

**AMENDED AND RESTATED BY-LAWS**  
**OF**  
**EAGLE CREEK COMMUNITY ASSOCIATION, INC.**

A Corporation Not for Profit  
Under the Laws of the State of Florida

**ARTICLE I**  
**DEFINITIONS**

**Section 1.** "Association" shall mean and refer to EAGLE CREEK COMMUNITY ASSOCIATION, INC., a nonprofit corporation organized and existing under the laws of the State of Florida.

**Section 2.** "Home" shall mean and refer to a Home as defined in the Covenants described in the Articles of Incorporation of the Association.

**Section 3.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Home.

**Section 4.** "Member" shall mean and refer to all those who are members of the Association as provided in Article III, Section 1 of the Articles of Incorporation of the Association.

**Section 5.** "Voting Members" are those Members of Neighborhood Associations elected pursuant to the Covenants as amended and originally recorded in O.R. Book 172, Page 1946, Public Records of Collier County, Florida (Covenants).

**Section 6.** "Eagle Creek" shall mean that development including all of the land subject to the Covenants and the Country Club.

**Section 7.** All other definitions from the Covenants (the "Covenants") described in the Articles of Incorporation of the Association are incorporated herein by this reference.

**ARTICLE II**  
**LOCATION**

**Section 1.** The principal office of the Association shall be as designated by the Board of Directors from time to time.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1.** Membership of the Association is as set forth in Article III, Section 1 of the Articles of Incorporation of the Association.

**Section 2.** The rights of membership are subject to the payment of annual dues and special assessments as levied by the Association, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, each Home/Lot against which such assessments are made as provided in Article VI of the Covenants. A Member who owns two (2) or more residences or residential lots shall pay dues, maintenance fees, and assessments on each and each such residence or residential lot shall have a separate vote.

COLLIER COUNTY  
BOARD OF DIRECTORS

**Section 1.** The Directors of the Association shall be elected as specified in the Articles of Incorporation.

**Section 2.** The first meeting of the duly elected Board of Directors, for the purposes of electing officers, shall be held immediately after the annual meeting of Members as provided in Article VIII, Section 1 of these By-Laws, provided that a majority of the Directors of the Board be present. Any action taken at such meeting shall be by an affirmative vote of a majority of the votes held by the whole Board. If a majority of the Directors of the Board elected shall not be present at that time, or if the Directors shall fail to elect officers, a meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members upon three (3) days notice in writing or electronic transmission to each member of the Board elected, stating the time, place and object of such meeting.

**Section 3.** Regular meetings of the Board of Directors shall be held no less than nine (9) times each year and may be held at any place or places within Collier County, Florida on such days and at such hours as the Board of Directors may, by resolution, designate. The Board may permit any and all Directors to participate in a regular or special meeting or adjournment thereof, and conduct meetings, by any means of communication by which all Directors participating

may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed present in person at the meeting.

**Section 4.** Notice of at least 48 continuous hours preceding each regular meeting of the Board of Directors via mail, electronic notice or phone shall be required to be given to each member of the Board except in an emergency where there is an immediate and imminent threat to the welfare of the community.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or by a majority of the members of the Board and may be held at any place or places within Collier County, Florida. Special meetings shall also be called by the Board of Directors upon petition signed by twenty percent (20%) of the Members (not Voting Members) (one signature per unit).

**Section 6. Vacancies.** In the event of a vacancy on the Board of Directors arising because of death, illness, or removal the Neighborhood Association which the Director represented may call a special meeting of its Members as soon as possible for the purpose of electing a new Director. If no replacement Director is elected within forty-five (45) days of a vacancy, the vacancy shall be filled by appointment by the Board of Directors of Eagle Creek Community Association, Inc. of a qualified individual from the pertinent Neighborhood Association.

**Section 7. Resignations.** Directors shall have the absolute right to resign at any time by providing written notice. The Neighborhood Association which the resigning Director represents shall call a special meeting of its Members as specified in the Neighborhood Association's By-Laws as soon as possible for the purpose of electing a new Director.

**ARTICLE V  
POWERS OF BOARD OF DIRECTORS**

**Section 1. Powers of the Board**

The Board shall have the corporate power to do everything permitted by Florida Corporations Not for Profit Act, the laws of Florida, its Articles of Incorporation and these By-Laws. The powers of the Board shall include, but are not limited to:

- a. Expend funds, make contracts and borrow money on behalf of the Association

- (1) The Board is not authorized to borrow money that exceeds \$500,000 annually, except in those cases where urgent action is required for an immediate and imminent threat to the welfare of the community. In this circumstance a two third's (2/3) majority vote of all Directors shall enable the Board to exceed this limit and borrow such monies as are necessary to address such threat.

In all other circumstances a proposed loan that exceeds this amount shall require approval of the Members (not Voting Members). If a quorum is established, an affirmative vote by sixty percent (60%) of the votes cast shall constitute approval.

- (2) The Board of Directors shall adopt policies and procedures for approval of expenditures and contracts.
  - b. Engage a management company to manage the affairs of the Association in accordance with the direction of the Board.
  - c. Provide for Membership voting by mail or proxy.
  - d. Remove any Director who fails to attend three (3) consecutive regular meetings of the Board either in person, conference call or other conferencing methods.
  - e. Remove from office any officer, with or without cause, by a two thirds (2/3) vote of the Board.
  - f. Prepare and adopt annual budgets and establish each Owner's share of the common expenses.
    - (1) The Board shall adopt a detailed budget for each fiscal year that shall include the estimated funds required to defray the Common Expenses and to provide and maintain funds for the foregoing accounts according to generally accepted accounting practices and principles consistently applied.
    - (2) On or before fourteen (14) days prior to the meeting of the Board at which a budget for the Association is to be considered for adoption by the Board, a copy thereof shall be mailed to each owner together with a notice of the meeting at which the budget will be considered which notice shall state the time and place of the meeting.
    - (3) The budget shall be determined by the Board no later than thirty (30) days prior to the commencement of the budget year.
  - g. Provide for the operation, care, upkeep and maintenance of the Common Areas.

- h. Obtain and carry property and liability insurance and fidelity bonds, as provided in the Declarations, paying the cost thereof, and filing and adjusting claims, as appropriate.
- i. Keep books with detailed accounts of the receipts and expenditures of the Association.
- j. Make available to any prospective purchaser, any Owner, and the holders, insurers, and guarantors of any mortgage on any property current copies of the Declaration, the Articles of Incorporation, the By-Laws, Rules and Regulations and all other books, records and financial statements of the Association.
- k. The Executive Committee shall have and may exercise all of the powers of the Board of Directors in management of the business and affairs of the ECCA during the period between the meetings of the Board of Directors insofar as may be permitted by law and if a majority of the Executive Committee is present in person or by electronic means. Any decisions or actions of the Executive Committee must be reported to the Directors at the next meeting of the Board. The Executive Committee is only empowered to act on issues that cannot be delayed until the next scheduled meeting of the entire Board of Directors.

**Section 2. Duties.** The duties of the Board shall include, but are not limited to:

- a. Elect the officers of the Association
- b. Establish committees and select chair persons
- c. Make, adopt, alter, amend or repeal the Rules and Regulations
- d. Enforce the Rules and Regulations
- e. Establish the amount of Association dues and charges
- f. Establish the amount of fines levied for infractions

**Section 3. Interpretation of Articles of Incorporation and By-Laws.** The Board shall have the power to determine the interpretation and/or construction of the Articles of Incorporation, these By-Laws, or any part thereof which may be in

conflict or doubtful meaning. In a conflict between the terms of these By-Laws and the Articles of Incorporation, the latter shall prevail.

**Section 4. Assessments.** The Board may levy assessments on Members to fund Association deficits that occur from operations.

a. Voting on Assessments

(1) A proposed deficiency assessment(s) that exceeds ten percent (10%) of the total annually budgeted assessments in the year the assessment is levied shall require approval by sixty percent (60%) of the entire Board.

(2) A proposed assessment for capital expenditures shall require the approval of sixty percent (60%) of the Members (not Voting Members).

(3) All assessments shall be as proposed by the Board, subject to any limitations or restrictions under Florida law.

b. Conditions and Limitations

(1) Assessments shall be allocated equally among all Members in the manner and amounts that the Board determines.

(2) Members at the time an assessment for capital expenditure is approved shall be responsible for payment of the assessment.

**Section 5. Enforcement.** The Board shall have the power to impose reasonable fines not to exceed the amount allowed by law, and to suspend an Owner's, Tenant's, guests' and invitees' right to vote or use the Common Areas for violation of any duty imposed under the Declaration, these By-Laws or any rules and regulations duly adopted hereunder; provided however, nothing herein shall authorize to Board to limit ingress and egress to or from a Unit or the right to park. Notwithstanding the foregoing, the Owner's right to vote may only be suspended due to nonpayment of regular annual maintenance fees, dues and special assessments that are delinquent in excess of thirty (30) days.

a. In the event that any occupant, guest, renter, lessee or invitee of a Unit violates the Declaration, By-Laws, or any rule, the fine shall first be assessed against the Unit's occupant; provided, however, that if the fine is not paid within the time period set by the Board, the Owner shall pay the fine upon notice from the Association. The failure of the Board to enforce any provision of the Declaration, By-Laws or any rule shall not be deemed a waiver of the right of the Board to do so thereafter.

b. Prior to the imposition of any sanction hereunder or under the Declaration the Board or its delegate shall serve the alleged violator with written notice describing (1) the nature of the alleged violation, (2) the proposed sanction to be imposed, (3) a period of not less than fourteen (14) days within which the alleged violator may present a written request for a hearing to the Board and (4) a statement that the proposed sanction shall be imposed as contained in the notice unless a hearing is requested in connection with a proposed fine or a challenge is served on the Board concerning other action within fourteen (14) days of the notice. If a timely challenge or request for hearing is not made, the sanction stated in the notice shall be imposed; provided the Board may, but shall not be obligated to, suspend any proposed sanction if the violation is cured within the 14 day period. Such suspension shall not constitute a waiver of the right to sanction future violations of the same or other provisions and rules by any Person.

c. Hearing. If a timely challenge to other than a a proposed suspension of rights or fine is served within the allotted fourteen (14) day period, a hearing shall be held before the Grievance Committee as defined in Article VII, Section 4, i. The alleged violator shall be afforded a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, Director or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and recommendations to the Board.

d. Appeal of Grievance Committee. Following a hearing before the Grievance Committee, the violator shall have the right to appeal the decision to the Board of Directors. To perfect this right a written notice of appeal must be received by the manager, President or Secretary of the Association within fourteen (14) days after the hearing date.

e. Procedures for Fines and Suspension of Rights. The Board of Directors may levy fines and suspend rights against Owners and Tenants who commit violations of the governing documents or Association Rules and Regulations or whose property occupants, licensees, or invitees

commit such a violation. No suspension or fine shall be imposed until the Owner and Tenant (if applicable) has been given fourteen (14) days written notice by certified mail which notice shall include:

- (1) A statement of the right of the Owner and/or Tenant to a hearing if so requested and the date, time and place the hearing will be held if requested; and
- (2) A statement of the provisions of the governing documents, Articles of Incorporation, Bylaws, or Rules and Regulations which have allegedly been violated; and
- (3) A short and plain statement of the matters asserted by the Association.

The hearing must be held before a committee of other Owners, which may not include Board members, officers, Directors, or employees of the Association or the spouse, parents, children or sibling of any officer, Director or employee.

The Unit Owner 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.

If the committee does not agree with the fine or suspension, the fine or suspension may not be levied or imposed. No fine will become a lien against a Unit. No fine may exceed \$100.00 per violation, plus all actual and reasonable costs incurred by the Association to remedy the violation, if any. A fine may, however, be levied on the basis of each day of a continuing violation, with a single notice and opportunity for a hearing, provided that no such fine shall exceed in the aggregate \$1,000.00, plus all actual and reasonable costs incurred by the Association to remedy the violation, if any.

**Section 6. Compensation.** No Director shall receive a salary or any other compensation whatsoever, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these By-Laws, but only if approved by the President and Treasurer.



**Section 7. Non-Liability for Debts of the Association.** The Directors of the Board shall not be liable for the debts of the Association by virtue of their position as Directors and/or Officers of the Association.

**Section 8. Adoption of Rules.** The Board shall have authority to adopt rules and regulations regulating use management and operation of the Common Areas, and external appearance and use of all property within Eagle Creek as encompassed by the Covenants, which shall be binding on the property, owner, tenants, guests and invitees at Eagle Creek.

**ARTICLE VI  
OFFICERS**

The Officers of the Association shall consist of: a President, a Vice President, a Treasurer, a Secretary, and such other officers as the Board may deem appropriate.

**Section 1. Term**

Officers shall serve for a term of one (1) year or until their successor is elected.

**Section 2. Duties**

a. President

The President shall:

- (1) Preside at all meetings of Members and the Board of Directors
- (2) Enforce observance of the provisions of these By-Laws and the Rules and Regulations of the Association
- (3) Call special meetings of the Board or Members
- (4) Execute or authorize another Director to execute all papers and documents requiring execution in the name of the Association
- (5) Be an ex-officio member of all committees

b. Vice President

The Vice President shall assist the President in his duties. In the absence or disability of the President, the Vice President shall perform and carry out all duties and responsibilities of the President.

## c. Secretary

The Secretary shall:

- (1) Keep, or cause to be kept, records and minutes of all meetings of the Board of Directors and the Membership
- (2) Be responsible for giving all required notices of meetings of the membership of the Association and of the Board of Directors
- (3) Have custody of the Seal of the Association and affix same to all documents relating to official acts of the Association
- (4) Certify Members eligible to vote

## d. Treasurer

The Treasurer shall:

- (1) Be responsible for the financial affairs of the Association
- (2) Have care and custody of all the monies and securities of the Association.
- (3) Enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association, pursuant to standard accounting practices and the applicable Federal and Florida law.
- (4) Prepare financial reports for the Association on a quarterly basis containing:
  - (a) an income statement reflecting all income and expense activity for the preceding period on an accrual basis
  - (b) a statement reflecting all cash receipts and disbursements for the preceding period
  - (c) a variance report reflecting the status of all accounts in an "actual" versus "approved" budget format
  - (d) a balance sheet as of the last day of the preceding period; and
  - (e) a delinquency report listing all Owners who are delinquent in paying any assessments at the time of the report and describing the status of any action to collect such assessments which remain delinquent
- (5) Prepare an annual report consisting of at least the following: a balance sheet, and operating (income) statement, and a statement of changes in financial position for the year. This report shall be made available to all Members within 120 days after the close of the year. Such annual report shall be audited by an independent public accountant.

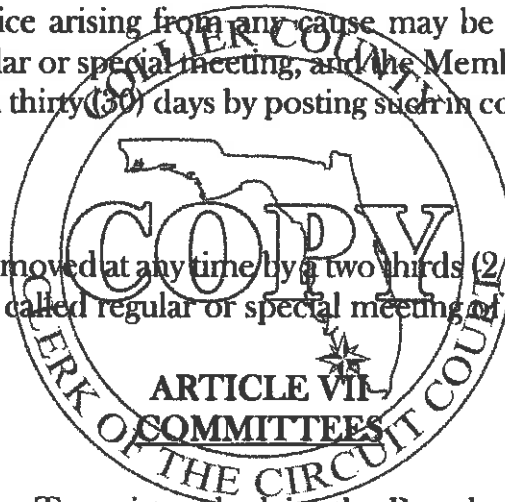
- (6) Sign such instruments as require his signature as per Federal and Florida law.
- (7) Monitor the performance of the management company and any other agents or employees who perform financial, accounting and/or bookkeeping work.
- (8) Chair the Finance Committee.
- (9) Insure that all persons having access to monies, bank accounts, or Association transactions are bonded with a surety bond for faithful performance or, alternatively, covered by dishonesty insurance.

**Section 3. Vacancies**

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting, and the Members shall be advised of the new officer within thirty (30) days by posting such in conspicuous locations in the Common areas.

**Section 4. Recall**

Any officer may be removed at any time by a two thirds (2/3) vote of the Board of Directors at any duly called regular or special meeting of the Board.



**Standing Committees:** To assist and advise the Board of Directors on various Association matters, the Board, in its sole discretion, may activate some or all of the following standing committees: Executive, Finance, Insurance, Security, Grounds and Maintenance, Architectural Review, By-Laws and Rules and Regulations, Grievance, and any other committees the Board deems necessary.

**Section 1. Committee Members**

Each committee shall have a minimum of three (3) members.

**Section 2. Authority of Committees**

- a. No committee or subcommittee or member thereof shall have the right to obligate the Association in any way or in any sum.

- b. No committee or subcommittee or member thereof shall have any independent authority, including, but not limited to, the authority to give direction to or discipline and agents or employees of the Association unless specifically approved by the Board of Directors.
- c. All subcommittees shall report directly to the committee as a whole.

### **Section 3. Term**

Each committee or subcommittee member shall serve for a period of one year unless replaced earlier by the Board of Directors.

### **Section 4. Duties**

- a. **Executive Committee:** the Executive Committee shall consist of the Officers of the Association and two (2) Directors at large from the Board of Directors.
- b. **Finance Committee:** the Finance Committee shall assist the Treasurer on all matters pertaining to the Association finances and duties of the Treasurer. It shall have general oversight of the Association accounting, administration practices, development of the annual budget and review of financial results and forecasts. It shall provide assistance to Neighborhood Associations at their request.
- c. **Insurance Committee:** the Insurance Committee shall advise the Board on all insurance matters. Duties of the committee include, but are not limited to:
  - (1) Reviewing all risk exposures and insurance contracts;
  - (2) Determining when, and if necessary, soliciting new bids for renewal and additional insurance; and
  - (3) Making recommendations to the Board and, upon their request, to Neighborhood Associations.
- d. **Security Committee:** the Security Committee shall advise the Board on all security matters, making recommendations to the Board as necessary.
- e. **Grounds and Maintenance Committee:** the Grounds and Maintenance Committee, in consultation with the Grounds Supervisor,

shall monitor the grounds and equipment for all Common Areas and Neighborhood Associations.

f. **Building Maintenance:** the Building Maintenance Committee, in consultation with the Property Manager and Neighborhood Associations, shall monitor the conditions of all Condo and Villa buildings recommending repairs, improvements to the Board as the Committee deems necessary.

g. **Architectural Review:** the Architectural Review Committee shall have exclusive jurisdiction over all exterior painting, original construction, modifications, additions or alterations made on or to existing Units pursuant to the Architectural Standards. Moreover, the Committee shall have the right to revise, amend and update the Architectural Standards by a majority vote of the Committee, in order to respond to future changes. Upon revising, amending or updating the Architectural Standards, the Committee shall provide notice of the changes to the Board of Directors of the Association and the Committee will make the corresponding changes in the Architectural Standards.

(1) **Architectural Standards.** On behalf of the Board, the Committee shall prepare and promulgate design and development guidelines and review procedures entitled to Architectural Standards, which shall include the payment by each Unit Owner of a review fee not to exceed \$40. All proposed construction, modifications, additions and improvements by Owners, builders and developers who seek to engage in development of or construction upon all or any portion of the community shall be in strict compliance with the Architectural Standards. Moreover, no painting of the exterior of a Unit by an Owner, no construction, which term shall include within its definition staking, clearing, excavation, grading and other site work, and no fencing screening, plantings or removal of plants, trees or shrubs shall take place except in strict compliance with the Architectural Standards. Upon request of any Owner a copy of the prevailing Architectural Standards will be provided.

h. **By-Laws and Rules and Regulations Committee:** the By-Laws and Rules and Regulations Committee shall annually review the Association's By-Laws and Rules and Regulations and make recommendations for amendments that the Committee deems appropriate.

- i. **Grievance Committee:** the Grievance Committee shall receive from the Board all written complaints. It shall perform investigations and present its recommendations to the Board in executive session and act upon the Board's instructions.

## **ARTICLE VIII**

### **MEETINGS OF MEMBERS**

**Section 1.** The regular annual meeting of the Members shall be held in the month of March of each year at such time and place as shall be determined by the Board of Directors.

**Section 2.** Regular meetings of the Board of Directors shall be held no less than nine (9) times each year on such days and at such hours as the Board may, by resolution, designate. Meetings of the Board of Directors at which a majority of the Directors are present shall be open to all Members. Any Member may tape record or videotape meetings of the Board of Directors.

The right to attend such meetings includes the right to speak at such meetings with reference to all designated agenda items. The Board may adopt written rules governing the frequency, duration, and manner of Member statements.

Adequate notice of all meetings, which notice shall specifically incorporate an identification of agenda items, shall be posted conspicuously in Common areas at least 48 continuous hours preceding the meeting except in an emergency.

Any item not included on the notice may be taken up on an emergency basis by at least a majority of the Directors. Such emergency action shall be noticed and ratified at the next regular meeting of the Board of Directors. However, written notice of any meeting at which non-emergency special assessments, or at which an amendment to these By-Laws or the rules and regulations will be considered shall be mailed, delivered or electronically transmitted to the Members and posted conspicuously in Common areas not less than fourteen (14) working days prior to the meeting.

**Section 3.** Special meetings of the Members for any purpose may be called at any time by a majority of the Directors or upon petition by ten percent (10%) of the total Members (not Voting Members) in the Association.

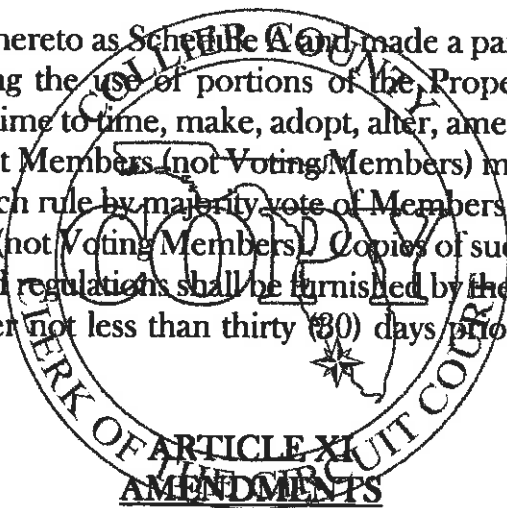
Section 4. Meetings shall be governed by Roberts Rules of Order to the extent not inconsistent with these By-Laws, the Articles of Incorporation and the Covenants.

**ARTICLE IX  
BOOKS AND PAPERS**

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member of the Association.

**ARTICLE X  
RULES AND REGULATIONS**

Section 1. Attached hereto as Schedule A and made a part hereof are rules and regulations concerning the use of portions of the Properties. The Board of Directors may, from time to time, make, adopt, alter, amend or repeal rules and regulations except that Members (not Voting Members) may overrule the Board with respect to any such rule by majority vote of Members voting at a duly called meeting of Members (not Voting Members). Copies of such modified, amended or additional rules and regulations shall be furnished by the Board of Directors to each affected Member not less than thirty (30) days prior to the effective date thereof.



**ARTICLE XI  
AMENDMENTS**

Section 1. These By-Laws may be amended at the annual meeting or special meeting of the Members (not Voting Members), if a quorum is established, by a vote of the majority of the Members (not Voting Members) voting, in person or by proxy, provided that the Members (not Voting Members) are given notice as specified in Article VIII, Section 2 of these By-Laws which discloses the information that the amendment of the By-Laws is to be considered at such meeting, provided however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that matters stated herein to be or which are in fact governed by the Covenants referred to herein may not be amended except as provided in such Covenants.

**Section 2.** In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in case of any conflict between the Covenants and these By-Laws, the said Covenants shall control.

**Section 3.** The Members (not Voting Members) may petition the Board of Directors to amend these By-Laws by providing a petition signed by ten (10%) percent of the Members (not Voting Members) to the Secretary.





BY-LAWSOFEAGLE CREEK VILLA HOMES NO. 1NEIGHBORHOOD ASSOCIATION, INC.

A Corporation Not for Profit  
Under the Laws of the State of Florida

## ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to EAGLE CREEK VILLA HOMES NO. 1 NEIGHBORHOOD ASSOCIATION, INC., a non-profit corporation organized and existing under the laws of the State of Florida.

Section 2. "The Properties" shall mean and refer to The Properties as defined in the Neighborhood Covenants (the "Covenants") described in the Articles of Incorporation of the Association.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 4. "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article III of the Articles of Incorporation of the Association.

Section 5. All other definitions from the Covenants are incorporated herein by this reference.

## ARTICLE II

LOCATION

Section 1. Until changed, the principal office of the Association shall be located at One Eagle Creek Drive, Naples, Florida 33962.

## ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article III of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, that portion of The Properties against which such assessments are made as provided in the Covenants.

## ARTICLE IV

BOARD OF DIRECTORS

Section 1. The Directors of the Association shall be elected at the annual meeting of the Members except as otherwise specified in the Articles of Incorporation. The election shall be decided by majority vote of all Members present in person or by proxy and voting at the annual meeting.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

Section 3. The first meeting of the duly elected Board of Directors, for the purposes of organization, shall be held immediately after the meeting of Members, provided the majority of the members of the Board elected be present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members upon three (3) days' notice in writing to each member of the Board so elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Collier County, Florida, on such days and at such hours as the Board of Directors may, by resolution, designate.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held any place or places within Collier County, Florida, and at any time.

Section 7. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary or by or on behalf of any two (2) members of the Board to each member of the Board not less than three (3) days by mail, or one (1) day by telephone or telegraph, prior to the meeting. Special meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the Directors.

Section 8. Directors (including affiliates of the Developer) shall have the absolute right to resign at any time and the remaining directors in office shall then fill the vacancies, provided that if all directors resign, a special meeting of members shall be called as soon as possible for the purpose of electing new directors and the resignations of such directors shall not be effective until such election is held and new directors are elected, except that if no meeting is held or no directors are elected after two (2) attempts to call and hold such meeting, the resignations shall become effective simultaneously with the date and time of the scheduled second meeting, whether held or not or whether new directors are elected or not.

## ARTICLE V

OFFICERS

Section 1. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are properly required of him by the Board of Directors. The Board of Directors shall elect at least one (1) Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, any Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. He shall keep the minutes of the meetings of the membership and of the Board of Directors. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 3. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

## ARTICLE VI

MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the Members shall be held in the month of November in each year at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two (2) or more members of the Board of Directors, or upon written request of the Members who have a right to vote one-third (1/3) of all the votes of the entire membership, or who have a right to vote one-third (1/3) of the votes of the Class A membership.

Section 3. Notice may be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to the addresses appearing on the records of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least six (6) days' in advance of the meeting and shall set forth the general nature of the business to be transacted, provided however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence in person or by proxy at the meeting of Members entitled to cast  $33 \frac{1}{3}\%$  of the votes of the membership shall constitute a quorum for any action governed by these By-Laws.

Section 5. Proxies must be in writing and signed by all record Owners of a Lot or the person designated in a voting certificate signed by all such Owners as the person authorized to cast the vote attributable to such Lot. No person other than a designee of the Developer is permitted to cast more than five (5) votes by proxy.

Section 6. Meetings shall be governed by Roberts Rules of Order (latest edition).


#### ARTICLE VII

##### AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of  $66 \frac{2}{3}\%$  of Members present and voting in person or by proxy, provided that the notice to the Members of the meeting discloses the information that the amendment of the By-Laws is to be considered, provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Covenants may not be amended except as provided in such Covenants. Anything to the contrary herein notwithstanding, the Developer shall have the absolute right to amend these By-Laws and the Articles of Incorporation as long as the Developer or its affiliates owns any Lot governed by the Association without the consent of the Members or the Board.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in case of any conflict between the Covenants and these By-Laws, the Covenants shall control.

WE HEREBY CERTIFY that the foregoing By-Laws of the above-named corporation were duly adopted by the Board of Directors of said Association on the 10<sup>th</sup> day of February, 1986.

  
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Harold Egan, Jr., President

  
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Marilyn Mantor, Secretary