

This instrument prepared by:
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**AMENDED AND RESTATED BYLAWS OF
WILLOW SPRINGS HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, WILLOW SPRINGS was formed by the recording of the Declaration of Covenants and Restrictions of Willow Springs (the "Original Declaration"), in Official Records Book 1943, Pages 1882, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Bylaws of Willow Springs Homeowners Association, Inc. The original Bylaws were submitted to the Secretary of State of the State of Florida on April 16, 1986. Willow Springs Homeowners Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of Willow Springs, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Bylaws of Willow Springs Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Bylaws of Willow Springs Homeowners Association, 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 Willow Springs Homeowners Association, Inc. ("the Association"). The Association was incorporated under the laws of the State of Florida on April 16, 1986.

Article II
Name and Purpose

Section 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 Willow Springs, 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.

Section 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, and Proxies

Section 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.

Section 3.2 Membership Register. 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 of 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.

Section 3.3. 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 the joint Owners cannot agree on who shall vote or how to vote on a matter, no vote may be cast. The right to vote may be denied if the Owner is delinquent in the payment of assessments in excess of ninety (90) days.

If the Owner is a corporation, the officer or employee thereof entitled to cast the vote with respect to the Lot owned by such corporation shall be designated in a voting certificate signed by the President or Vice President and attested to by the Secretary of the corporation, 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 thereof be considered.

Section 3.4. Proxies. Votes may be cast in person, by proxy, or by written ballot. 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.

Section 3.5. 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.

Article IV
Annual and Special Meetings of Members

Section 4.1 Annual Meeting. An annual meeting of the Membership of the Association shall be held on the second Tuesday in February, or another time in the months of January or February as decided by the Board of Directors. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

Section 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 at least twenty-five percent (25%) of the total Voting Interests of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

Section 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. 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 twenty-eight (28) days prior to the date set for such meeting.

- (a) If presented personally, a receipt of such notice shall be signed by the Member indicating the date on which such notice was received.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) Notice may be given by facsimile or email with proof of transmission by affidavit by the Secretary of the Association.

Section 4.4 Majority Vote and Quorum Requirements. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present, shall be binding upon all members and owners for all purposes, except where otherwise provided by law, in the Declaration, in the Articles, or in these Bylaws. Unless otherwise so provided, at any regular or special meeting, the presence in person or by proxy of persons entitled to cast votes for one-third (1/3) of the voting rights shall constitute a quorum.

Section 4.5 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.

Section 4.6 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.

Section 4.7 Member Meeting Chairman. 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 chairman.

Section 4.8 Order of Business. The order of business at any meeting of the members shall be, as far as practical or unless otherwise determined by the chairperson, as follows:

- A. Election of Chairperson (if President or designee is absent);
- B. Roll call, certification of proxies, and determination of a quorum;
- C. Proof of notice of meeting or waiver of notice;
- D. Reading of minutes of prior meeting;
- E. Officer's Reports;
- F. Committee Reports;
- G. Appointment of Inspectors of Election;
- H. Election of Directors;
- I. Unfinished Business;
- J. New Business and announcements; and
- K. Adjournment.

Section 4.9 Lot Owners' Right to Record and Speak at Member Meetings. Any Lot Owner may tape record or videotape a meeting of the Members subject to such reasonable rules adopted by the Board. Members have a right to speak for up to three (3) minutes at all Membership meetings on any agenda item and on all other items opened for discussion.

Section 4.10 Action Without Meeting. Whenever the affirmative vote or approval of the members is required or permitted by the Declaration, Homeowners Association Act or these Bylaws, such action may be taken without a meeting if members entitled to cast no fewer than a majority of the votes if such meeting were held, shall agree in writing that such action can be taken and waive the necessity of such meeting. Provided, however, that if a greater percentage approval is required, then not less than such percentage must agree in writing. Provided further that the Declaration, the Articles of Incorporation and these Bylaws may not be amended without a meeting. Notice of the action so taken shall be given in writing to all members who did not approve such action within fourteen (14) days of such approval.

Section 4.11 Meeting Minutes. The minutes of all meetings of Membership shall be kept available for inspection by the Membership or their authorized representatives at any reasonable time pursuant to Florida law. 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.

Article V
Board of Directors

Section 5.1 Number of Directors and Terms of Offices. The property, business and affairs of the Association shall be managed by a Board consisting of a number of Directors as determined by these Bylaws. The Board shall consist of not less than three (3) Directors and no more than seven (7) Directors, and shall always be an odd number. Any change to the total number of Board members shall be made by the Board at a duly noticed Board meeting. Such meeting shall be held prior to the first notice of the Association's annual membership meeting, or the first notice of any special membership meeting at which Board elections shall be held. A special meeting of the Association shall be held if the Board is not able to maintain an odd number of Members, for a period exceeding two (2) consecutive months.

Each Director shall serve for a term of two (2) years. Directors must be Members of the Association or a person exercising the rights of a Lot Owner who is not a natural person.

Directors shall be elected in such a manner at the annual meetings so that the number of directors serving on the Board from time to time should have their terms of office evenly divided so far as possible so that half of their terms shall expire at the time of each annual meeting of the members.

Section 5.2 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. 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. The ballots used for the election shall contain the names of the nominees, 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.

Section 5.3 Replacement of Directors. If the number of Board Directors drops below three (3) or the number of Directors which has been established by Board resolution, the Secretary may receive nominations for a new Director from the present Board of Directors. The nominations shall be voted upon at the next Board meeting. The vacancy will be filled only to the end of the particular Board Director's term.

Section 5.4 Certification. Upon election, all Board members are required to provide or obtain certification pursuant to Section 720.3033, Florida Statutes, as amended. Record of this certification shall be kept as required by Florida Statutes Section 720.3033, as amended.

Section 5.5 Resignation of Directors. Resignation from the Board must be in writing and received by the Secretary.

Section 5.6 Recall. Directors may be removed from the Board with or without cause by the procedures set forth in Florida law.

Section 5.7 Removal of Directors. Any Director may be removed by majority vote of the remaining directors, if such director (a) has been absent for the last three (3) consecutive

Board meetings, and/or adjournments and continuances of such meetings; or (b) and has been delinquent for more than thirty (30) days, after written notice, in the payment of Assessments or other monies owed to the Association.

Section 5.8: 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 5.2 above.

Section 5.9 East Village Representatives. The appointment of representatives to the East Village Master Association, Inc. (hereinafter "Master Association") shall be as follows:

- (a) The Board shall have the authority and duty to appoint a person to serve as a board director of the Master Association. The appointment shall be communicated to the Master Association on or before February 15th of the year in which the two (2) year term commences. The person appointed as the Master Association board director shall have a fiduciary duty to the Association and its Members. The board director is not required 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 Master Association board director 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 Amended and Restated Bylaws of East Village Master Association, Inc. ("Master Association Bylaws.") The person appointed as the Master Association voting Representative 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 Master Association board director per subsection (a) above, but does not have to be the same. The voting Representative is not required 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 voting Representative may vote by proxy at Master Association membership meetings as permitted by the Master Association Bylaws.

Article VI Meetings of Directors

Section 6.1 Organizational Meeting. An organizational meeting of the Board shall be held immediately after, and at the same place as, or within ten (10) days thereof, the annual meeting of Members, at which time the Directors shall appoint the Officers of the Association.

Section 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.

Section 6.3 Special Board Meetings. Special meetings of the Board shall be held when called by an Officer of the Association or a majority of Directors. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

Section 6.4 Quorum. A meeting of the Board occurs whenever a quorum of the Board gathers to conduct Association business. 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.

Section 6.5 Meeting Minutes. The minutes of all meetings of the Board of Directors shall be kept available for inspection by the Membership or their authorized representatives at any reasonable time pursuant to Florida law. 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.

Section 6.6 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. Each Board member may waive, in writing, the need for or receipt of his or her personal notification, except in an emergency. Notice of Board meetings shall be provided to the Lot Owners using one of the following methods:

- (a) Notice may be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of the meeting, except in an emergency;
- (b) Publication or provision of a schedule of Board meetings; or,
- (c) Notice may be mailed or delivered to all Lot Owners at least seven (7) days prior to the meeting.

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.

The Board shall also mail to all Owners at the address last shown in the Association's records a meeting notice and copies of the proposed annual budget of income and common expenses, not less than thirty (30) days prior to the meeting at which the budget will be considered. The notice shall state the time and place of the meeting of the Board which will consider the annual budget.

Section 6.7 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.

Section 6.8 Order of Business. The order of business at Board meetings shall be, to the extent applicable:

- A. Calling of roll;
- B. Proof of due notice of meeting;
- C. Reading and disposal of any unapproved minutes;
- D. Reports of officers and committees;

- E. Election of officers;
- F. Unfinished business;
- G. New business; and
- H. Adjournment.

Section 6.9 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.

Section 6.10 No Voting by Ballot or Proxies. Directors may not vote by proxy or secret ballot at Board of Directors meetings.

Article VII Officers

Section 7.1 Officers. The Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. Any director may hold two offices, except that the President shall not also be the Secretary.

Section 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.

Section 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.

Section 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.

Section 7.5 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.

Section 7.6 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, or his or her appointed agent, shall perform such other acts and duties as may be assigned by the Board of Directors.

Section 7.7 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, or his or her appointed agent, shall maintain a roster of the names of all Members of the Association, together with the addresses as registered by such Members.

Section 7.8 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.

Section 7.9 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, including but not limited to, performing the defined duties of the Treasurer and/or Secretary, 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.

Section 7.10 Compensation. Neither Directors, Officers, volunteers, appointees, nor Committee Members shall be compensated for service, except that reimbursement or compensation may be made for the following:

- (a) Reimbursement for out-of-pocket expenses incurred by such person on behalf of the Association, subject to approval in accordance with procedures established by the Association's governing documents or, in the absence of such procedures, in accordance with an approval process established by the Board.
- (b) Any other fee or compensation that is allowed by and implemented in accordance with Florida Statutes Section 720.303(12), as amended.

Section 7.11 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 Management

Section 8.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 8.2 Annual Budget and Special Assessments. The Board shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual Assessment based thereon against each Lot subject to the Assessment. The adoption of a budget shall not, however, be construed as restricting the right of the Board, at any time in their sole discretion, to levy an Emergency Special Assessment in the event of an emergency need for funding, or restricting the right of the Board to propose a General Special Assessment to the Membership for its approval in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management, or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

Section 8.3 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.

Section 8.4 Special Assessments. Special assessments proposed by the Board of Directors may be levied if approved by a majority of the voting interests of the Members present, in person or by proxy, at a duly noticed and convened Membership meeting. Notwithstanding the above,

in case of an emergency, an Emergency Special Assessment may be assessed without membership approval.

Section 8.5 Annual Assessments. Notice of the Annual Maintenance Assessments levied against each Lot, together with a copy of the budget as adopted by the Board, shall be made available to each Member as set forth in the Declaration. Quarterly Maintenance Assessments are due on January 1, April 1, July 1, and October 1 of each year, and are late if not paid by the close of business on the tenth (10th) day of each. In the event that the tenth (10th) day of the month falls on a Saturday or Sunday, the Assessments will be late if paid later than the close of business on the immediately following Monday. If a Member shall be delinquent in the payment of an Assessment due, the amount remaining shall bear interest from the due date at the highest rate of interest permitted by law and shall be subject to such late charges as may be established by uniform administrative Rules and Regulations of the Board. The Association is also granted the power to file in the Public Records of Sarasota County, Florida, a written claim of lien against any Lot for which there remains any unpaid assessment, interest, and/or charges as provided herein.

Section 8.6 Association Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the members of the Board. The Board may authorize the pledge and assignment of any regular or Special Assessment and the lien rights of the Association as security for the repayment of such loans.

Section 8.7 Signatories. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer, Directors or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board.

Section 8.8 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select. All such depositories shall be FDIC insured. Funds shall be withdrawn only upon checks for money signed by such Officers, Directors or other persons as authorized in writing by the Board.

Section 8.9 Fidelity Bonds. Fidelity bonds may be required by the Board for all Officers and employees of the Association and from any person handling or responsible for Association funds. The amount of such bonds shall be determined by the Board. The premiums on such bonds shall be paid for by the Association and shall be a Common Expense of the Association.

Section 8.10 Accounting Records. The Association shall maintain accounting records according to good accounting practices. The records shall be open to review by the Membership at reasonable times pursuant to Florida law.

Section 8.11 Financial Reports. The Association shall prepare an annual financial report within ninety (90) days after the close of the fiscal year and so notify each Member that the financial report is available and prepared in accordance with the requirements of Florida Statutes Section 720.303, as amended from time to time. The Board may, at its discretion, cause the financial statements to be reviewed or audited by an independent certified public accountant.

Article IX
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.

Article X
Official Records

The books, records, and other papers of the Association shall be available at the Association's office and subject to inspection by any of the Association Members during regular business hours. The official records of the Association maintained at the Association's office shall comply as required by Florida law. As permissible by Florida law, the Board of Directors may adopt written rules governing the frequency, time, location, records to be inspected, and manner of inspections, including imposing a charge for copying costs.

Article XI
Amendments

These Bylaws may be amended by two-thirds (2/3) vote of the Association's voting interests at the Annual Meeting or at any special meeting of the Members. An amendment to these Bylaws may be proposed by the Board or at least a majority of the Association's Members. Upon successfully obtaining the Membership approval required herein, the Bylaw amendment along with a duly-executed certificate of amendment shall be recorded in the Public Records of Sarasota County, Florida. Upon the recording of the amendment and certificate of amendment in the Public Records, the amendment shall be legally effective. These Bylaws may be amended for correction of scrivener's errors or other non-material changes may be made by the Board without the consent of the Membership.

Article XII
Regulations

The Board may from time to time adopt such uniform administrative Rules and Regulations governing the details of the operation of the Association, and restrictions upon and requirements regarding the use and maintenance of the Lots and of the Common Areas as may be deemed necessary and appropriate from time to time to assure the enjoyment of all the Lot Owners and to prevent unreasonable interference with the use of the Lots and the Common Areas, as shall not be inconsistent with the Declaration, Articles of Incorporation, and these Bylaws.

Article XIII
Committees

The committees of the Association shall be established by the Board as needed for resolution of matters not handled as routine business of the Association. Unless otherwise provided herein, each committee shall consist of individuals appointed by the Board. Notice for committee meetings shall be as required by Florida law.

Article XIV
Parliamentary Rules

Robert's Rules of Order, the latest edition, shall govern the conduct of the meetings of the Association, the Board and committees of the Association when not in conflict with the Declaration, Articles of Incorporation or these Bylaws.

Article XV
Conflict

The governing documents shall control in the following order of priority: Declaration; Articles of Incorporation; these Bylaws; and Rules and Regulations. In the event of any conflict between the provisions hereof and Chapter 720, Florida Statutes, that Chapter shall control.

Article XVI
Construction

The provisions hereof shall be liberally construed to grant to the Association sufficient practical authority to operate the subdivision. Whenever the context so requires, the use of any gender herein shall be deemed to include all genders, and the use of the plural shall include the singular and the singular shall include the plural.

Should any of the covenants herein imposed be void or be or become unenforceable at law or in equity, remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

[SEE CERTIFICATE FOR SIGNATURE PAGE]