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when recorded return to:
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RECORDED IN OFFICIAL RECORDS
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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
SIMPLIFILE Receipt # 2808844

**CERTIFICATE OF ADOPTING AMENDED AND RESTATED BYLAWS FOR
THE OAKS AT WOODLAND PARK HOMEOWNERS ASSOCIATION, INC.**

This Certificate of Adopting Amended and Restated Bylaws for The Oaks at Woodland Park Homeowners Association, Inc. is made as of the 18th day of January 2022, by The Oaks at Woodland Park Homeowners Association, Inc., a Florida nonprofit corporation (the "Association").

WITNESSETH:

WHEREAS, the Association is governed by the Bylaws of The Oaks at Woodlands Park Homeowners Association, Inc. ("Bylaws"), as amended from time to time, without exclusion to the Association's other governing documents;

WHEREAS, Article XIII of the Bylaws provides that the Bylaws may be amended by a vote of a majority of a quorum of Members present in person or by proxy at a membership meeting;

WHEREAS, at a duly noticed meeting of the Association's members held on October 20, 2021 and adjourned to December 1, 2021, in accordance with the Association's governing documents, more than a majority of a quorum of members present voted to approve the Amended and Restated Bylaws of The Oaks at Woodland Park Homeowners Association, Inc. attached hereto as **Exhibit 1**;

NOW, THEREFORE, the Association hereby declares and certifies as follows:

1. The foregoing recitals are true and correct.
2. **Exhibit 1** attached hereto is a true and accurate copy of the Amended and Restated Bylaws of The Oaks at Woodland Park Homeowners Association, Inc. approved by the Association's members.
3. In the event that there is a conflict between the attached Amended and Restated Bylaws of The Oaks at Woodland Park Homeowners Association, Inc. and the original Bylaws, the Amended and Restated Bylaws of The Oaks at Woodland Park Homeowners Association, Inc. shall control.



4. All capitalized terms not defined herein or in the Amendments shall have the meaning set forth in the Bylaws or, if not defined therein, in accordance with the Declaration and Articles of Incorporation.

5. All provisions of the Bylaws are hereby ratified and shall be of full force and affect, except as specifically modified and amended by the Amended and Restated Bylaws of The Oaks at Woodland Park Homeowners Association, Inc.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand and seal as of the date first written above.

Witness 1:

Sign: KH

Print: Kenya Hamilton

Witness 2:

Sign: Janet R. Stephenson

Print: Janet R. Stephenson

**THE OAKS AT WOODLAND
HOMEOWNERS ASSOCIATION, INC.**

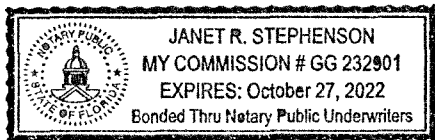
Sign: Karel Labberton

Print: Karel Labberton

Title: President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18th day of January, 2022 by Karel Labberton as President of the The Oaks at Woodland Homeowners Association, Inc., a Florida nonprofit corporation, on behalf of the corporation, who are personally known to me or have produced FL Drivers Lic. as identification.



Janet R. Stephenson
NOTARY PUBLIC
Print Name: Janet R. Stephenson
My Commission Expires: 10-27-2022

EXHIBIT 1

AMENDED AND RESTATED BYLAWS OF THE OAKS AT WOODLAND PARK HOMEOWNERS ASSOCIATION, INC.

*[Substantial Rewording of the Bylaws. See existing
Bylaws for present text.]*

ARTICLE 1 IDENTITY AND PURPOSE

These are the Bylaws of THE OAKS AT WOODLAND PARK HOMEOWNERS ASSOCIATION, INC. ("the 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 9, 1996. The Association has been organized for the purposes of administering the Declaration of Covenants, Conditions and Restrictions for The Oaks at Woodland Park, as recorded at OR Book 2870 Page 300, *et seq.*, of the official records of Sarasota County, Florida, as amended and supplemented from time to time ("the Declaration"), which is located in Sarasota County, Florida.

1.1 PRINCIPAL OFFICE. The principal office of the Association shall be located at 4301 32nd Street West Suite A-20, Bradenton, FL 34205. The Board of Directors of the Association may change the location or address of the principal office of the Association from time to time.

1.2 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 (1996). Alternatively, the words "Corporate Seal" or "Seal" may serve as the seal of the Association.

ARTICLE 2 DEFINITIONS

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.

ARTICLE 3 MEMBERSHIP

3.1 Eligibility. Any person or entity that holds title in fee simple to a lot in the Subdivision shall by virtue of such ownership, automatically be a member of the Association.

3.2 Change of Membership. Change of membership in the Association shall be established by recording a deed (or other instrument establishing a fee interest in any Lot in the Subdivisions) in the Public Records at which time the membership of the prior owner is terminated. The prior owner shall notify the Association of the proposed transfer of ownership. The new Owner shall furnish the Association with a certified copy of the deed (or other instrument) within thirty (30) days after transfer of ownership.

3.3 Restraint upon Assignment of Membership, Shares and Assets. The membership of an Owner, and the share of a Member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot.

ARTICLE 4 VOTING

4.1 Voting Rights. The Member or Members who are the record owners of each Lot in the subdivision shall be collectively entitled to one (1) vote for each such Lot. If a Member owns more than one Lot, the Member shall be entitled to one (1) vote for each Lot owned. A vote may not be divided.

4.2 Voting Procedure. All determination of requisite majorities and quorums for all purposes under the Declaration, the Articles of Incorporation and these Bylaws shall be made by reference to the number of Lots owned by Members entitled to vote. Decisions of the Association shall be made by a simple majority of votes cast by Members present or represented by proxy at a duly called meeting at which a quorum is present, providing that such votes represent at least 25 % (twenty five percent) of all Lots, unless a greater percentage is required by the Declaration, the Articles of Incorporation, or these Bylaws.

4.3 Designation of Voting Representative. The right to cast the vote attributable to each Lot shall be determined, established and limited pursuant to the provisions of this Article 4.3 as follows:

(a) Single Owner. If the Lot is owned by one (1) natural person, that person shall be entitled to cast the vote for the Lot.

(b) Multiple Owners. If a Lot is owned by more than one (1) person, either as co-tenants or joint tenants, the person entitled to cast the vote for the Lot shall be designated by a certificate signed by all of the record owners and filed with the Secretary of the Association.

(c) Life Estate with Remainder Interest. If a Lot is owned by a life tenant, with others owning the remainder interest, the life tenant shall be entitled to cast the vote for the Lot. If the life estate is owned by more than one person, the authority to vote shall be determined as herein otherwise provided for voting by persons owning a Lot in fee in the same manner as the life tenants own the life estate.

(d) Corporation or other Business Entity. If a Lot is owned by a corporation or other business entity, the officers, managers or employees thereof entitled to cast the vote for the Lot shall be designated by a certificate executed by an executive officer or manager of the corporation or business entity and filed with the secretary of the Association.

(e) Trustee. If a Lot is owned by a trustee or trustees, such trustee or trustees shall be entitled to cast the vote for the Lot. Multiple trustees may designate a single trustee, or a beneficiary entitled to possession, and a single trustee may likewise designate such beneficiary as the person entitled to cast the vote for the Lot by a certificate executed by all trustees and filed with the Secretary of the Association.

(f) Estate and Guardianship. If a Lot is subject to administration by a duly authorized and acting Personal Representative or Guardian of the property, then such Personal Representative or Guardian shall be entitled to cast the vote for such Lot upon filing with the Secretary of the Association a current certified copy of his Letters of Administration or Guardianship.

(g) Tenants by the Entirety. If a Lot is owned by spouses as tenants by the entirety, they may designate a voting Member in the same manner as other multiple owners. If no certificate designating a voting Member is on file with the Association, and only one (1) of the spouses is present at a meeting, that person may cast the vote for their Lot without the concurrence of the other owner. If both spouses are present, they may jointly cast the vote for their Lot, but if they are unable to agree on the manner of casting such vote, they shall lose their right to vote on such matter, although the Lot may still be counted for purposes of a quorum.

4.4 Voting Certificate. Whenever a certificate designating a voting representative is permitted or required, such certificate shall, once filed, be valid until revoked. In the absence of a valid certificate [except as provided in Article 4.3(g) regarding spouses owning as tenants by the entirety], a Lot shall not be counted in determining a quorum unless all owners required to execute such certificate are present, in person or by proxy, and such Lot owners shall lose their vote on any particular matter unless they concur on the manner in which the vote of the Lot is to be cast on that matter.

4.5 Approval or Disapproval of Matters. Whenever the decision of a Lot owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the vote of such owner if at an Association meeting, unless the joinder of record owners is specifically required by the Declaration or these Bylaws.

4.6 Proxies. Votes may be cast in person or by proxy. A proxy shall be in writing and signed by the designated voting representative, or the owner, if no voting representative has been designated. A proxy shall be valid only for the particular meeting designated in the proxy or any adjournment thereof, and must be filed with the Secretary of the Association before or at the appointed time of the meeting or any adjournments thereof. A properly executed and delivered proxy may be revoked by a writing delivered to the Secretary, prior to the appointed time of the meeting or any adjournments thereof, or by the attendance in person of the persons executing said

proxy at any meeting or adjournment thereof. In no event shall a proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given.

4.7 Method of Voting. Subject to the provisions of the Declaration or Chapter 720, Florida Statutes, voting may be by roll call, voice vote or by written ballot; provided, however, that whenever written approval is required by the Declaration or Chapter 720, Florida Statutes, or whenever any amendment to the Declaration is proposed, or when any borrowing of funds, pledge, or other disposition of common properties or assets is proposed, the voting shall be by written ballot. Routine matters such as approval of minutes, adjournment, acceptance of reports, parliamentary questions and social business may be determined by "yeas" and "nays;" provided, that any five voting Members, or the chairman, may require a roll call vote or vote by written ballot.

ARTICLE 5 MEMBERS' MEETINGS

5.1 Place. Meetings of the Association Members shall be held at such place in Sarasota County, Florida, as the Board of Directors may designate in the Notice of Meeting.

5.2 Annual Meeting. The annual meeting of the Members shall be held within thirteen (13) months of the last annual meeting on a date determined by the Board of Directors. The annual meeting shall be for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

5.3 Special Meetings. Special meetings of the Members shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from voting Members entitled to cast not fewer than twenty percent (20%) of the total number of votes.

5.4 Notice of Meetings. Notice of all meetings of the Members, stating the time, place and objects for which the meeting is called, shall be given by the President or Vice President or Secretary. All such notices shall be given in writing to each Member at his address, as it appears on the books of the Association, or as the Member may have otherwise directed in writing, and shall be mailed or delivered not fewer than fourteen (14) days nor more than sixty (60) days, prior to the date of the meeting. In addition, a notice of each meeting of the membership shall be posted at a conspicuous place within the subdivision at fourteen (14) continuous days prior to the meeting. The notice for any meeting at which assessments against Lot owners are to be considered shall contain a statement of the nature of such assessments and that such assessments will be considered. Proof of such mailing or delivery shall be given by affidavit of the person giving the notice.

5.5 Waiver of Notice. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such Member. A Member's attendance at a meeting shall be deemed a waiver by such Member of notice of the meeting unless the Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting also shall be deemed a

waiver of notice of all business transacted at the meeting unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

5.6 Quorum. A quorum shall exist when Members entitled to cast not fewer than one tenth (1/10) of all votes are present, either in person, by designated voting representative or by proxy.

5.7 Adjournment of Meetings. If the Association cannot hold a meeting because a quorum is not present, a majority of the Members who are present may adjourn the meeting to a time at least five (5) but not more than thirty (30) days from the date called for the original meeting. At the reconvened meeting, if the number required for a quorum is present, any business may be transacted which might have been transacted at the meeting originally called. If those in attendance at the original meeting do not fix a time and place for reconvening the meeting, or if for any reason a new date is fixed for reconvening the meeting after adjournment, the Association shall give the Members notice of the date, time and place for reconvening the meeting, as provided herein.

5.8 Order of Business. The order of business at annual meetings of the Members, and as far as practical at other meetings of the members, shall be:

- (a) Calling of the roll and certifying of the proxies.
- (b) Proof of notice of the meeting or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.
- (i) Announcements.
- (j) Adjournment.

ARTICLE 6 ELECTION OF DIRECTORS

6.1. Number of Directors and Terms of Offices. The affairs of the Association shall be managed by a Board of Directors consisting of no fewer than three (3) and no greater than five (5) Directors determined by vote of the members at the annual meeting. If the members do not vote to determine a number of Directors, the number of Directors shall continue as presently constituted. In order to provide for a continuity of experience, there shall be staggered terms of office for the Board. In the first election after the adoption of these Bylaws, staggered terms shall commenced as follows:

- 1) If the Board consists of of three (3) or four (4) Directors, two (2) candidates shall each be elected for a two (2) year term. The remaining candidate(s) shall serve a one (1) year term.
- 2) If the Board consists of of five (5) Directors, three (3) candidates shall each be elected

for a two (2) year term. The remaining two (2) candidates shall serve a one (1) year term.

Thereafter, each Director shall be elected for two (2) year terms ending at the annual election at which the Board successor is to be duly elected, or at such other times as may be provided by law. In the event of a vacancy, replacement Directors shall be appointed in the manner described in Section 6.4 and shall serve until the expiration of the appointed term.

6.2 Director Qualifications. Every Director shall be at least eighteen (18) years of age and shall be a Member, spouse of a Member or the designated voting representative for a Lot. A grantor of a trust described in Section 733.707(3), Florida Statutes, or a beneficiary [as defined in Section 737.303(4)(b), Florida Statutes] of a trust which holds title to a Lot shall be eligible to serve as a Director of the Association, provided that said trustee or beneficiary occupies the home. Only one (1) person from a Lot may serve on the Board at any given time.

6.3 Election of Directors. The election of Directors shall be held at the Annual Members Meeting, in the manner provided by law and as follows:

(a) Nominations. Nominations shall be allowed from the floor at the annual membership meeting. The Board of Directors may also appoint a nominating committee consisting of at least two (2) or more members of the Association for the purpose of recruiting capable candidates to submit their names for election and for recommending candidates for election by the Members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled, and shall submit such nominations to the Board of Directors before or at the annual meeting.

(b) Election. The election shall take place at the Annual Meeting. Ballots used to elect Directors shall include blanks for write-in candidates in an amount equal to the number of vacancies and shall include the name of any person nominated by the nominating committee prior to the mailing of the notice of the annual meeting and election. The Director candidates receiving the greatest number of votes cast shall be elected. Voting shall be non-cumulative. Tie votes shall be broken by agreement among the Director candidates who are tied, or absent such an agreement, by lot, such as the flipping of a coin by a neutral third party or the drawing of straws.

6.4 Vacancies. Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors and such appointees shall serve for the remainder of the unexpired term.

6.5 Removal. Any Director may be removed with or without cause by concurrence of a majority of the votes of members cast present or represented by proxy, representing at least 25% (twenty five) of all Lots of the Association at a special meeting of the members duly called for that purpose or by written recall in accordance with state law. Any vacancy in the Board so created shall be filled by the members of the Association at the same meeting unless otherwise provided by law.

ARTICLE 7
BOARD OF DIRECTORS

7.1 Authority. The Association shall be managed and governed by the Board Directors. Without limiting the generality of the preceding sentence, or any power vested in it by law, the Board of Directors shall have the power to:

(a) To employ, dismiss, control and contract for personnel and contractors for the administration of the Association, including but not limited to managers, maintenance personnel, attorneys, accountants and other professionals, by employment or contract, as the Board may determine.

(b) To create and disband such committees as the Board may from time to time determine as reasonably necessary or useful in and about the administration of the Association and to delegate such authority to such committees as may be reasonable in connection with their purpose, subject always to the provisions of the Declaration, Articles of Incorporation and Bylaws. All committees of the Association shall keep records and conduct meetings in the same manner, to the extent applicable, as is required of the Board of Directors.

(c) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

(d) To adopt budgets and make assessments, and to use and expend assessments and other receipts of the Association to carry out the powers and duties of the Association pursuant to the Declaration and these Bylaws.

(e) To grant easements where necessary for utilities and sewer facilities over the Common Area to serve the Association.

(f) To conduct, manage and control the affairs and business of the Association.

(g) To borrow money and to incur indebtedness for the purposes set forth in the Declaration subject to any limitations contained in the Articles of Incorporation, and to cause to be executed and delivered therefor, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges hypothecations or other evidences of debt and securities therefor.

(h) To contract for and pay fire, casualty, errors and omissions, blanket liability, the Owners, the Association, the Board of Directors and other interested parties, in accordance with the provisions of the Declaration covering and protecting against such damages or injuries as the Board deems advisable, which may include without limitation, medical expenses of persons injured on the Common Area and Easement Areas, and to bond the agents and employees of any management body, if deemed advisable by the Board. The Board shall review, not less frequently than annually, all insurance policies and bonds obtained by the Board on behalf of the Association.

(i) To impose fines and suspensions for a violation of the Declaration or Rules and Regulations, the Articles of Incorporation or these Bylaws.

(j) To enter into contracts for the operation, management, administration and maintenance of the Association and the Common Areas.

(k) To assess late fees and to charge interest for the late payment of assessments.

(l) Exercise all powers, duties, and authority of the Association, including those provided by Chapters 617 and 720, Florida Statutes, the Declarations, the Articles of Incorporation and these Bylaws, except those expressly requiring a vote of the Members.

7.2 Compensation. The Association shall not compensate a Director or Officer for acting as such. The Association may reimburse any Director or Officer for expenses incurred on the Association's behalf if approved by a majority of the other Directors. In addition, nothing herein shall prohibit the Association from compensating a Director or Officer for services or supplies he or she furnishes to the Association in a capacity other than as a Director pursuant to a contract or agreement with the Association. The foregoing also applies to any entity with which a Director or Officer is affiliated. The concerned Director shall abstain from voting in a matter in which the Director will obtain compensation.

7.3 Directors Meetings. Meetings of the Board of Directors shall be open to all members and shall be held in accordance with the following provisions:

(a) Organizational Meeting. The organizational meeting of a newly-elected Board of Directors shall be held immediately after the close of the Annual Meeting. The outgoing President shall preside at the organizational meeting until a successor is elected.

(b) Regular Meeting. Regular meetings of the Board of Directors shall be held not less frequently than annually and at such a time and place as shall be determined by the President or a majority of the members of the Board of Directors.

(c) Special Meeting. Special meetings of the Board of Directors may be called by the President (or, if he/she is absent or refused to act, by the Vice President) and shall be called by the Secretary at the written request by at least two (2) of the Directors.

(d) Notice of Board Meetings. Notice of all meetings of the Board shall be given to each Director, personally or by mail, telephone, fax or email, at least forty-eight (48) hours prior to the day and time named for such meeting, which notice shall state the date, time and place of the meeting. As to special Board meetings, the purpose of the meeting shall be included with the notice to Directors. A Director may waive notice of a meeting before or after a meeting. Except for emergency meetings, notice of a Board meeting shall be posted in a conspicuous place within the Subdivision at least forty-eight (48) hours in advance of the meeting. In lieu of notice of each regular Board meeting, the Board may post or publish a schedule of upcoming Board

meetings. The notice requirements hereof shall not apply to the organizational meeting of the Board nor in the event of an emergency, that is circumstances such that damage to persons or property or other material interests of the Association would occur by a delay of forty-eight (48) hours. Notice of any meeting at which assessments are to be established shall state that fact and the nature of the assessment.

(e) Special Notice of Certain Board Meetings. A nonemergency special assessment may not be levied at a Board meeting nor may any rule regarding the use of Lots in the Subdivision be adopted, amended, or revoked unless a written notice of the Board meeting is provided to all Members at least fourteen (14) days before the meeting, which notice includes a statement that a special assessment will be considered at the meeting and the nature of the special assessment or that a rule regarding Lot use will be considered at the meeting and the nature of that action.

(f) Quorum of Board. At all Board meetings, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the Board's decision, unless these Bylaws or the Declaration specifically provide otherwise. A meeting at which a quorum is initially present may continue, notwithstanding the withdrawal of Directors, if at least a majority of the required quorum for that meeting approves any action taken.

(g) Actions without Proper Notice. Transactions of any Board meeting, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (i) a quorum is present, and (ii) either before or after the meeting each Director not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

(h) Telephonic Participation. Members of the Board may participate in a Board meeting by means of telephone or other electronic means, through which all persons participating in the meeting can hear each other at the same time. Participation in this manner shall constitute presence at the meeting for all purposes. Participants attending by electronic means may vote by electronic transmission.

(i) Adjourned Meetings. If the Board cannot hold a meeting because a quorum is not present, a majority of the directors present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the date of the original meeting. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

(j) Presiding Officer. The presiding officer of Directors' meetings shall be the President. In the absence or disability of the President, the Vice-President shall exercise and perform the duties of the President. In the absence of both the President and Vice-President, the Directors present shall designate one of their number to preside.

(k) Vote. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election and removal of officers.

(l) Comments. Comments from the floor by Members who are not Directors may be invited and permitted by the President whenever the President deems it appropriate or by vote of the Board of Directors; either with respect to the subject matter being discussed or on other issues, and shall also be allowed when required by law.

(m) Meetings Open. Meetings of the Board of Directors shall be open to all Members.

(n) Minutes. Minutes of all meetings of the Members of the Association and of the Board must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon by each Director present at a Board meeting must be recorded in the minutes.

(o) Joinder in Meeting by Approval of Minutes. The joinder of a Director in the action of a meeting, by signing and concurring in the minutes thereof shall constitute the concurrence of such Director for the purpose of determining requisite majorities on any action taken and reflected in such minutes or to create a quorum. Directors may join in minutes under this section only after an open meeting, for the purposes herein provided.

ARTICLE 8 OFFICERS

8.1 Executive Officers. The executive officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors. Each executive officers of the Association shall be a Director of the Association. Any person may hold two or more offices, except that the President shall not also be the Secretary. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. Any officer may be peremptorily removed by vote of the Directors at any meeting.

8.2 President. The President shall be the chief executive officer of the Association, shall have all the powers and duties usually vested in the office of president of a homeowners association, including but not limited to the power to appoint advisory committees as the President may deem appropriate to assist in the conduct of the affairs of the Association. The President shall serve as chairperson at all Board and Membership meetings, except that the President may designate another person to serve as chairperson. The President shall see that all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

8.3 Vice President. The Vice President shall, in the absence of the President or during periods in which the President is unable to perform the duties of the office, perform the duties of President. If the President shall be removed or resign, die, become legally incompetent or be unable permanently to perform his/her duties as President, the Vice President shall succeed to the Presidency and a Vice President shall be elected by the Board of Directors. In addition, the Vice

President shall generally assist the President, and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

8.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and the Members and shall attend to the giving and serving of all notice to the Members and Directors, and other notices required by law and the governing documents. In addition, the Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association, as may be required by the Directors or the President. The Assistant Secretary, if such office is created, shall perform the duties of the Secretary, when the Secretary is absent.

8.5 Treasurer. The Treasurer shall be responsible for all property of the Association, including funds, securities, and evidence of indebtedness; shall ensure that the financial books of the Association are kept in accordance with good accounting practices; shall co-sign all checks and promissory notes; cause and annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall ensure that all financial records are kept in compliance with Florida Statutes; and shall perform all other duties incident to the office of Treasurer.

8.6 Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 9 INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Directors or officer is adjudged-guilty of willful and wanton misfeasance or malfeasance in the performance of his duties provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights-to which such Director or officer may be entitled.

ARTICLE 10 FINANCES

The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

10.1 Fiscal Year. The fiscal year of the Association shall be the calendar year or as designated by the Board of Directors.

10.2 Accounting. Receipts and expenditures of the Association shall be credited and charged to accounts under the following general classifications, as shall be appropriate, all of which expenditures shall be common expenses:

(a) Current Expenses. Current expenses shall include all receipts and expenditures to be made within the year for which the funds are budgeted and may include a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves. The balance in this fund at the end of each year shall be applied to reduce the regular assessment for current expenses for the succeeding year or to fund reserves. The current expense classification shall be detailed and shall include, but not be limited to, the following subclassifications where applicable:

- (i) Administration of the Association.
- (ii) Management fees.
- (iii) Maintenance.
- (iv) Insurance.
- (v) Security provisions.
- (vi) Operating capital.
- (vii) Contingency funds for advancement of special and service assessments.
- (viii) Other expenses.

(b) Reserves for Deferred Maintenance. Reserves for deferred maintenance shall include funds for maintenance items which occur less frequently than annually.

(c) Reserve for Capital Expenditures and Replacement. Reserves for capital expenditures and replacement shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

(d) Additional Accounts. The Board may establish additional accounts for specifically authorized improvements, or other categories consistent with accepted accounting practices.

10.3 Budget. The Board of Directors shall adopt an annual budget. A copy of the proposed budget shall be mailed to the owners not less than thirty (30) days prior to the date of the meeting at which the proposed budget is to be considered, although failure to provide a copy shall not affect the validity of adoption of the budget or assessments related to same. The annual budget shall be funded by as determined by the Board of Directors. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors or a special assessment may be levied as provided in the Declaration.

10.4 Depository. The funds of the Association may be kept in such bank or banks, savings and loan association or other federally insured depository or depositories as shall be designated from time to time by the Board of Directors. Withdrawal of funds from such accounts shall be only by electronic transfers approved by or checks or other appropriate instruments signed by such persons as are authorized by the Board of Directors.

10.5 Financial Report. A complete financial report of the actual, total receipts of assessments and other funds received by the Association, and an itemized listing of the expenditures made by the Association shall be made annually in the manner required by law, and a copy of the report shall be furnished to each member not later than sixty (60) days following the year for which the report is made.

10.6 Board of Directors Insurance. Fidelity bonds or proper liability insurance shall be required by the Board of Directors from all persons authorized to sign checks or otherwise disburse or withdraw Association funds. The bonds or liability insurance shall be determined by the Directors, shall protect the Association against theft or embezzlement of the maximum amount of funds held by the Association at any time and shall in no event be less than one-half of the total annual assessment. The premiums on such bonds shall be paid by the Association as a common expense.

ARTICLE 11 PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall guide the conduct of the Association and Directors' meeting when not in conflict with the Governing Documents or state law. A deviation from Robert's Rules of Order (latest edition) shall not invalidate an otherwise properly approved action.

ARTICLE 12 RECORDS

12.1 Inspection and Copying of Records. Any member wishing to inspect or make copies of the Official Records of the Association must submit a written request to the Secretary not less than ten (10) business days preceding the date upon which the inspection is to be made. The request must state which record or records are to be inspected, and must be signed and dated by the person requesting the inspection. The member making the inspection will be charged for the costs of the inspection, including the costs of supervising the inspection, and any copying costs.

12.2 Recording. Any Lot Owner may tape record or videotape meetings of the Board or Membership. Tape recording and videotaping of a meeting shall be in compliance with such reasonable rules as may be adopted, in writing, by the Board.

12.3 Member Information. Members are responsible for supplying to the Association all information necessary to maintain and keep current the records of the Association. The records of the Association shall include information required by Homeowners' Association Act and

records necessary for effective operation of the Association. Members shall reply to requests for information from the Association within thirty (30) days of receipt.

ARTICLE 13 AMENDMENTS

These Bylaws may be amended in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution adopting a proposed amendment must receive the affirmative vote of at least a majority of the Members of the Association who are present, in person or by proxy, at a duly called meeting for that purpose, provided that such votes represent at least 25% (twenty five percent) of all Lots.

(c) When an amendment has been so adopted, a copy of same shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Bylaws and referencing the Declaration by its original recording information. The certificate shall be executed by the officers of the Association with the formalities of a deed when such certificate and copy of amendment are recorded in the Public Records of Sarasota County, Florida.

ARTICLE 14 RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt, amend or rescind rules and regulations governing the operation and use of the property. Such rules and regulations may be rescinded at any duly called annual or special meeting of the members by the majority of the members present or represented by proxy, provided that the votes represent at least 25% (twenty five percent) of the Lots in the Association.

ARTICLE 15 CONSTRUCTION AND CAPTIONS

Wherever the context so permits, the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be deemed to include all genders. The captions herein are inserted only as a matter of convenience and for reference, and in no way define or limit the scope of these Bylaws or the intent of any provision hereof.

ARTICLE 16 DOCUMENT CONFLICT

If any irreconcilable conflict should exist, or hereafter arise, the documents shall take precedence and prevail in the following order: (1) Declaration; (2) Articles of Incorporation; (3) Bylaws; and (4) Rules and Regulations.