

AMENDED AND RESTATED BYLAWS OF
EMERALD GARDENS HOMEOWNERS' ASSOCIATION, INC.

A NONPROFIT CORPORATION

ARTICLE I, NAME AND LOCATION

The name of the Corporation is EMERALD GARDENS HOMEOWNERS' ASSOCIATION, INC. The principle mailing address of the corporation shall be Post Office Box 36063, Sarasota, Florida, 34233, Meetings of members and directors may be held at such places within the State of Florida as may be designated by the board of directors.

ARTICLE II, DEFINITIONS

Section 1., "Association" shall mean and refer to EMERALD GARDENS HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2., "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the subdivision and recorded on the 28th day of June, 1989 in the Office of the County Clerk of Sarasota County, Florida, in Book 2132, Page 2805, as amended from time to time.

Section 4. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat with the exception of the common area.

Section 5. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 7. "Subdivision" shall mean and refer to that certain tract of real property described in the Declaration, and such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.

ARTICLE III, MEETINGS OF MEMBERS

Section 1. Annual Meetings: The first annual meeting of members shall be held within one year from the date of incorporation of the Association. Subsequent annual meetings shall be held on the third Wednesday in January, unless otherwise changed by the board of directors. If the day for the annual meeting of members is a legal holiday, the meeting will be held on the next following day that is not a legal holiday. The purpose of the annual meeting is to elect three directors, to receive annual reports of officers and committees and for any other business that may arise.

Section 2. Semi-annual Meetings: The first semi-annual meeting shall be held on the third Wednesday in July 1994. Unless otherwise changed by the board of directors, subsequent semi-annual meetings shall be held on the third Wednesday in July of each succeeding year. If the day for the semi-annual meeting of the members is a legal holiday, the meeting will be held on the next following day that is not a legal holiday. The purpose of the semi-annual meeting is to elect two members to the board of directors, to receive interim reports of the officers and committees and to conduct any other business that may arise.

Section 3: Special Meetings. Special meetings of the members may be called at any time by the president or by the board of directors, or on written request of members who are entitled to vote one-fourth of all votes of the membership.

Section 4. Notice of Meetings: Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than fifty (50) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association for the purpose of receiving notice. Such notice shall specify the day, hour and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of class A membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. There are

no Class B memberships since 100 % of the lots have been transferred by the original developer, and control of the Association has been turned over to the owners.

Section 6. Proxies. Members may not vote by general proxies but may vote by limited proxies unless otherwise restricted herein or by law. However, both general proxies and limited proxies may be used to establish a quorum. Except for voting for directors, which shall be by the Members in person or by a ballot that the Member personally casts which is signed by the Member, limited proxies may be utilized for votes taken to amend the Articles of Incorporation or By-Laws or any other matter that requires or permits a vote of the Members. A proxy shall be effective and valid so long as the Member granting such proxy continues to own a lot. Additionally, a proxy shall be effective and valid for only one meeting, and only for the specific meeting for which it was originally given (and any lawfully adjourned meeting thereof). In no event is a proxy valid for longer than 90 days after the date of the meeting for which it was given. A proxy is revocable at any time at the pleasure of the Member who executed it. All proxies shall be in writing and shall be filed with the Secretary of the Association prior to the call to order of the meeting.

ARTICLE IV , BOARD OF DIRECTORS-TERM OF OFFICE;
FIRST ELECTION; REMOVAL

Section 1. Number: The affairs of the Association shall be managed by a board of five (5) directors. All directors shall be members of the Association.

Section 2. Term of Office: At the annual meeting, the members shall elect three (3) directors for a term of one year. At the semi-annual meeting the members shall elect two directors for the term of one year.

Section 3. Removal: Any director may be removed from the board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the board and shall serve for the unexpired time of the predecessor.

Section 4. Compensation: No director shall receive compensation for any service rendered to the association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.]

ARTICLE V, BOARD OF DIRECTORS-NOMINATION AND ELECTION

Section 1. Nomination: Nomination for election to the board of directors shall be by nominating committee. However, nominations may also be made from the floor at either the annual or semi-annual meeting of members. The nominating committee shall consist of two members of the board of directors, and one or more members of the association.

The committee shall be appointed by the board of directors prior to each annual and semi-annual meeting to serve from the close of such meeting until the close of the next annual or semi-annual meeting, as appropriate, and such appointment shall be announced at each annual or semi-annual meeting. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election: Election to the board of directors shall be by secret written ballot. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under provisions of the declaration. Persons receiving the largest number of votes shall be elected. All votes for members of the board of directors shall be in person at a meeting of the members or by ballot signed by the member which the member personally casts (i.e. - not by proxy).

ARTICLE VI, BOARD OF DIRECTORS-MEETINGS

Section 1: Regular Meetings: Regular meetings of the board of directors shall be held monthly, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day that is not legal holiday. All meetings of the board of directors shall be open to all members and owners of lots, and notice of such meetings shall be posted in a conspicuous place on the Association property at least 48 hours prior to such meeting, except in emergencies.

Section 2. Special Meetings: Except in emergencies, special meetings of the board of directors shall be held when called by the president of the Association, or by any two directors, after not less than seven days' notice to each director and officer, and the posting of notice of such meeting at least 48 hours prior to such meeting as provided in Section 1.

Section 3. Quorum: A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by the majority of directors present shall constitute an act or decision of the board.

Section 4. Assessments. No assessment shall be assessed by the board of directors against any lots unless notice of such meeting posted as provided in Section 1 specifically contains a statement that assessments shall be considered at such meeting and further contains a statement of the nature of such assessments.

ARTICLE VII, BOARD OF DIRECTORS- POWERS AND DUTIES

Section 1. Powers: The board of directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of common areas and facilities including the personal conduct of members and their guests thereon; and to establish penalties for infractions of such rules and regulations.

(b) Suspend the voting rights of any member during any period in which such member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for infraction of published rules and regulations;

(c) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declarations, Articles of Incorporation, or by other provisions of these bylaws;

(d) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the board of directors; and

(e) Employ independent contractors, and such other employees as deemed necessary and to prescribe their duties.

Section 2. Duties: It shall be the duty of the board of directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, semi-annual meeting or at any special meeting at which such a statement is requested in writing by one-fourth of the Class A members entitled to vote thereat;

(b) supervise all officers, agents and employees of the Association and see to it that their duties are properly performed;

(c) as more fully provided in the Declaration:

(1) Fix the amount of the annual assessment against each lot at least sixty (60) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every owner subject thereto at least sixty (60) days in advance of annual assessment period; and

(3) File a notice thereof in the Public Records of Sarasota County, Florida and foreclose the lien against any property or lot for which assessments are not paid within thirty (30) days after the due date, or bring action at law against the owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates.

e) Procure and maintain adequate liability and hazard insurance on all property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the common area to be maintained.

(h) hear complaints under the following procedure:

(1) Complaints will be accepted in writing directed to the board of directors. All complaints must be signed by complainant and verified by the board. If allowed by law, complainant's name is to be kept confidential.

(2) The board will verify that a possible violation exists and notify the owner, in writing, that the matter will be placed on the agenda of the board's next meeting and invite the homeowner to attend. If it is determined by a majority of the board that the complaint is valid, notification in writing is to be sent to the owner, who will have up to thirty (30) days to correct the violation. If the violation is not timely corrected, the Association may: (1) impose a fine, not exceed \$50.00 per day and not to exceed \$1000.00 total; or (2) correct the violation and impose a special assessment and/or lien against the property of the owner for all costs and expenses, including attorney's fees, incurred in correcting such violation and enforcing such lien; or (3) take such other action as the Association deems appropriate, including litigation at law or in equity. In the event the Association takes such action the owner shall be responsible for all costs and expenses directly or indirectly incurred by the Association.

(i) maintain or cause to be maintained the official records of the Association, which records shall be made available to all members within a reasonable period of time and at reasonable hours and location after request by such member(s). Such records shall include those records required by law to be kept by the Association, and shall in all events include:

- (1) A copy of the BY-LAWS of the Association and of each amendment thereto;
- (2) a certified copy of the Articles of Incorporation of the Association and each amendment thereto;
- (3) a copy of the current rules of the Association (if any);
- (4) a book that contains the minutes of all meetings of the Association, of the board of directors, and of members, which minutes shall be maintained at least 7 (seven) years;
- (5) a current roster of all members and their mailing addresses, parcel or lot identifications and, if known, telephone numbers;
- (6) a copy of all current insurance policies (if any);
- (7) copies of any management agreements or any contracts currently in effect between the Association and a third party or entity; and
- (8) accounting records of the Association and of each parcel or lot.

ARTICLE VIII , OFFICERS AND THEIR DUTIES

Section 1. Enumeration of officers: The officers of the Association shall be a president and vice-president, who shall at all times be members of the board of directors, and a secretary, treasurer, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers: The election of officers shall take place at the first meeting of the board of directors following each annual and semi-annual meeting of members.

Section 3. Term: The officers of the Association shall be elected semi-annually by the board. Each shall hold office for the term of his election unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments: The board may elect such other officers as the affairs in the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board, from time to time may determine.

Section 5. Resignation and Removal: Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation shall take effect on the date of the receipt of

such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: A vacancy in any office may be filled by appointment by the board. The officer appointed shall serve for the unexpired term of the officer replaced.

Section 7. Multiple Offices: The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties: The duties of the officers are as follows:

(a) President: The president shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out, and shall sign all leases, mortgages, and deeds and other instruments pertaining to common areas or of interest of the Association.

(b) Vice-president: The vice-president shall act in the place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

(c) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the Association together with their addresses; shall keep and maintain the Association records and books, except as such duties are expressly delegated to the treasurer in these By-Laws, and perform such other duties as may be required by the board or by law.

(d) Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the board of directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association to be made by two or three members of the Association appointed by the board at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

ARTICLE IX, COMMITTEES

The board of directors shall appoint an architectural committee, as provided in the Declaration, and a nominating committee as provided in ARTICLE V of these bylaws. In addition, the board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X. ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien on the property against which such assessments are made. Any assessments that are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of 12% per annum, and the Association may bring action at law against the owner personally obligated to pay the same, or may foreclose the lien against the property. Interest, costs, and reasonable attorney fees of such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of the lot.

ARTICLE XI , BOOKS AND RECORDS ; INSPECTION

The books, records, papers of the Association shall be subject to inspection by any member during ordinary business hours. The Declaration, Articles of Incorporation, and bylaws of the Association shall be available by any member by arrangement with a board member.

ARTICLE XII , FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first year shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XIII , AMENDMENTS

These bylaws may be amended by previous notice at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by allowable proxy.

ARTICLE XIV , CONFLICTS

In case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control; in the case of any conflict between the Declaration and these bylaws, the Declaration shall control.

ARTICLE XV , PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERTS RULES OF ORDER, Newly Revised, 1990, shall govern the Association where applicable and not inconsistent with the Articles of Incorporation, the Declaration of Restrictions or the Bylaws of the Association.

RECORDED & INDEXED
91 MAR -1 PM 1:15
CLERK OF THE COURT
SARASOTA COUNTY FL