

BYLAWS

BAYPORT BEACH AND TENNIS CLUB CONDOMINIUM ASSOCIATION, INC.

ARTICLE 1 NAME

These are the Bylaws of BAYPORT BEACH AND TENNIS CLUB CONDOMINIUM ASSOCIATION, INC. (herein, "the Association"), a corporation not for profit incorporated under the laws of the State of Florida, organized for the purpose of operating and managing the affairs and property of BAYPORT BEACH AND TENNIS CLUB, A CONDOMINIUM (herein, "the Condominium").

1.1 PRINCIPAL OFFICE. The principal office of the Association shall be located at 619 Bayport Way, Longboat Key, Sarasota County, Florida 34228. 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 (1980). Alternatively, the words "Corporate Seal" may serve as the seal of the corporation.

ARTICLE 2 DEFINITIONS

The terms used herein shall have the same definitions as stated in the Declaration of Condominium and the Florida Condominium Act (Chapter 718, 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 of Condominium or by the Condominium 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 MEMBERS

3.1 MEMBERS. The members of the Association shall consist of all of the record owners of Units in BAYPORT BEACH AND TENNIS CLUB, A CONDOMINIUM, hereinafter referred to as "Units", and after termination of a Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

3.2 TRANSFER OF MEMBERSHIP. Membership shall be acquired by recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing record title to a Unit in BAYPORT BEACH AND TENNIS CLUB, A CONDOMINIUM, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated; provided, however, any party who owns more than one Unit shall remain a member of the Association so long as he or she shall retain title to or a fee ownership interest in any Unit.

3.3 SHARE. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

3.4 VOTING RIGHTS. On all matters upon which the membership shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit a member owns, except as otherwise provided in these Bylaws.

ARTICLE 4 MEMBERS' MEETINGS

4.1 ANNUAL MEETING. The annual members' meeting shall be held during the month of January or February, on a date, time and place determined by the Board of Directors from time to time. The purposes of the annual meeting shall be to elect directors and to transact any other business authorized to be transacted by the members.

4.2 SPECIAL MEETINGS. Special members' meetings may be called by the President, Vice President, or by a majority of the Board of Directors of the Association, and must be called by the Association upon receipt of a written request from a majority of the voting interests of the Association. The business conducted at a special membership meeting shall be limited to the matters identified on the meeting's published agenda.

4.3 NOTICE OF MEETING. Notice of a meeting of members shall state the time, place, date and the purpose(s) for which the meeting is called. The notice shall include an agenda. A copy of the notice shall be conspicuously posted at the designated location on the condominium property not less than fourteen (14) continuous days before the meeting. The notice of any members' meeting shall be sent by mail, hand-delivery or electronic transmission to each unit owner unless the unit owner waives in writing the right to receive notice of the meeting. The delivery or mailing shall be to the address of the member as it appears on the Association's official roster of members. Each member bears the responsibility of promptly notifying the Association of any change of address. The posting and providing of the notice shall occur not less than fourteen (14) days, nor more than sixty

(60) days prior to the date of the membership meeting. Proof of notice of the meeting shall be given by affidavit of the person providing the notice where required by law.

4.4 WAIVER OF NOTICE. Notice of specific meetings may be waived before or after the membership meeting. The attendance of any member at an Association membership meeting shall constitute such member's waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

4.5 ELECTRONIC TRANSMISSION. Notice of meetings of the Board of Directors, members' meetings (except member meetings to recall directors), and committee meetings may be given by electronic transmission to those unit owners who consent to receive notice by electronic transmission. In lieu of or in addition to the physical posting of notice of any meeting on the condominium property, the Association's Board of Directors may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a closed-circuit cable television system serving the Association. However, if broadcast notice is used in lieu of a notice posted physically on the condominium property, the notice and agenda must be broadcast at least four (4) times every broadcast hour of each day that a posted notice is otherwise required under this section. When broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and agenda.

4.6 QUORUM AND VOTING. A quorum at members' meetings shall consist of persons entitled to cast not less than a majority of the votes of the entire membership. The acts approved by a majority of the votes present (in person or by proxy) at a members' meeting at which a quorum is attained shall be binding upon all members for all purposes, except where otherwise provided by law, the Declaration of Condominium, the Articles, or these Bylaws.

4.7 PROXIES. Votes may be cast at a membership meeting in person or by proxy. A proxy may be made by any person entitled to vote, but shall only be valid for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the person executing it. A proxy must be filed in writing, signed by the person or persons authorized to cast the vote for the Unit and filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned.

4.8 LIMITED PROXIES. Except as specifically otherwise provided in this Article 4.8, unit owners may not vote by general proxy, but may vote by use of a limited proxy. Both limited proxies and general proxies may be used to establish a quorum. Limited proxies may be used for votes taken to waive or reduce reserves; for votes taken to waive

financial reporting requirements; for votes taken to amend the Declaration of Condominium, the Articles of Incorporation, or Bylaws; and for any other matter which the Florida Condominium Act requires or permits a vote of the unit owners. General proxies may be used for other matters for which limited proxies are not required, and may also be used in voting for non-substantive matters or changes to items for which a limited proxy is required and given. An executed facsimile appearing to have been transmitted by the proxy giver, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy is a sufficient proxy. Owners may retroactively cure any alleged defect in a proxy by signing a statement ratifying the owner's intent to cast a proxy vote and ratifying the vote cast by his or her proxy.

4.9 ORDER OF BUSINESS. If a quorum has been attained, the order of business at annual members' meetings, and, if applicable, at other members' meetings, shall be:

- (a) Call to order by President;
- (b) Calling of the roll, certifying of proxies, and determination of a quorum, or in lieu thereof, certification and acceptance of the preregistration and registration procedures establishing the owners represented in person or by proxy;
- (c) Proof of notice of the meeting or waiver of notice;
- (d) Appointment of inspectors of election;
- (e) Call for final balloting on election of directors and close of balloting;
- (f) Election of directors;
- (g) Reading and disposal of any unapproved minutes;
- (h) Reports of officers;
- (i) Reports of committees;
- (j) Unfinished business;
- (k) New business;
- (l) Adjournment.

Such order may be waived in whole or in part by direction of the President or the chairperson of the meeting.

4.10 ADJOURNED MEETINGS. The members who are present, either in person or by proxy, may adjourn any membership meeting from time to time as they deem appropriate. Any business that might have been transacted at the meeting as originally called may be transacted at an adjourned meeting without further notice to the owners if the date, time and place of the meeting is announced prior to the adjournment of the meeting. If business will be transacted at the adjourned meeting that was not in the original agenda, the Association must renote the meeting as required by Article 4.3 hereof.

4.11 MINUTES OF MEMBERSHIP MEETINGS. The minutes of all meetings of unit owners shall be kept available for inspection by unit owners or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years or as otherwise required by the Florida Condominium Act. Minutes for each meeting must be reduced to written form within a reasonable time after the meeting date.

4.12 ACTION WITHOUT A MEETING BY WRITTEN AGREEMENT. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of members may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of members at which a quorum of members entitled to vote thereon were present and voted. If the requisite number of written consents are received by the Association Secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the members at a meeting of the members held on the sixtieth (60th) day. Within ten (10) days after obtaining such authorization by written consent, notice must be given to members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

4.13 PRESIDING OFFICER. The chairperson at all members' meetings shall be the President. The President may, however, designate any other person to preside. In the absence of the President or the President's designee, the members present may designate any other person to preside as chairperson of the meeting.

ARTICLE 5 BOARD OF DIRECTORS

5.1 NUMBER AND TENURE. The affairs of the Association shall be governed by a Board of Directors. The Board shall consist of seven (7) directors, unless not less than ninety (90) days before the annual membership meeting, the members (via written action or at a special membership meeting) choose a different number of directors. The number of directors shall always be odd and never less than three (3). All directors shall serve two (2) year staggered terms of office; provided, however, that the Board of Directors shall have the authority to temporarily assign a one year term to one or more director positions if necessary to reimplement a scheme of staggering the Board, to promote continuity of leadership, so that approximately one-half of the Board members are elected each year.

5.2 QUALIFICATIONS. Every Director must be a member, the spouse of a member, an officer of a corporate owner, a general partner of a partnership owner or a beneficiary or grantor of a Unit held in trust.

5.3 ELECTION OF DIRECTORS. The Association shall follow these procedures in the election of its directors:

- (a) As more fully provided in Article 9.7 herein, the Board of Directors may appoint a director search committee to encourage qualified persons to become candidates for the Board.
- (b) Any eligible person desiring to be a candidate shall submit notice of intent to be a director candidate, in writing, not less than forty (40) days prior to the scheduled election, and shall then automatically be entitled to be listed on the ballot.
- (c) The ballot prepared for the annual members' meeting shall list all director candidates who timely submitted their notice of intent to be a director candidate in alphabetical order, by surname. Ballots shall be mailed, hand delivered or electronically transmitted to all unit owners with notice of the annual meeting. Ballots may be returned to the Association prior to the meeting, or cast in person at the meeting.
- (d) There shall be no nominations from the floor on the date of the election.
- (e) The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin or drawing of straws by a neutral party.
- (f) No election shall be necessary if the number of director candidates is less than or equal to the number of vacancies. In such a case, the candidates shall automatically be elected and their names announced at the annual members' meeting.

5.4 VACANCIES ON THE BOARD. If the office of any Director becomes vacant for any reason, a successor to fill the remaining unexpired term of that office shall be appointed or elected as follows:

- (a) If a vacancy is caused by the death, disqualification or resignation of a Director, a majority of the remaining directors, even though less than a quorum, shall appoint a successor, who shall hold office for the remaining unexpired term of office.
- (b) If a vacancy occurs as a result of a recall and less than a majority of the directors are removed, the vacancy may be filled by appointment

by a majority of the remaining directors, though less than a quorum. If vacancies occur as a result of a recall in which a majority or more of the directors are removed, the vacancies shall be filled in accordance with procedural rules adopted by the Division of Florida Land Sales, Condominiums and Mobile Homes, governing the method of selecting successors, and providing procedures for the operation of the Association during the period after the recall but prior to the designation of successor directors sufficient to constitute a quorum.

For purposes of the foregoing provisions, in order to establish a quorum at the Board of Directors' meeting held to elect a replacement member to the Board, it shall be necessary only for a majority of the remaining directors to attend the meeting, either in person or by telephone conference participation. No other business may be transacted at the meeting until a quorum of the entire Board of Directors is present.

5.5 REMOVAL OF DIRECTORS. Any or all directors may be removed with or without cause by a majority vote of the entire membership, either by a written petition or at a special membership meeting called for that sole purpose. The recall shall be determined separately as to each Director sought to be removed. If a special meeting is called by not less than ten percent (10%) of the voting rights for the purpose of recalling one or more directors, the notice of the meeting must be accompanied by a dated copy of the signature list, stating the purpose of the signatures. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date that notice of the meeting is given.

5.6 ORGANIZATIONAL MEETING. The organizational meeting of newly-elected Board of Directors shall be held within ten (10) days of the membership meeting at which the Director election occurred, at such date, place, and time as shall be fixed by the Board. Notice of the organizational meeting shall be posted at the designated location on the condominium property at least forty-eight (48) continuous hours in advance of the meeting.

5.7 REGULAR MEETINGS; NOTICE. Regular meetings of the Board of Directors shall be held at such dates, times and places as shall be determined by a majority of the Board or the President. Except for meetings with the Association's attorney with respect to proposed or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice, meetings of the Board of Directors shall be open to all unit owners who may participate in accordance with the written policy established by the Board of Directors. Notice of all Board meetings shall be posted at the designated location or locations on the condominium property (as designated by a duly-adopted Board Resolution) at least forty-eight (48) continuous hours in advance for the attention of the members of the Association, except in the event of an emergency in which case the notice shall be posted as soon as practicable after the need for emergency meeting is known to the Association. All notices shall include an agenda for all known substantive matters to be discussed. Meetings at which assessments are to be considered shall contain a statement that assessments will be considered and the nature of such assessments. Written notice of

any Board meeting at which a special assessment, or at which amendment to rules regarding Unit use will be considered, shall be mailed, hand-delivered or electronically transmitted to the unit owners not less than fourteen (14) continuous days prior to the meeting and posted at the designated location on the condominium property. Evidence of compliance with this fourteen (14) day notice shall be by affidavit of the person providing the notice, and filed among the official records of the Association.

5.8 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or Vice President, and must be called by the President or Secretary at the written request of one-third (1/3) of the directors. Special meetings of the Board of Directors shall be noticed and conducted in the same manner as provided herein for regular meetings.

5.9 NOTICE TO BOARD MEMBERS/WAIVER OF NOTICE. Notice of Board meetings shall be given to all directors personally or by mail, telephone, telegraph, or by electronic transmission, which notice shall state the date, time, place and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting. Any Director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the due receipt by said Director of notice. Attendance by any Director at a meeting shall constitute a waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

5.10 QUORUM. Except as otherwise provided in this Article, a quorum at meetings of the Board 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 specifically required by the Declaration of Condominium, the Articles, these Bylaws, or by law. Directors may not vote by proxy. Directors shall vote by secret ballot only for the election of officers. At all other times, a vote or abstention for each Director present shall be recorded in the minutes. Directors may not abstain from voting except in the case of an asserted conflict of interest.

5.11 ADJOURNED MEETINGS. The majority of those directors present at a Board meeting may adjourn the meeting from time to time, provided notice of such newly scheduled meeting is given as required hereunder. At any newly-scheduled meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

5.12 JOINDER IN MEETING BY APPROVAL OF MINUTES. The subsequent joinder of an absent Director in the action of a Board meeting by signing and concurring in the minutes of that meeting shall constitute the approval of that Director of the business conducted at the meeting; provided, however, the joinder of a Director as aforesaid shall not be used for the purposes of creating a quorum.

5.13 PRESIDING OFFICER. The presiding officer at Board of Directors' meetings shall be the President (who may, however, designate any other person to preside). In the absence of the presiding officer, a majority of the directors present may designate any person to preside.

5.14 ORDER OF BUSINESS. If a quorum has been attained, the order of business at Board of Directors' meetings shall be:

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

Such order may be waived in whole or in part by direction of the President, or the presiding officer of the meeting.

5.15 MINUTES OF BOARD MEETINGS. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by unit owners or their authorized representatives, at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years or as otherwise required by the Condominium Act. Minutes for all membership meetings must be reduced to written form within a reasonable time after the meeting.

ARTICLE 6 POWERS AND DUTIES OF BOARD

The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Condominium and may take all acts, through the proper officers of the Association, in executing such powers, except such acts which by law, the Declaration of Condominium, the Articles of Incorporation or these Bylaws may not be delegated to the Board of Directors by the unit owners. Such powers and duties of the Board of Directors shall include without limitation the following:

- (a) Inspecting, operating, maintaining, repairing and replacing the common elements and Association real and personal property.
- (b) Determining the common expenses required for the operation of the Association and the Condominium.
- (c) Collecting the assessments for expenses from unit owners.

- (d) Adopting and amending rules and regulations concerning the operation and use of the condominium property.
- (e) Maintaining accounts at depositories on behalf of the Association and designating the signatories therefor.
- (f) Purchasing, leasing or otherwise acquiring Units or other property in the name of the Association, or its designee.
- (g) Selling, leasing, mortgaging or otherwise dealing with Units acquired, and subleasing Units leased, by the Association, or its designee.
- (h) Obtaining and reviewing insurance.
- (i) Enforcing obligations of the unit owners, allocating profits and expenses and taking such other actions as shall be deemed necessary and proper for the sound management of the Condominium.
- (j) Levying fines against unit owners for violations of the rules, regulations and restrictions established by the Association's Board of Directors. The Board of Directors may levy a fine against a unit owner and tenant, not to exceed the maximum amount permitted by law, for each violation by the owner, or his or her tenants, guests or visitors, of the Declaration of Condominium, Articles of Incorporation, Bylaws, or rules or regulations, and a separate fine for each repeat or continued violation; provided, however, written notice of the nature of the violation and an opportunity to attend a hearing shall be given prior to the levying of the initial fine. No written notice or hearing shall be necessary for the levying of a separate fine for repeat or continued violations if substantially similar to the initial violation for which notice and a hearing was provided. The Board of Directors shall have the authority to adopt rules, regulations and policies to fully implement its fining authority.

The party against whom the fine is sought to be levied shall be afforded an opportunity for hearing after reasonable notice received not less than fourteen (14) days and said notice shall include:

- (1) If a hearing is requested by the owner, a statement of the date, time and place of the hearing;

- (2) A statement of the provisions of the Declaration of Condominium, Articles of Incorporation, Association Bylaws, or Association Rules which have allegedly been violated; and
- (3) A short and plain statement of the matters asserted by the Association to constitute a violation.

The party against whom the fine may be levied shall have an opportunity to respond, to present evidence, and to provide written and oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge, and respond to any material considered by the Association. The hearing shall be conducted before a panel of three (3) unit owners appointed by the Board, none of whom may then be serving as directors, officers or the spouses of directors or officers. If the panel, by majority vote which may be taken by secret ballot, does not agree with the fine, it may not be levied.

- (k) Contracting for the management and maintenance of the condominium property and authorizing a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and regulations. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

All contracts for the purchase, lease or renting of materials or equipment, all contracts for services, and any contract that is not to be fully performed within one year, shall be in writing. For so long as required by law, the Association shall obtain competitive bids for any contract which requires payment exceeding five (5%) percent of the total annual budget of the Association (except for contracts with employees of the Association, management firms, attorneys, accountants, architects, engineers, or landscape engineers), unless the products and services are needed as the result of any emergency or unless the desired supplier is the only source of supply within the county serving the Association. The Board need not accept the lowest bid.

- (l) Exercising: (i) all powers specifically set forth in the Declaration of Condominium, the Articles, these Bylaws and in the Condominium Act, (ii) all powers incidental thereto, and (iii) all other powers granted by statute or other law to a Florida corporation not for profit.

ARTICLE 7 EMERGENCY BOARD POWERS

In the event of any “emergency” as defined in Article 7(g) below, the Board of Directors may exercise the emergency powers described in this section, and any other emergency powers authorized by Sections 617.0207 through 617.0303, Florida Statutes, as amended from time to time.

- (a) The Board may name as assistant officers persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they assist during the period of the emergency, to accommodate the incapacity or absence of any officer of the Association.
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.
- (c) During any emergency the Board may hold meetings with notice given only to those directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or directors in attendance at such a meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency under this Article to further the ordinary affairs of the Association shall bind the Association, and shall have the rebuttable presumption of being reasonable and necessary.
- (e) Any officer, Director, or employee of the Association acting with a reasonable belief that his or her actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of the willful misconduct.
- (f) These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.
- (g) For purposes of this Article only, an “emergency” exists only during a period of time that the Condominium, or the immediate geographic area in which the Condominium is located, is subjected to:

- (1) a state of emergency declared by local civil or law enforcement authorities;
- (2) a hurricane watch or warning;
- (3) a partial or complete evacuation order;
- (4) federal or state “disaster area” status; or
- (5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Condominium, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An “emergency” also exists for purposes of this Article during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or other similar event. A determination by any two (2) directors, or by the President, that an emergency exists shall have presumptive quality.

ARTICLE 8 OFFICERS

8.1 EXECUTIVE OFFICERS. The executive officers of the Association shall be a President, Vice-President, Treasurer, and Secretary, all of whom must be a member, member’s spouse, an officer of a corporate owner, a general partner of a partnership owner or a beneficiary of a Unit held in trust. All officers shall be elected by the Board of Directors and may be peremptorily removed at any meeting by concurrence of a majority of all of the directors. A person shall not hold more than one (1) office. No person shall sign an instrument or perform an act in the capacity of more than one office. All executive officers must be members, spouses of members of the Association or persons exercising the membership rights of a unit owner which is not a natural person. The Board of Directors from time to time shall elect such other assistant officers and designate their powers and duties as the Board shall deem necessary or appropriate to manage the affairs of the Association.

8.2 PRESIDENT. The President shall be the chief executive officer of the Association, and shall have all of the powers and duties that are usually vested in the office of president of an association including without limitation the power to appoint committees from among the members from time to time as determined to be appropriate. The President must be a member of the Board of Directors. The President shall preside at all

Board meetings and membership meetings and shall sign all documents and instruments on behalf of the Association.

8.3 VICE-PRESIDENT. The Vice-President shall exercise the powers and perform the duties of the President in the absence or disability of the President, and shall assist the President and exercise such other powers and perform such other duties as are incident to the office of the vice-president of an association and as may be required by the Board of Directors or the President. The Vice President must be a member of the Board of Directors.

8.4 SECRETARY. The Secretary shall keep the minutes of all proceedings of the Board of Directors and the members, shall attend to the giving and serving of all notices to the members and directors and other notices required by law, shall have custody of the seal of the Association and shall affix it to instruments requiring the seal when duly signed, and shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the secretary of an association and as may be required by the Board of Directors or the President. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent, and shall otherwise assist the Secretary.

8.5 TREASURER. The Treasurer shall have custody of all funds of the Association, including money, securities and evidences of indebtedness, shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. The Treasurer shall submit a Treasurer's report to the Board of Directors at reasonable intervals and shall perform all other duties incident to the office of treasurer and as may be required by the Board of Directors or the President. All monies and other valuable effects shall be kept for the benefit of the Association in such depositories as may be designated by a majority of the Board of Directors. The Assistant Treasurer, if any, shall perform the duties of the Treasurer when the Treasurer is absent, and shall otherwise assist the Treasurer.

8.6 DELEGATION OF FUNCTIONS AND REIMBURSEMENT. The Board of Directors may delegate any or all of the functions of the Secretary or Treasurer to a management agent or employee, provided that the Secretary or Treasurer shall in such instance generally supervise the performance of the agent or employee in the performance of such functions. Upon request, the Association may reimburse a Director or officer for reasonable expenses incurred on behalf of the Association.

ARTICLE 9 COMMITTEES

9.1 APPOINTMENT AND REMOVAL. The Board of Directors may by resolution create committees and may invest in such committees such powers and responsibilities as

the Board shall deem advisable. The Board may authorize the President to appoint committee members, and designate the chairpersons of each committee. The Board may with or without cause remove committee members.

9.2 NOTICE. Any committee authorized to take final action on behalf of the Board, or to make recommendations to the Board regarding the Association's budget, shall conduct their affairs in the same manner as provided in these Bylaws and by law for the Board of Directors. All other committees may meet and conduct their affairs according to rules which the committees shall duly adopt. Notwithstanding any other law or documentary provision, the requirement that certain committee meetings be open to the unit owners is inapplicable to meetings between a committee and the Association's attorney with respect to proposed or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice.

9.3 TERM OF OFFICE. Each member of a committee shall continue as such until the next annual membership meeting and until his or her successor is appointed, unless the committee be terminated sooner or the member be removed from the committee, the member resigns, or unless such member shall cease to qualify as a member thereof.

9.4 QUORUM. Unless otherwise provided in the resolutions of the Board of Directors designating the committee, a committee may act only when a quorum (a simple majority) is present. The act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

9.5 SCOPE AND RULES. Each committee shall abide by the scope and stated purpose of the committee as defined by the Board of Directors, and may adopt rules for its operation not inconsistent with these Bylaws and with rules adopted by the Board of Directors.

9.6 REPORTS AND ACTION. Every committee shall report its findings directly to the Board of Directors. A committee may not take action on behalf of the Association and the Board of Directors unless the Board adopts a written resolution specifically empowering the committee to take such action.

9.7 CANDIDATE SEARCH COMMITTEE. A director candidate search committee composed of not less than three (3) members may be appointed by the Board of Directors not less than ninety (90) days prior to the annual membership meeting. The purpose of the committee shall be to seek out qualified director candidates and encourage those persons to nominate themselves as a director candidate, as more fully detailed in Article 5 hereof. The candidate search committee shall in no event nominate or recommend a specific candidate to run for a director position, but shall generally recruit and encourage eligible persons to nominate themselves as director candidates.

9.8 OTHER COMMITTEES AND CHAIRPERSON. The Board of Directors may by resolution create other committees and may invest in such committees such powers and responsibilities as the Board shall deem advisable. The Board may authorize the President to appoint and remove committee members, and designate the chairpersons of each committee. One member of each Committee shall be appointed the Chair of the Committee.

9.9 VACANCIES. Vacancy in the members of any Committee may be filled by the Board of Directors or President, as applicable, in the same manner as provided in the case of original appointments.

ARTICLE 10 COMPENSATION OF OFFICERS AND DIRECTORS

No compensation shall be paid to any officer or Director of the Association except with the approval of a majority of the membership, reflected by a vote taken at a duly constituted membership meeting. Nothing herein shall be construed so as to prohibit or prevent the Board of Directors from employing any Director or officer as an employee of the Association at such compensation as the Board shall determine reasonably appropriate, nor shall anything herein be construed so as to preclude the Board from contracting with a Director or officer or with any corporation in which a Director or officer of the Association may be a stockholder, officer, Director or employee, for the management of the Condominium for such reasonable compensation as shall be mutually agreed between the Board and such officer or Director.

ARTICLE 11 RESIGNATIONS

Any Director or officer may resign his or her position at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date unless withdrawn. The acceptance of a resignation shall not be required to make it effective. The conveyance of all Units owned by any Director or officer shall constitute an automatic resignation of such Director or officer without need for a written resignation.

ARTICLE 12 FISCAL MATTERS

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

12.1 ANNUAL BUDGET. The Board of Directors shall adopt an annual budget of common expense for the Condominium. Copies of the proposed budget and a notice stating the time, date and place of the meeting of the Board at which the budget will be

considered and/or adopted, shall be mailed or provided to the owners of each Unit not less than fourteen (14) days before the Board meeting at which the budget will be considered. The proposed budget must be detailed, and must show the amounts budgeted by income and expense classifications.

12.2 STATUTORY RESERVES. In addition to annual operating expenses, the proposed annual budget shall include reserve accounts for capital expenditures and deferred maintenance. These accounts shall include, but are not limited to, roof replacement, building painting, and pavement resurfacing, regardless of the amount of deferred maintenance expense or replacement cost, and for any other item for which the deferred maintenance expense or replacement cost exceeds \$10,000. The amount to be reserved shall be computed by means of a formula which is based upon estimated remaining useful life and estimated replacement cost or deferred maintenance expense of each reserve item. The Association may adjust replacement reserve assessments annually to take into account any changes in estimates or extension of the useful life of a reserve item caused by deferred maintenance. This Article does not apply to an adopted annual budget in which the members of the Association have determined, by a majority vote of those present (in person or by proxy) at a duly called membership meeting of the Association, to provide no reserves or less reserves than required by this Article. Reserve funds and any interest accruing thereon shall remain in the reserve account or accounts, and shall be used only for authorized reserve expenditures unless their use for other purposes is approved in advance by a majority vote of those members present (in person or by proxy) at a duly called membership meeting of the Association.

12.3 OTHER RESERVES. The Board may establish one or more non-statutory reserve accounts for general deferred maintenance and capital expenditures. The amounts proposed to be so reserved shall be included in the proposed annual budget and shall be in such amount or amounts as established by the Board.

12.4 ASSESSMENTS; INSTALLMENTS. Regular annual assessments based on the annual budget shall be payable in monthly installments, in advance, due on the first day of each month of the year. The Board, by a duly adopted Resolution, may elect to collect assessments quarterly in which event all references to “monthly” shall be interpreted to read “quarterly”. Notice of monthly assessments will be given by mailing coupon books to the owners at the beginning of the fiscal year or by any other reasonable method adopted by the Board of Directors. Failure to send or receive the coupon books does not excuse the members’ obligation to pay. If an annual budget has not been adopted at the time the first monthly installment for a fiscal year is due, it shall be presumed that the amount of such installment is the same as the last monthly payment, and payments shall be continued at such rate until a new annual budget is adopted and new installments are calculated, at which time an appropriate adjustment shall be added to or subtracted from each Unit’s next due monthly installment.

12.5 SPECIAL ASSESSMENTS. Special assessments may be levied by the Board of Directors as necessary to conduct the affairs of the Association. Special assessments are due on the day specified in the resolution of the Board approving such assessments. The notice of any Board meeting at which a special assessment will be considered shall be given as provided in Article 5 above; and the notice to the owners that the assessment has been levied must contain a statement of the purpose(s) of the assessment. The funds collected must be spent only for the stated purpose(s) or disposed of as provided by the Condominium Act.

12.6 FIDELITY BONDS. Fidelity bonds shall be required of all persons who control or disburse funds of the Association (i.e., those individuals authorized to sign checks and the President, Secretary and Treasurer of the Association). The fidelity bonds or insurance policy must cover the maximum funds that will be in the custody of the Association or its management agent at any one time. The premiums on such bonds are a common expense.

12.7 FINANCIAL REPORTS. Within ninety (90) days after the end of the fiscal year, the Association shall prepare and complete, or cause to be prepared and completed by a third party, a financial report for the preceding fiscal year. Within twenty-one (21) days after the financial report is completed by the Association or received by the Association from a third party, the Association shall mail to each unit owner at the address last furnished to the Association by the unit owner, or hand-deliver to each unit owner, a copy of the financial report or a notice that a copy of the financial report will be mailed or hand-delivered to the unit owner, without charge, upon receipt of a written request from the unit owner. Financial statements (whether it be a report of cash receipts and expenditures, a compiled financial statement, a reviewed financial statement or an audited financial statement) shall be based on the Association's total annual revenues as provided in Section 718.111(13), Florida Statutes. The Association Board of Directors may elect to provide a greater level of financial review than required by the Condominium Act. As provided in Section 718.111(13)(c), Florida Statutes, the unit owners may vote to reduce the level of financial reporting prepared or caused to be prepared. Such a meeting and approval must occur prior to the end of the fiscal year and is effective only for the fiscal year in which such vote is taken.

12.8 FISCAL YEAR. The fiscal year for the Association shall begin on the first day of January of each calendar year. The Board of Directors may adopt a resolution establishing a different fiscal year in accordance with law and the regulations of the Internal Revenue Service.

12.9 DEPOSITORY. The depository of the Association may be such bank, banks or other federally insured depository as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited not to exceed the amount of federal insurance available provided for any account. Withdrawal of monies from those accounts shall be made only by checks signed by such person or persons as

are authorized by the Board of Directors. All funds shall be maintained separately in the Association's name.

12.10 EMPLOYEE COMPENSATION. The Board of Directors shall determine the compensation to be paid to corporate employees. No compensation shall be paid to directors or officers who are members or who are officers of member corporations, but they may be reimbursed for reasonable expenses paid by them for the benefit of the Association.

12.11 ACCELERATION OF ASSESSMENT INSTALLMENTS UPON DEFAULT. If a unit owner shall be in default in the payment of an installment of an assessment, the Board of Directors may accelerate the remaining installments of the annual assessment upon not less than twenty (20) days notice to the unit owner, delivered by certified or registered mail, return receipt requested, and then the total unpaid balance of the annual assessment shall come due and payable upon the date stated in the notice.

12.12 RENTAL DURING FORECLOSURE. In any foreclosure of a lien for assessments, the owners of the Unit subject to the lien shall be required to pay reasonable rental for the Unit and the Association shall be entitled to the appointment of a receiver to collect the same.

ARTICLE 13 ROSTER OF UNIT OWNERS

Each unit owner shall file with the Association a copy of the recorded deed or other document showing his or her ownership of a condominium Unit. The Association shall maintain such information and may rely upon the accuracy of such information for all purposes until notified in writing of changes therein as provided above. Each owner shall provide and maintain with the Association the owner's current mailing address, Unit identification, voting certifications, and telephone numbers. Each unit owner has the duty to promptly notify the Association of any change of address or other pertinent information. The Association shall also maintain the electronic mailing addresses and other information by unit owners who consent to receive notice by electronic transmission. The electronic mailing transmission addresses and numbers provided by unit owners to receive notice by electronic transmission shall be removed from the Association's records when consent to receive notice by electronic transmission is revoked by the owner. However, the Association is not liable for an erroneous disclosure of the electronic mailing address or the number for receiving electronic transmission of notices. Only unit owners of record on the date notice of any meeting requiring their vote is given shall be entitled to notice of and to vote at such meeting, unless prior to such meeting other owners shall produce adequate evidence, as provided above, of their ownership interest and shall waive in writing notice of such meeting.

ARTICLE 14 PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall guide the conduct of the Association meetings when not in conflict with the Condominium Act, case law, the Declaration of Condominium, the Articles, these Bylaws, or rules and regulations adopted from time to time by the Board of Directors to regulate the participation of unit owners at Board, membership, and committee meetings, and to otherwise provide for orderly corporate operations.

ARTICLE 15 AMENDMENTS

These Bylaws may be amended in the following manner:

15.1 PROPOSAL AND NOTICE. An amendment to these Bylaws may be proposed either by a majority of the Board of Directors or by not less than ten percent (10%) of the voting interests of the Association. Notice of the subject matter of a proposed amendment shall be included in or with the notice of the membership meeting at which a proposed amendment is to be considered.

15.2 APPROVAL. A proposed amendment must be approved by not less than sixty-six and two-thirds percent (66-2/3%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire voting interests of the Association. Such membership approval shall occur at a duly-noticed membership meeting called in whole or in part for that purpose.

15.3 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Bylaws, which certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is recorded in the Public Records of Sarasota County. The Certificate of Amendment must state that the original Declaration of Condominium was recorded at Official Records Book 1362, Page 0155 et seq. of the Public Records of Sarasota County, Florida.

ARTICLE 16 RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt, amend or add to rules and regulations governing the use of Units, common elements, condominium property, Association property, and the operation of the Association. Copies of adopted, amended or additional rules and regulations shall be furnished by the Board of Directors to each unit

owner upon request, and shall be valid and enforceable notwithstanding whether recorded in the public records.

ARTICLE 17 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 18 MANDATORY ARBITRATION OF DISPUTES

Prior to commencing litigation, unresolved disputes between the Board and unit owners as defined in Section 718.1255(1), Florida Statutes, must be submitted to arbitration or mediation as provided in the Condominium Act. This provision shall be in effect only so long as the Condominium Act mandates such proceedings.

ARTICLE 19 DOCUMENT CONFLICT

If any irreconcilable conflict should exist, or hereafter arise, the provisions of the Declaration of Condominium shall take precedence over the Articles of Incorporation, which shall prevail over the provisions of these Bylaws, which shall prevail over the rules and regulations.