

**AMENDED AND RESTATED BYLAWS OF  
HERON SHORES HOMEOWNERS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, HERON SHORES was formed by the recording of the Declaration of Covenants and Restrictions of Heron Shores (the “Original Declaration”) in Official Records Book 1790, Page 2555, et seq., Public Records of Sarasota County, Florida.

These are the Amended and Restated Bylaws of Heron Shores Homeowners, Inc. The original Bylaws were recorded in the Public Records of Sarasota County, Florida in Official Records Book 1790, Page 2586, et seq. Heron Shores Homeowners, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of the Heron Shores subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Bylaws of Heron Shores Homeowners, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Bylaws of Heron Shores Homeowners, Inc. (“Bylaws”).

**This is a substantial rewording of the original Bylaws. See original Bylaw text and prior amendments for text that is amended by this document.**

**Article I**  
**Identity**

These are the Bylaws of Heron Shores Homeowners, Inc. (“the Association”). The Association was incorporated under the laws of the State of Florida on June 3, 1985.

**Article II**  
**Name and Purpose**

2.1 Purpose of the Association. The Association has been organized for the purpose of promoting the health, safety, and welfare of the Owners of Lots located within Heron Shores, a subdivision in Sarasota County, Florida, and performing all duties assigned to it under the provisions of the Original Declaration, as amended. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions and authorizations contained in the Original Declaration, as amended.

2.2 Definitions of terms used in these Bylaws. All words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in that instrument. If a definition is not so defined within these Bylaws, the Articles of Incorporation or the Declaration, then the definition found in Florida Statutes Chapter 720, as so amended, will be the definition to these Bylaws, the Articles of Incorporation and the Declaration.

**Article III**  
**Membership, Voting, Quorum and Proxies**

**3.1 Qualification.** The qualification of Members, the manner of their admission to Membership and termination of such Membership, and voting by the Members shall be as set forth in the Association's Articles of Incorporation.

**3.2 Roster of Lot Owners.** Each Lot Owner shall file with the Association a copy of the deed or other document showing his ownership, and shall provide the name and address of the owner and holder of any mortgage lien on the Owner's Lot. 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. Only Lot Owners of record on the date notice of any Membership meetings is given shall be entitled to notice of such meeting. Only Lot Owners of record as of the date of notice of the Membership meeting shall be entitled to vote, unless a Lot Owner acquiring title to a Lot after the giving of notice produces adequate evidence, as provided above, of their ownership interest and waives in writing notice of such meeting.

**3.3 Quorum.** A quorum at any meeting of the Association's Members shall consist of thirty percent (30%), present either in person or by proxy, of the Voting Interests of the Association.

**3.4 Proxies.** Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and any adjournments of said meeting provided such adjourned meetings occur within ninety (90) days of the original meeting, and must be filed with the Secretary (or other person designated by the Secretary) at or before the designated time of the meeting. Each proxy shall be revocable at any time at the pleasure of the Lot Owner executing it.

An executed facsimile appearing to have been transmitted by the proxy giver, or a pdf, photographic, photo static, 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.

**3.5 Voting Rights: Voting Interests.** The Members of the Association are entitled to one (1) vote for each Lot owned by them. The total number of votes ("voting interests") is equal to the total number of Lots (72). The vote of a Lot is not divisible. The right to vote may be denied if the Owner is delinquent in the payment of assessments in excess of 90 days.

**3.6 Voting Representative.** If a Lot is owned by one (1) person, the right to vote shall be established by the record Lot Owner. If a Lot is owned by more than one (1) person, any record Owner shall be entitled to vote for the Lot. If a Lot is subject to a life estate, any of the life tenants may cast a vote on behalf of the Lot, or the holder(s) of the remainder interest may cast the vote. If a Lot is owned by a trustee(s), the vote for the Lot may be cast by any trustee of the trust, or by any grantor or beneficiary of the trust provided the grantor or beneficiary occupies the Lot. In a situation where there are two (2) or more persons authorized to cast a vote on behalf of a Lot, it shall be presumed that the person casting the vote has the consent of all such

persons. In the event the persons authorized to vote on behalf of a lot do not agree among themselves how their one vote shall be cast, that vote shall not be counted.

If the Lot Owner is a corporation or limited liability company, the officer or employee thereof entitled to cast the vote with respect to the Lot owned by such corporation or limited liability company shall be designated in a voting certificate signed by the President or Vice President and attested to by the Secretary of the corporation or limited liability company, and filed with the Secretary of the Association. If the Lot Owner is a general or limited partnership, the partner thereof entitled to cast the vote shall be designated in a voting certificate signed by a general partner or all limited partners, as the case may be, and filed with the Secretary of the Association (or other person designated by the Secretary). If such voting certificate for a corporation or a partnership is not on file with the Secretary of the Association, the Lot Owner concerned shall not be considered in determining the requirement for a quorum nor shall the vote be counted.

3.7 Member Approval of Agenda Items. Except as otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the Declaration, or where the same may otherwise be required by law, the affirmative vote of the majority of Members present at any duly called Members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all Members.

3.8 Notice Information. The Association shall be entitled to give all notices required to be given to the Members of the Association to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown in the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address, including but not limited to an email address. Each member bears the responsibility of notifying the Association of any change of address.

#### **Article IV** **Annual and Special Meetings of Members**

4.1 Annual Meeting. An annual meeting of the Membership of the Association shall be held at a time and place chosen by the Board of Directors, provided that there shall be an annual meeting every calendar year and, to the extent possible, no later than twelve (12) months after the last preceding annual meeting. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

4.2 Special Meetings. Special meetings of the Members of the Association shall be held whenever called by the President or Vice President, by a majority of the Board of Directors, or by not less than twenty-percent (20%) of the total Voting Interests in writing of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

4.3 Notice of Member Meetings. Notice of all Members' meetings, annual or special, shall be given by the President, Vice President, or Secretary or by such other Officer of the Association as may be designated by the Board. The notice shall include an agenda. Such notice

shall be mailed, delivered or electronically transmitted to each Member, as required by Florida law, and shall state the time and place of the meeting and the purpose for which the meeting is called, and shall be given not less than fourteen (14) days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the Member indicating the date on which such notice was received. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail and addressed to the Member at the address as it appears on the records of the Association. If a Lot is transferred after the notice is mailed, the transferee need not be notified. Proof of such mailing may be given by the affidavit of the person giving the notice and filed in the Association's minute book. 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 notice to such Member. Notice may be given by facsimile or email with proof of transmission by affidavit by the Secretary of the Association.

4.4 Lack of a Quorum. If any Members' meeting cannot be organized because a quorum has not been attained, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. Prior to adjournment, an announcement must be made stating the time and place for the reconvened meeting, which announcement shall serve as notice of the rescheduled meeting.

4.5 Member Meeting Chairperson. At meetings of the Membership, the President, or in his or her absence, the Vice President, shall preside, or in the alternative, the Board of Directors shall select a chairperson.

4.6 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) At the discretion of the President, appointment by the President of chairperson of the meeting (who need not be a member or a director);
- (c) Calling of the roll, certifying of proxies, and determination of a quorum, or in lieu thereof, certification and acceptance of the pre-registration and registration procedures establishing the Lot Owners represented in person, by proxy;
- (d) Proof of notice of the meeting or waiver of notice;
- (e) Reading and disposal of any unapproved minutes;
- (f) Reports of officers;
- (g) Reports of committees;
- (h) Call for final balloting on election of directors and close of balloting.

- (i) Appointment of inspectors of election;
- (j) Election of directors;
- (k) Unfinished business;
- (l) New business;
- (m) Adjournment.

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

4.7 Minutes of Meeting. The minutes of all meetings of Lot Owners shall be kept available for inspection by Lot 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. Minutes for each meeting must be reduced to written form within thirty (30) days after the meeting date.

4.8 Action Without a Meeting. 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, provided the Association mails or delivers a letter or similar communication to each Lot Owner that explains the proposed action. The communication shall include a form of consent to permit each Owner to consent to the proposed action, and instructions on consent procedures. The Association may proceed with the proposed action without further notice and without a vote at a Membership meeting provided consents 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 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. Members may also consent in writing to actions taken at a meeting by providing a written statement to that effect and their vote shall be fully counted as though they had attended the meeting.

4.9 Lot Owners' Right to Record and Speak at Member Meetings. Any Lot Owner may speak and/or tape record or videotape a meeting of the Members subject to such reasonable rules adopted by the Board.

## **Article V** **Board of Directors**

5.1 Number of Directors and Terms of Offices. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) and no more than nine (9)

Directors, and shall be fixed at seven (7) until changed by adoption of a resolution by the Board changing the number of Directors. Each Director shall serve for a term of three (3) years, provided however, that either the Board or the Membership shall have the authority to temporarily assign a one (1) or two (2) year term to one or more Director positions if necessary to maintain the scheme of staggering the Board, to promote continuity of leadership, so that approximately one-third (1/3rd) of the Board members are elected each year.

5.2 Qualifications. Every Director must be a person eligible to cast a vote on behalf of a Lot as set forth in Section 3.5 of these Bylaws.

5.3 Election of Directors. Election of new directors or election of current directors to additional terms will occur as the first item of business at the annual meeting of the Association. Notices of the election and the request for candidates shall be delivered as required by Chapter 720, Florida Statutes. Nominations for the election may be taken from the floor at the Annual Meeting. Directors will be elected by a majority vote of the members in attendance. The persons receiving the largest number of votes shall be 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 by a neutral party. The ballots used for the election shall contain the names of the nominees, in alphabetical order, as well as spaces for persons nominated from the floor at the Annual Meeting, and shall contain a description of the number of vacancies eligible to be filled by the election. Election ballots may be cast by a proxy holder in the event a Member is unable to attend the Annual Meeting.

5.4 Resignation of Directors. Resignation from the Board must be in writing and received by the Secretary.

5.5 Replacement of Directors. 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, may appoint a successor, who shall hold office for the remaining unexpired term.

5.6 Recall. Directors may be removed from the Board with or without cause by the procedures set forth in Chapter 720, Florida Statutes.

5.7 Delinquent Directors. Any Board Director who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association for more than ninety (90) days is not eligible for Board membership. Any Board member position that opens pursuant to this Section shall be filled and served as provided in Section 5.5, above.

5.8 Borrowing Funds. The Board may borrow money on behalf of the Association when required in connection with the operation, care, upkeep and maintenance of the Subdivision, provided, however, that the consent of at least two-thirds (2/3rds) of the voting interest present, in person or by proxy, at a duly noticed and convened Membership meeting shall be required for the borrowing of any sum in excess of twenty-five Thousand Dollars (\$25,000.00) per annum. If any sum borrowed by the Board on behalf of the Association pursuant to the authority contained in this subparagraph is not repaid by the Association, a Lot Owner who pays to the creditor his or her portion thereof shall be entitled to obtain from the creditor a release of any judgment or other

lien which said creditor shall have filed or shall have the right to file against, or which will affect, such Lot Owner's lot.

5.9 Condemnation Authority. The Board may convey a portion of the Common Area to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

5.10 Emergency Powers. The Board has emergency power for the operation of the Association as provided in Section 720.316, Florida Statutes, as amended.

5.11 East Village Representatives. The appointment of representatives to the East Village Master Association, Inc. (Master Association) shall be as follows:

(a) The Board shall have the authority and duty to appoint a person to serve as a board member of the Master Association. The appointment shall be communicated to the Master Association on or before February 15 of the year in which the two (2) year term commences. The person appointed as the board representative of the Association shall have a fiduciary duty to the Association and its Members. The board representative does not have to be a member of the Association's Board but must be a person eligible to cast a vote on behalf of a lot as set forth in Section 3.1 of these Bylaws. The board representative may not designate a proxy to vote on his or her behalf.

(b) The Board shall have the authority and duty to appoint a person to serve as a voting representative for the Association in accordance with Section 3.4 of the Master Association bylaws. The person appointed as the voting representative of the Association shall have a fiduciary duty to the Association and its Members. The voting representative may be the same person who is appointed to serve as the board representative per subsection (a) above, but does not have to be the same. The voting representative does not have to be a member of the Association's Board but must be a person eligible to cast a vote on behalf of a lot as set forth in Section 3.1 of these Bylaws. As permitted under the Master Association bylaws, the voting representative may vote by proxy at membership meetings of the Master Association.

## Article VI Meetings of Directors

6.1 Organizational Meeting. An organizational meeting of the Board shall be held within ten (10) days of the annual meeting of the Members, at which time the Directors shall appoint the Officers of the Association.

6.2 Regular Board Meetings. Regular meetings of the Board shall be held at such time and place as is provided by appropriate resolution of the Board. 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 Lot Owners who may participate in accordance with the written policy established by the Board.

6.3 Special Board Meetings. Special meetings of the Board may be called by the President, or Vice President, and must be called by the President or Secretary at the written request of three (3) of the directors. Special meetings of the Board shall be noticed and conducted in the same manner as provided herein for regular meetings.

6.4 Quorum. A majority of the Board shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board. Board members may attend a Board meeting by speakerphone or any electronic application or media where their statements can be heard by all Directors and Owners present at the meeting. Directors may not vote by proxy. Directors may 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.

6.5 Notice of Board Meetings. Notice of regular or special meetings of the Board shall be given to each Director, personally, by mail, facsimile, telephone, email or telegram, at least forty-eight (48) hours prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived. Notice may be waived in writing by any Board member, except in an emergency. Notice of Board meetings shall be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of the meeting, except in an emergency.

However, notice must be mailed, delivered or electronically transmitted to the Members of any meeting at which Special Assessments are to be considered or proposed Rules and Regulations may be adopted or revised. Such notice shall contain a statement of the nature of such Assessment and/or proposed rule and given in writing to each Member not less than fourteen (14) days prior to the date of the meeting.

6.6 Business of the Board of Directors. The transaction of any business at any meeting of the Board shall be as valid as though made at a meeting, provided that either before or after the effective date of the action taken, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or a consent to the action taken in lieu of the meeting. All such waivers, consents, or approvals shall be filed with the corporate minutes.

6.7 Members' Right to Attend Board Meetings. All meetings of the Board shall be open to all Members except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the meeting would be governed by the attorney-client privilege.

6.8 No Voting by Ballot or Proxies. Directors may not vote by proxy or secret ballot at Board of Directors meetings.

6.9 Order of Business. If a quorum has been attained, the order of business at Board 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.

6.10 Minutes of Meetings. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by Lot 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. Minutes for each meeting must be reduced to written form within thirty (30) days after the meeting date.

6.11 Committees. The Board may by resolution create and abolish 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 or may itself make such appointments and designations, and may remove persons from committees.

Any committee authorized to take final action on behalf of the Board regarding (1) the approval or disapproval of architectural decisions or (2) the authorization of expenditures of Association funds, shall conduct their affairs in the same manner as provided in these Bylaws for Board meetings. All other committees may meet and conduct their affairs without prior notice.

## **Article VII** **Officers**

7.1 Officers. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer. A person may hold more than one (1) office, except that the President may not also be the Secretary or Treasurer. No person shall sign an instrument or perform an act in the capacity of more than one office.

7.2 Election of Officers. All of the Officers of the Association shall be elected by the Board at the organizational meeting of the Board. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until a successor has been duly elected and qualified or until the Officer's earlier death, resignation, or removal.

7.3 Vacancies. Except for recalls, which vacancies must be filled in accordance with Florida Statutes Section 720.303, a vacancy in any office because of death, resignation, or other termination of service may be filled by the Board for the unexpired portion of the term.

7.4 Removal of Officers. All Officers shall hold office at the pleasure of the Board and may be removed by a majority of the Board Directors.

7.5 Resignation of Directors. Resignation of an Officer position must be in writing and received by the Secretary. The unexcused absence from three (3) consecutive Board meetings shall also constitute a resignation of such Director without need for a written resignation.

7.6 Duties of the President. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds, and all other written instruments affecting the Common Areas.

7.7 Duties of the Vice President. The Vice President so designated by the Board shall perform all the duties of the President in his absence. The Vice President shall perform such other acts and duties as may be assigned by the Board of Directors.

7.8 Duties of the Secretary. The Secretary shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the records of the Association. The Secretary shall maintain a roster of the names of all Members of the Association, together with the addresses as registered by such Members.

7.9 Duties of the Treasurer. The Treasurer shall receive and deposit in appropriate institutional accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his/her appointed agent, shall keep proper books of accounting and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a Member.

7.10 Manager and Employees. The Board may employ the services of a manager and other employees and agents as they shall determine appropriate to actively manage, operate, and care for the Common Areas, with such powers and duties and at such compensation as the Board may deem appropriate and provided by resolution from time to time. Such manager, employees and agents shall serve at the pleasure of the Board.

7.11 Compensation. Neither Directors nor Officers shall be compensated for service on the Board of Directors.

7.12 Liability and Indemnification. Every Director and every Officer of the Association shall be indemnified by the Association as provided in the Articles of Incorporation.

**Article VIII**  
**Fiscal Matters**

8.1 Fiscal Matters. The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following:

8.1.1 Budget. The Board shall adopt a budget of common expense for the Subdivision and shall mail or deliver a copy of the budget to each member.

8.1.2 Reserves. The Board may establish one or more reserve accounts in the operating budget for contingencies, operating expenses, repairs, minor improvements, or special projects. These reserves may be used to offset cash flow shortages, provide financial stability, and avoid the need for special assessments on a frequent basis. The amounts proposed to be so reserved shall be included in the proposed annual budget.

8.1.3 Assessments: Installments. Regular annual assessments based on an adopted budget shall be payable in quarterly installments, in advance, due on the first day of January, April, July and October of each year. If an annual budget has not been adopted at the time the first quarterly installment for a fiscal year is due, it shall be presumed that the amount of such installment is the same as the last quarterly payment, and payments shall be continued at such rate until a budget is adopted and new quarterly installments are calculated, at which time an appropriate adjustment shall be added to or subtracted from each unit's next due quarterly installment.

8.1.4 Special Assessments. Special assessments proposed by the Board of Directors may be levied if approved by vote of not less than two-thirds (2/3rds) of the voting interest of the Members present, in person or by proxy, at a duly noticed and convened Membership meeting.

8.1.5 Fidelity Bonds. The President, Vice-President, Secretary and Treasurer, and all other persons who are authorized to sign checks, shall be bonded in such amounts as may be required by law or otherwise determined by the Board. The premium on such bonds is a Common Expense.

8.1.6 Financial Reports. Financial reports and information shall be prepared as follows:

(a) The treasurer, or appointed agent, shall keep proper books of account and cause financial statements to be prepared.

(b) The treasurer, or appointed agent, and the Board shall prepare annually a budget, a statement of receipts and disbursements, and a statement of assets and liabilities. These documents shall be mailed to all Members each year.

(c) The Board may, in its discretion, cause the financial statements to be reviewed or audited by an independent certified public accountant.

8.1.7 Fiscal Year. The fiscal year for the Association shall be the calendar year. The Board may adopt a different fiscal year in accordance with law and the regulations of the Internal Revenue Service.

8.1.8 Depository. The depository of the Association shall be such bank, banks or other federally insured depository, in the State, as shall be designated from time to time by the 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 authorized by the directors. All funds shall be maintained separately in the Association's name.

### **Article IX** **Amendments**

9.1 Vote Required. These Bylaws may be amended at any time by the affirmative vote of not less than a simple majority of the voting interests of the members represented in person or by proxy at a duly noticed membership meeting at which a quorum of the membership is attained. Notice of the subject matter or proposed amendment shall be included in the notice of the meeting at which the proposed amendment is considered.

9.2 Correction of Errors. Amendments for correction of scrivener's errors or other non-material changes may be made by the Board of Directors without the consent of the Members.

### **Article X** **Rules and Regulations**

The Board of Directors may, from time to time, adopt, amend, or add to rules and regulations governing the use of Lots, Common Areas, and the operation of the Association. However, any Board-promulgated Rule may be rescinded or amended upon the written action of a majority of the total voting interests, or by vote of a majority of the Members present, in person or by proxy, at a duly noticed and convened Membership meeting. Copies of adopted, amended or additional rules and regulations shall be furnished by the Board of Directors to each Lot Owner not less than thirty (30) days prior to the effective date thereof.

### **Article XI** **Official Seal**

The Association shall have an official seal, which shall be circular in form bearing the name of the Association, the word "Florida," the words "Corporation Not-For-Profit," and the year of incorporation (1985).

**Article XII**  
**Additional Provisions**

12.1 Interpretation. The provisions of this instrument, as amended and supplemented from time to time in accordance with this instrument, shall be deemed covenants running with the land. Titles, captions and paragraph headings have been used for convenience only, and shall not be used in interpreting this instrument. In the event of any conflict between the Articles and the Bylaws and/or this Declaration, this Declaration, the Articles, and the Bylaws, in that order, shall control.

12.2 Severability. The invalidity in whole or in part of any covenant or restriction, or any Section or other provisions of this Declaration, the Articles, or Bylaws shall not affect the validity of the remaining portions.

12.3 Gender. Unless otherwise so required, the use of the singular shall include the plural and the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

12.4 Construction. 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.