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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
DZERUK Receipt#610309

**CERTIFICATE OF AMENDMENT OF RECORDING FOR
OAK COURT ASSOCIATION, INC.**

THIS CERTIFICATE OF RECORDING is executed this 1 day of
April, 2005, by OAK COURT ASSOCIATION, INC., a Florida not-for-profit
Corporation (hereinafter "Association").

RECITALS

WHEREAS, Polo Club Associates, Inc., a Florida General Partnership
("Developer") established the community known as Oak Court by recording the
Declaration of Covenants and Restrictions for Oak Court ("Declaration"), which was
recorded on June 4, 1997 in Official Records, Book 2977, Page 1324 of the Public
Records of Sarasota County as amended from time to time; and,

WHEREAS, the Developer filed Articles of Incorporation with the Secretary of
State of Florida on January 31, 1997, which were recorded on June 4, 1997 in Official
Records, Book 2977, Page 1382 ("Articles of Incorporation"); and,

WHEREAS, the Developer prepared the Bylaws of Oak Court Association, Inc.,
attached as Exhibit "A," and provided copies to all purchasers of Lots within Oak Court,
but failed to record the Bylaws in the Public Records of Sarasota County, as required by
Florida Statutes Section 720.303(1).

NOW THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. All record owners were bound and continue to be bound by the Bylaws upon the purchase of each Lot within Oak Court.
3. Copies of the Bylaws were available to all record owners from the Association upon the purchase of each Lot within Oak Court.
4. Association hereby records the Bylaws to place owners on constructive notice of the restrictions and obligations therein and to comply with the statutory requirements for recording the Bylaws.

5. No revisions have been made to the original wording of the Bylaws, as drafted by the Developer and all record owners hereby remain subject to the restrictions and obligations set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 1 day of April, 2005.

WITNESSES:

OAK COURT ASSOCIATION,
INC., a Florida not-for-profit
Corporation

Diann Walling

Witness #1 Signature

DIANN WALLING

Witness #1 Print Name

[Signature]

President (signature)

[Signature]

Witness #2 Signature

DAVID L FULTON

Witness #2 Print Name

Diann Walling

Witness #1 Signature

DIANN WALLING

Witness #1 Print Name

[Signature]

Secretary (signature)

[Signature]

Witness #2 Signature

ROBERT P. ORTIZ

Witness #2 Print Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1 day of April, 2005, by Tom Murphy and Bruce Meyer, as President and Secretary, respectively, of OAK COURT ASSOCIATION, INC., a Florida not-for-profit Corporation, who are personally known to me or who have produced _____ as identification

Barbara J. Manning

Signature of Notary Public

BARBARA J. MANNING

Print Name of Notary Public

Barbara J. Manning
MY COMMISSION EXPIRES
January 29, 2007
#DD174024
Bonded thru
Troy Fain Insurance
NOTARY PUBLIC, STATE OF FLORIDA

BYLAWS

OF

OAK COURT ASSOCIATION, INC.

A corporation not for profit
under the laws of the State of Florida

1. Identity. These are the Bylaws of OAK COURT ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida (herein called the "Association") the Articles of Incorporation of which were filed in the office of the Secretary of State of Florida on _____, 19____. The Association has been organized pursuant to the Florida Statutes, for the purpose of administering, operating and managing Oak Court Subdivision, a Subdivision (herein the "Subdivision"), which is located upon certain lands in Sarasota County, Florida.

1.1 The office of the Association shall be at _____, Sarasota, Florida 342____.

1.2 The fiscal year of the Association shall be the calendar year.

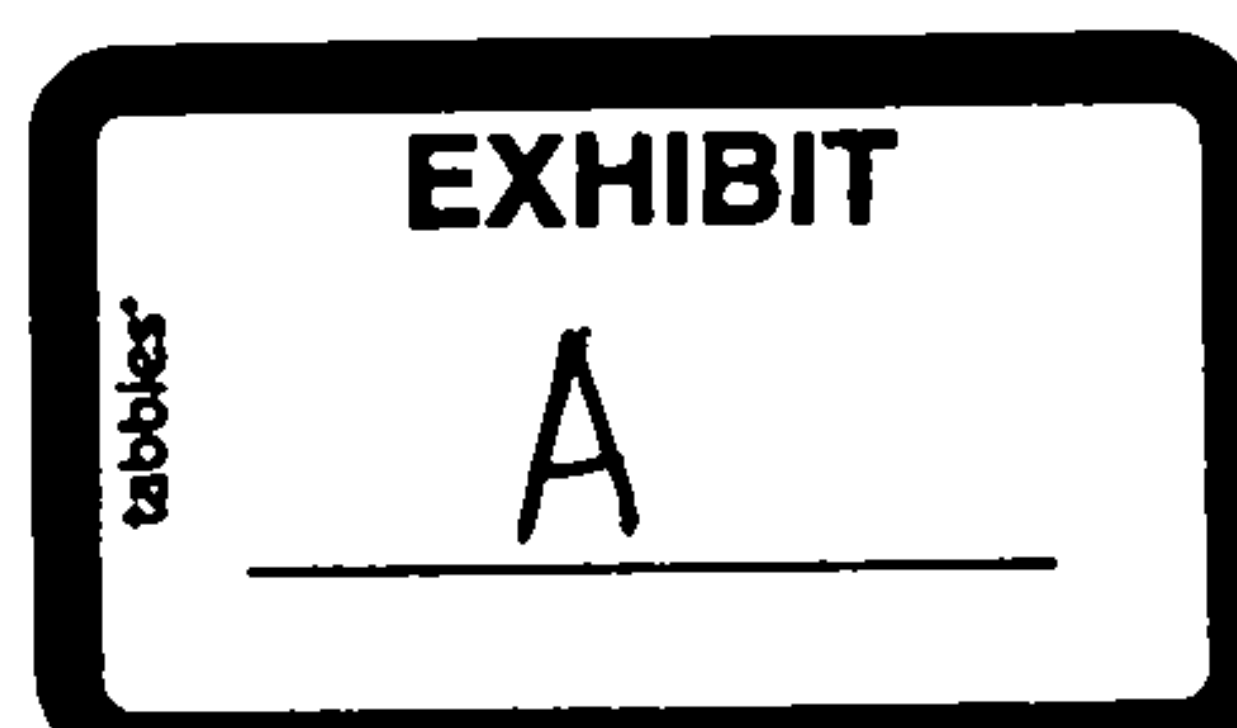
1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

2. Member's meetings.

2.1 The annual member's meeting shall be held at the office of the corporation or such other place as may be stated in the notice on a day and time during the month of February each year as set by the Board of Directors for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. The members shall meet at least once in each calendar year.

2.2 Special member's meetings 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 members entitled to cast ten percent (10%) of the votes of the entire membership. A special meeting of the lot owners to recall a member or members of the Board may be called by at least ten percent (10%) of the lot owners giving notice of the meeting as required for a meeting of lot owners, which notice must state the purpose of the meeting.

2.3 Notice of all member's meetings stating the time and place and the purposes for which the meeting is called shall be given by the President or Vice President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the association and shall be mailed not less than fourteen (14) days nor more than thirty (30) days prior to the date of the meeting. Proof of such meeting shall be given by the affidavit of the person giving the notice. The notice of the annual meeting of the members must be sent by mail to each lot owner and the post office certificate retained as proof of such mailing unless the particular lot owner has waived in writing the



right to receive the notice of the annual meeting by mail.

2.4 A quorum at members' meeting shall consist of a majority of the voting interest of the Association. All decisions at a members' meeting shall be made by a majority of the voting interest represented at a meeting at which a quorum is present, except when approval by a greater number of members is required by the Articles of Incorporation or these Bylaws.

2.5 Voting.

(a) In any meeting of members the owners of lots in the subdivision shall be entitled to cast one vote for each lot (voting interest), unless the decision to be made is elsewhere required to be determined in another manner.

(b) The vote of the owners of lots owned by more than one (1) person or by a corporation or other entity shall be cast by the person named in a certificate signed by all of the owners of the lot and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on file, the owner in attendance at the meeting shall cast the vote or if more than one owner is in attendance, the owner designated by those in attendance shall cast the vote.

2.6 Proxies. Votes may be cast in person or by proxy. Any person who has reached his majority may be named a proxy. A person named a proxy need not be a lot owner. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

2.7 Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.8 The order of business at annual members' meetings and as far as practical at other members' meetings, shall be:

- (a) Election of chairman of the meeting.
- (b) Calling of the roll and certifying of proxies.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading and disposal of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of committees.

- (g) Election of inspectors of election.
- (h) Election of directors.
- (i) Unfinished business.
- (j) New business.
- (k) Adjournment.

2.9 Waiver of Notice. The members may waive notice of any specific members' meeting in writing or orally before or after any meeting. The members may also act by written agreement without meeting.

3. Directors. The initial board of directors shall be three members.

3.1 Board of Administration. The affairs of the Association shall be managed by a Board of Directors.

3.2 Number and Term. The Board of Directors shall consist of not less than three nor more than five directors. When the members elect their first Board of Directors the number of Directors shall be three.

The term of each director shall be two years. When the members first elect their directors, the two directors receiving the highest number of votes will be elected for two-year terms and the one director elected with the least number of votes will be elected for a one-year term. After the initial election of directors, all directors shall be elected for two-year terms.

3.3 Election of directors shall be conducted in the following manner:

(a) Election of directors shall be held at the annual members' meeting.

(b) A nominating committee of five (5) members shall be appointed by the Board of Directors not less than sixty (60) days prior to the annual members' meeting. The committee shall nominate one person for each director then serving whose term is expiring. Nominations may be made from the floor.

(c) The election shall be by a ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast; each person voting shall be entitled to cast his vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) 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.

(e) Any director may be removed with or without cause by the vote or agreement in writing by a majority of all lot owners. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

3.4 The organization meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected.

3.5 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 shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

3.6 Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third of the directors. Notice of special meetings shall be given personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting.

3.7 Directors Meetings Open. All meetings of the Board of Directors shall be open to all lot owners.

3.8 Meeting to Adopt Annual Budget. The members must be given written notice of the time and place of the meeting at which the Board of Directors will consider the annual budget. A copy of the proposed annual budget of common expenses and proposed annual budget of common expenses and proposed assessments must be mailed to the members not less than fourteen (14) days prior to such meeting, together with the written notice of such meeting. The meeting shall be open to the lot owners.

3.9 Waiver of Notice. Any director may waive the notice of a meeting to which he is entitled before or after the meeting and such waiver shall be deemed equivalent to the giving of notice to such director.

3.10 A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Articles of Incorporation or these Bylaws.

3.11 Adjourned Meetings. 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 until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

3.12 Joinder in Meeting by Approval of Minutes. A director may

join in the action of a meeting by signing and concurring in the minutes of that meeting but such concurrence may not be used for the purpose of determining a quorum.

3.13 The presiding officer of directors' meeting shall be the President. In the absence of the presiding officer the directors present shall designate one of their number to preside.

3.14 The order of business at directors' meetings shall be:

- (a) Calling of roll.
- (b) Proof of due notice of meeting.
- (c) Reading of and disposal of any unapproved minutes.
- (d) Reports of officers and committees.
- (e) Election of officers.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

3.15 Compensation. Neither Directors nor officers shall receive compensation for their services as such.

4. Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under the Declaration of Covenants and Restrictions, Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by lot owners when such is specifically required. The Association shall have all of the powers and duties necessary to enforce and administer the Declaration of Covenants and Restrictions, as it may be amended from time to time, including but not limited to the powers as set forth in the Articles of Incorporation and these Bylaws.

5. Officers.

5.1 The executive officers of the Association shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and shall serve at the pleasure of the Board of Directors. Any person may hold two or more offices, except that the President shall not be also 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.

5.2 The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in

the office of President of an Association, including but not limited to the power to appoint committees from among members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

5.3 The Vice President in the absence or disability of the President shall exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Director.

5.4 The Secretary shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He 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 and as may be required by the directors or the President. The Assistant Secretary shall perform the duties of the secretary when the Secretary is absent.

5.5 The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

5.6 The compensation, if any, of all employees of the Association shall be fixed by the Directors. The provision against compensation for Directors and officers shall not preclude the employing of a Director or officer as an employee of the Association, nor preclude the contracting with a Director for the enforcing of the Declaration of Covenants and Restrictions.

5.7 All officers serve at the pleasure of the Board of Directors. Any officer may be removed by a vote of not less than a majority of the Directors, at a special meeting called for that purpose.

6. Fiscal Management. The provisions for fiscal management of the Association set forth in the Declaration of Covenants and Restrictions and Articles of Incorporation shall be supplemented by the following provisions:

6.1 Annual Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the anticipated current common operating expenses and unpaid operating expense previously incurred and to provide and maintain funds for the maintenance reserves according to good accounting practices.

6.2 Assessments. Assessments against the members for their proportionate shares of the annual budget shall be made by the Board of Directors quarterly in advance on or before the 15th day of the last month preceding the calendar quarter for which the assessments are made. Such assessments shall be due and payable on first day of the calendar quarter for which they are made. If a quarterly assessment is not made as required,

an assessment shall be presumed to have been made in the amount of the last prior assessment. In the event the quarterly assessment proves to be insufficient, the assessment may be amended at any time by the Board of Directors if the assessments for the year to date do not exceed the annual budget for that year. Any assessments that do exceed such limitation shall be subject to the majority approval of the membership of the Association. The unpaid portion of the amended assessment shall be due upon the first day of the month next succeeding the month in which the amended assessment is made or as otherwise provided by the Board of Directors.

6.3 The depository of the Association shall be in such bank or banks as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the directors.

7. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration of Covenants and Restrictions, Articles of Incorporation, or these Bylaws.

8. Amendments. These Bylaws may be amended in the following manner:

8.1 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.

8.2 A resolution adopting a proposed amendment be proposed by either the Board of Directors of the Association or the members. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either:

- 80%
- (a) by not less than 65% of the votes of the entire membership of the Association; or
 - (b) until the first election of directors, by all of the members of the first board of directors.

8.3 Proviso. Provided, however, that no amendment shall discriminate against any lot owner unless the lot owner so affected shall consent and no amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Covenants and Restrictions.

8.4 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment adopted was duly adopted as an amendment of the Bylaws, which certificate shall be executed by the appropriate officers of the association with the formalities of a deed.

9. Minutes. Minutes of all meetings of the members and all meetings of the Board of Directors shall be kept in a book and shall be available for inspection by lot owners and board members and their

authorized representatives at all reasonable times. All minutes shall be retained for a period of not less than seven (7) years.

10. Rules and Regulations. The Board of Directors may adopt reasonable rules and regulations to be uniformly applied to all members governing the details of the operation and use of the common elements.

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