one voting right. Should a share of stock be owned by more than one person, such persons owning such share of stock shall select one of their number to vote such stock. Only one vote per household.

4. MEETINGS

The annual meeting of the stockholders of this Corporation shall be held on the first Monday in March of each year, or at such other time and place as may be designated by the Board of Directors of the Corporation. Business transacted at the annual meeting shall include the election of Directors of the Corporation and all other matters properly before the Board. Reports must include overall subdivision status, past year's budget expenditures and next year's goals.

5. SPECIAL MEETINGS

Special meetings of the stockholders shall be held when directed by the president or the Board of Directors, or when requested in writing by the stockholders of not less than 10 % of all the shares entitled to vote at the meeting. A special meeting requested by stockholders shall be called for a date no less than fourteen (14) nor more than sixty (60) days after the request is made unless the stockholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary unless the President, Board of Directors, or stockholders requesting the meeting shall designate another person to do so.

6. NOTICE

Written notice to each stockholder entitled to vote stating the place, day and hour of the meeting and, 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. Any stockholder may waive notice of any meeting, either before, during or after the meeting.

7. QUORUM

Every stockholder, or their duly authorized attorney-in-fact, entitled to vote at a meeting of stockholders, or to express consent or dissent without a meeting, may authorize another person to act for them by proxy, except for the election of members of the Board of Directors. The stockholder or their attorney-in-fact must sign proxy. No Proxy shall be valid after the expiration of ninety (90) days from the date thereof.

ARTICLE IV – DIRECTORS

1. BOARD OF DIRECTORS

The business of the Corporation shall be managed and its corporate powers exercised by a Board of seven (7) Directors. It shall be necessary for Directors to be Stockholders. Directors shall not be related by blood or marriage.

2. ELECTION AND TERM OF DIRECTORS

Directors shall be elected for a three-year term at the annual meeting of Stockholders and each Director elected shall hold office until their successor has been elected and qualified, or until their prior resignation or removal. Directors' terms shall be staggered.

3. VACANCIES

If the office of any Director becomes vacant, the nominee from the last annual election receiving the highest number of votes but not elected, shall be appointed to the Board to serve the remaining balance of that director. In the event that a tie vote exists, the Board shall appoint either person to the office. If the office of any member of a committee or other office becomes vacant, the Directors, by a majority vote, may appoint any qualified person to fill such vacancy.

4. REMOVAL OF DIRECTORS

Any Director may be removed with cause by vote of a majority of all of the stockholders and entitled to vote at a special meeting of stockholders called for that purpose.

5. NEWLY CRESTED DIRECTORSHIPS

The number of Directors may be increased by amendment of these By Laws, by the affirmative vote of two-thirds (2/3) of the stockholders present and voting at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

6. RESIGNATION

A Director may resign at any time by giving written notice to the Board, to the President or to the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt thereof by the Board of such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

Board members may attend a meeting in person, by telephone or videoconference. A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting, which shall be so adjourned.

8. PLACE AND TIME OF BOARD MEETINGS

The Board shall hold its meeting at the office of the Corporation or at a designated and declared location and time within the subdivision.

9. NOTICE OF MEETINGS OF THE BOARD

Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three-day notice to each Director, either delivered personally, or mailed, or electronically. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting or who attends the meeting without protesting, and prior thereto or at its commencement, the lack of notice to them.

10. REGULAR ANNUAL ORGANIZATIONAL BOARD MEETING

An annual organizational meeting of the Board shall be held immediately following the annual meeting of stockholders.

11. EXECUTIVE AND OTHER COMMITTEES

The Board, by resolution, may designate two or more of its members to any committee.

12. COMPENSATION

No compensation shall be paid to Directors for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore as determined by the Board of Directors.

ARTICLE V – OFFICERS

1. OFFICERS, ELECTION AND TERM

- a) The Board may elect or appoint a Chairman, a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as are needed who shall have such duties and powers as hereinafter provided.
- b) Each corporate officer shall be a stockholder of the corporation and the owner of a unit located within the Corporation's subdivision, and shall be elected or appointed to hold office until the next annual meeting of stockholders and the successors have been elected or appointed and qualified.
- c) A board member may hold only one appointed office.
- d) A board member may not be a paid staff employee of the corporation or directly related to the employee by blood or marriage.

2. DUTIES

The officers of the Corporation shall have the following duties:

The President shall be the chief executive officer of the Corporation. The President shall have general and overall management of the business and affairs of the Corporation, subject to the directions of the Board of the Directors, and shall preside at all meetings of the stockholders and Board of Directors.

The Vice President shall act in the absence of the President.

The Secretary shall have responsibility to maintain the corporate records except the financial records. The Secretary shall record the minutes of meetings of the stockholders and Board of Directors, and shall send notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall have responsibility of corporate funds and financial records. The Treasurer shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of stockholders and whenever else required by the Board of Directors or the President.

The Directors may require any officer to give security for the faithful performance of their duties. If bond is required, the corporation will pay the fee for the bond.

3. REMOVAL OF OFFICERS

An officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

ARTICLE VI - STOCK CERTIFICATES

1. **ISSUANCE**
Every holder of a share in this Corporation shall be entitled to have a certificate representing the share to which they are entitled.
2. **LIMITATION ON SHAREHOLDER'S RIGHT TO PLEDGE STOCK**
No person may pledge or hypothecate any shares of stock in the Corporation except to the Corporation.
3. **FORM**
Certificates representing shares in this Corporation shall be signed by the President or Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of this Corporation or a facsimile thereof.
4. **LIFETIME TRANSFER OF STOCK**
Any person selling or otherwise transferring their unit located in the Corporation's subdivision described in Section 1 of ARTICLE III of these By-Laws shall, contemporaneously with such sale or transfer, endorse their stock back into the treasury of the Corporation. Should such stockholder fail or refuse to transfer such stock to the Corporation, it shall cause such stock to be cancelled of record on the books of the Corporation.
5. **LOST, STOLEN OR DESTROYED CERTIFICATES**
If any person entitled to be a stockholder shall claim to have lost or destroyed a certificate of shares issued by the Corporation, a new certificate shall be issued upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed, and at the discretion of the Board of Directors, upon the deposit of a bond or other indemnity in such amount and with such sureties, if any, as the Board may reasonably require.

ARTICLE VII - BOOKS AND RECORDS

1. **BOOKS AND RECORDS**
This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its stockholders, Board of Directors and committees of Directors.

This Corporation shall keep at its registered office or principal place of business a record of its stockholders, giving the names and addresses of all stockholders and the number of the shares held by each.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form. They may be requested by a stockholder according to FL Statute 720.303 and available for inspection within 10 working days of the request.
2. **STOCKHOLDER'S INSPECTION RIGHTS**
Any person who shall have been a holder of record of a share or corporate stock at least six months immediately preceding their written demand stating the purpose thereof, shall have the right to examine, in person or by their agent or attorney, at any reasonable time for any

proper purpose, its relevant books and records of accounts, minutes, and records of stockholders and to make extracts there from.

3. FINANCIAL INFORMATION

Within 90 days after the close of each fiscal year, this Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.

Upon the written request of any stockholder of the Corporation, the Corporation shall deliver to such stockholder a copy of the most recent such balance sheet and profit and loss statement.

The balance sheets and profit and loss statements shall be filed in the registered office of the Corporation, shall be kept for a least seven years, and shall be subject to inspection during business hours by any stockholder or holder of voting trust certificates, in person or by agent.

ARTICLE VIII - PROHIBITION AGAINST PAYMENT OF DIVIDEND

No dividends will be paid to or accrue to the benefit of any Stockholder of the Corporation, nor shall any Stockholder under any circumstances receive any profit as a result of their ownership of such stock.

ARTICLE IX - CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "CORPORATE SEAL, FLORIDA" The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be facsimile, engraved or printed.

ARTICLE X – EXECUTION

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by the President (or, in his absence, by a Vice President) or such Officer or Officers or other person or persons as the Board may from time to time designate.

ARTICLE XI - FISCAL YEAR

The fiscal year shall begin the first of January in each year.

ARTICLE XII – NOTICE AND WAIVER OF NOTICE

Whenever any notice is required by the By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the post office box in a sealed postage-paid wrapper, addressed to the person entitled thereto at his last known address, and such notice shall be deemed to have been given on the day of such mailing.

An electronic notice to unit owners whose e-mail addresses are included in the association's official records and have a signed WHCC Electronical Communication Disclosure Authorization Form are valid unless a unit owner waives in writing the right to receive notice of the annual

meeting, the notice of the annual meeting must be sent by mail, hand delivered, or electronically transmitted to each unit owner.

Whenever any notice is required to be given under the provisions of the law, or under the provisions of the Certificate of Incorporation of the Corporation, or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIII - CONSTRUCTION

Whenever a conflict arises between the language of this By-Laws and the Certificate of Incorporation, the Certificate of Incorporation shall govern.

ARTICLE XIV - CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of the stockholders, Directors and committees may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the proceedings of the stockholders, Directors or committees as the case may be.

ARTICLE XV – AMENDMENTS

These By-Laws may be amended or repealed and by-laws added at any Annual Meeting of the Stockholders. Any amendment, change, or addition must be presented at the Town Meeting or any Special Meeting and must have an affirmative vote of two-thirds (2/3) of all present and voting stockholders of the corporation, including proxy and absentee votes in order to be placed on the agenda of the annual meeting. Exact wording of the proposed amendment(s) shall be sent to all stockholders at least fourteen (14) days prior to the meeting to allow for consideration of changes and a response. Amendments will require an affirmative vote of two-thirds (2/3) of all present and voting members in the corporation, including proxy and absentee votes, for ratification of such amendments.

ARTICLE XVI - COMMON EXPENSES

Each unit owner shall be liable for an equal share, per lot, of common expenses as set forth in the Declaration of Covenants, Conditions and Restrictions or other governing documents of the Corporation.

ARTICLE XVII - PROCEDURES FOR ENSURING COMPLIANCE OF DOVE'S REST SUBDIVISION RULES

The corporation, through its Board of Directors, shall have the authority to assess fines against the stockholder of the property at which a violation or violations of the Dove's Rest Subdivision Rules is found to exist. The authority shall extend to individuals who are found in violation of the said Rules.

The authority to assess fines to cause compliance with the Rules is for the purpose of upkeep of the subdivision for preserving the value of each stockholder in the community.

If a stockholder, including board members and/or a subdivision employee, observes a violation (or repeat violations) of the Dove's Rest Subdivision Rules, or a member of the Board of Directors receives a signed complaint form listing a violation(s) of the subdivision rules, the Subdivision Manager shall be informed in writing. The Subdivision Manager shall determine if any action is needed. If the Subdivision Manager's decision is to pursue the matter further, the following shall apply:

1. The Subdivision Manager shall contact the resident who committed the violation and remind the person of the rule(s) violated. The manager shall also inform the stockholder of the correction or remedy for the violated rule(s) and give the owner a reasonable timeline to remedy the matter in writing. The Subdivision Manager shall also state that continued rules infractions, or failure to remedy the above infraction may result in further action. The Subdivision Manager shall note in their records the date of the above conversation/correspondence to comply with the Dove's Rest Subdivision Rules and expectation for a timely compliance.
2. If the above violation/infraction(s) are not remedied, or the situation has not been corrected by the prescribed timeline, the Subdivision Manager shall inform the Board of Directors at their scheduled meeting of the rule(s) violated, the date and substance of the meeting/correspondence with the individual(s) involved, and that individual's failure to comply.
3. If tenants, leasing a home/RV or any other invitee occupying a home/RV are involved, the Subdivision Manager shall inform the stockholder by certified mail, of the violation(s), and that they are responsible for complying with the required corrections, including any charges for necessary work connected with remedying the violation and/or any fines assessed.
4. If after written notice, the violation is not remedied to the satisfaction of the Board of Directors, a reasonable fine or suspension may be levied, only in compliance with the provisions of Florida Statutes Section 720.305 "Obligation of Members", which is incorporated herein by reference, as it may be amended from time to time. The Board of Directors must provide a written notice to the violator, whether stockholder or occupant, of an opportunity to be heard, within 14 days, by a Compliance Committee* of not fewer than three (3) members which will determine, by majority, whether to affirm or reject the fine or suspension proposed to be levied by the Board. This meeting may be held in person, by phone or by video conference. If the fine or suspension is approved, the fine payment is due five (5) business days after the date of the Compliance Committee meeting at which the fine was approved. A fine may not exceed \$100 per violation (each day), or \$1000 in aggregate. The Dove's Rest Board of Directors may levy a fine of \$25 each day of a continuous violation up to \$1000 in aggregate. Should the violator come into compliance, the Board of Directors, in its sole discretion, reserves the right and ability to reduce or waive any fine.

*The committee appointed by the Board of Directors may not include officers, directors, or employees of Winter Haven Christian Center, Inc., and may not be related by blood or marriage to an officer, director or employee.

ARTICLE XVIII-MEMBERSHIP FEE

Beginning April 1, 2021, a Membership Fee shall be charged to each property purchased within Winter Haven Christian Center, Inc. Monies generated by the Membership Fee shall be used to address maintenance repair and replacement items as identified in the ongoing Winter Haven Christian Center Long Range Facilities Plan.

The Membership Fee shall be equal to the current year's sum of monthly membership dues plus monthly common water fund plus monthly reserve fund for capital projects; the sum then multiplied by 36. The Board of Directors has the right to change the multiplier annually. The applicable Membership Fee will be confirmed to the purchasing party in writing prior to the sale of a unit. The Membership Fee on a new property/unit purchase shall be paid to Winter Haven Christian Center, Inc. on or prior to the closing date for the property purchased. The stock certificate will be issued once the deed/title transfer is received by the corporation. The Membership Fee for stockholders purchasing an additional property/Lot shall be paid within (6) months after the closing on the additional property if a former property has not been sold. Monies collected shall be held in a separate line-item #4009 Reserve Fund account. Reserve fund monies may be invested but shall only be invested in CDs, savings accounts, savings bonds, money markets, or annuities which are underwritten and insured.

Two exceptions shall be granted to waive the Membership Fee.

Exception 1. New purchaser(s) who are birth, step and/or adopted children of the current Stockholder who is/are named on the property deed for that property lot, or children named in a legal will or trust shall be exempt from the Membership Fee.

Exception 2. A Stockholder purchasing an additional property who sells another property within six (6) months from the closing date of the additional property will be exempt from the Membership Fee. Additional properties purchased by a current Stockholder shall result in a Membership Fee if two lots or more are held longer than six months.

(These By-laws of Winter Haven Christian Center, Inc. were amended by the stockholders on March 2, 2026, at the Annual Meeting of Stockholders. The amendments were passed with an affirmative vote of 2/3 of those present and voting including absentee and proxy ballots.)