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BK 11144 Pgs 1421-1434 PG(s)14

RECORDED 02/18/2020 01:47:46 PM

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CERTIFICATE OF AMENDED AND RESTATED
BYLAWS OF MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC.

These Amended and Restated Bylaws of Mt. Olive Shores North Owners' Association, Inc. are effective as of the date of recording this certificate, and amend and restate the Bylaws of Mt. Olive Shores North Owners' Association, Inc., originally adopted on July 17, 1997, and as duly amended thereafter.

WHEREAS, the Declaration of Covenants, Conditions and Restrictions for Mt. Olive Shores North was recorded in Official Records Book 3871, Page 2137, Public Records of Polk County, Florida; and

WHEREAS, the Bylaws of Mt. Olive Shores North Owners' Association, Inc. (the "Bylaws") were adopted on July 17, 1997 and thereafter amended on February 16, 2011; and

WHEREAS, Article XII.2 of the Bylaws provides that the Bylaws may be a majority vote of the Board of Directors;

NOW, THEREFORE, William Kuhn, as President and Sharon Millard, as Secretary, of Mt. Olive Shores North Owners' Association, Inc., do hereby certify that in order to update the Bylaws and incorporate subsequent amendments and statutory changes, the following Amended and Restated Bylaws of Mt. Olive Shores North Owners' Association, Inc. were duly approved at a noticed meeting of the Board of Directors of Mt. Olive Shores North Owners' Association, Inc., which was held on _____.

Signed, sealed and delivered in
the presence of:

MT. OLIVE SHORES NORTH OWNERS
ASSOCIATION, INC.

Bonnie L. Argenta
Print name: Bonnie L. Argenta

Charles Sharpe
Print name: Charles Sharpe

By: [Signature]
William Kuhn, President

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Certificate of Amended and Restated Bylaws
of Mt. Olive Shores North Owners' Association, Inc.

Signed, sealed and delivered in
the presence of:

Bonnie L. Argenti
Print name: Bonnie L. Argenti

Charles Sharpe
Print name: Charles Sharpe

ATTEST:

By: Sharon Millard
Sharon Millard, Secretary

STATE OF FLORIDA
COUNTY OF POLK

WTK 2020 The foregoing instrument was acknowledged before me this 13th day of February,
2019, by William Kuhn, as President and Sharon Millard, as Secretary respectively, Mt. Olive Shores
North Owners' Association, Inc. who are personally known to me or have produced
Florida Drivers License as identification, who did take an oath under the laws of the
State of Florida, who executed the foregoing Certificate of Recording the Amended and Restated
Bylaws of Mt. Olive Shores North Owners' Association, Inc., and severally acknowledge the
execution thereof to be their free act and deed as such officers, for the uses and purposes therein
mentioned, and that they have affixed thereto the seal of said corporation, and the said instrument is
the act and deed of said corporation.

In Witness Whereof, I have hereunto set my hand and official seal this 13th day of
February, ~~2019~~ ²⁰²⁰ WTK

Kathryn Y. McKinney
NOTARY PUBLIC, State of Florida
My Commission Expires: March 6, 2021

William Kuhn
K500-938-47-165-0

Sharon Millard
m 463-793-47-525-0



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The Board of Directors of Mt. Olive Shores North Owners' Association, Inc. proposes to amend the Bylaws of Mt. Olive Shores North Owners' Association, Inc. as follows in order to incorporate amendments to the bylaws and changes to Florida law. Substantial rewording. See governing documents for current text. The Proposed Amended and Restated Bylaws are as follows:

**AMENDED AND RESTATED BYLAWS OF
MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is MT. OLIVE SHORES NORTH OWNERS' ASSOCIATION, INC. The principal office of the corporation shall be located at 1021 Motorcoach Drive, Polk City, FL 33868, but 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. The address of the principal office may be changed from time to time by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Unless otherwise defined herein or the context requires otherwise, the capitalized terms herein shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for Mt. Olive Shores North, originally recorded at O.R. Book 3871, Page 2137 and thereafter supplemented and amended, all pursuant to instruments recorded in the Official Records of Polk County, Florida (the "Declaration").

**ARTICLE III
MEMBERS**

3.1 Membership in the Association. Every Owner shall be a Member of the Association and membership shall be established as set forth in the Declaration.

3.2 Voting Rights. Voting rights shall be as set forth in the Declaration. When more than one (1) person holds an interest in any Lot, all such persons shall be Members; however, there shall be only one (1) vote be cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves; but no split vote is permitted. Whenever more than one person holds an interest in any Lot, the Association may require the co-owners to file a certificate of voting authority with the Secretary of the Association prior to a meeting of the members to designate one owner to cast any vote at the meeting unless such co-owners have filed a general voting authority with Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held in a tenancy by the entireties, either Owner is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by a certificate signed by both Owners. Any Member who is delinquent in the payment of any charges duly levied by the Association against the Lot shall not be entitled to

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vote until all such charges together with any penalties as the Board of Directors of the Association may impose have been paid.

3.3 Termination of Membership. Membership in the Association terminates when such Member ceases to be a record Owner of a Lot.

3.4 Transfer of Membership. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

3.5 Membership Roster. The Secretary of the Association shall maintain a complete list of Members of the Association including the current mailing addresses for each Member which shall be the property address unless the Member has provided written notice of another address for purposes of receiving notices and information from the Association.

ARTICLE IV MEETINGS OF MEMBERS

4.1 Annual Meetings. The annual meeting of the Members shall be held on the date and at the time and place determined by the Board of Directors and set forth in any notice of such annual meeting.

4.2 Special Meetings. Special meetings of Members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of at least 10% of the total number of Members.

4.3 Place of Meetings. Meetings of Members may be held within Polk County unless another location within the State of Florida is designated by the Board.

4.4 Notice of Meetings. Written notice of any annual or special meeting of the Members shall be mailed, delivered, or electronically transmitted to the Members not less than 14 days prior to the meeting stating the date, time, and place of the meeting. Notice shall be addressed to the Member's address last appearing on the books of the Association or supplied in writing by such Member to the Association for the purpose of receiving notice. Notice shall be deemed given on the date such notice is deposited in the United States mail, postage prepaid. In the case of a special meeting, the purpose of the meeting shall also be set forth in the notice. Business conducted at a special meeting shall be limited to the purposes described in the notice of the meeting.

4.5 Waiver of Notice. A Member may waive notice in writing before or after the meeting. The attendance of a Member at a meeting, either in person or in proxy, shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the date, time, and place of such meeting and the manner in which the meeting was noticed, called, or convened, unless the Member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

4.6 Quorum. The presence at a meeting in person or by proxy of Members entitled to cast thirty percent (30%) of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, these Bylaws or by law. After a quorum has been established at a Member's meeting, the subsequent withdrawal of Members so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the new time, date and place, until a quorum as aforesaid shall be present or be represented. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting.

4.7 Action Taken at Meeting. When a quorum is present at any meeting, a majority of the votes duly cast by the members present in person or represented by written proxy at the meeting shall decide any question brought before the meeting, unless the question is one upon which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws, a different vote is required, in which case the express provision shall govern and control.

4.8 Proxies. At all meetings of Members, each Member may vote in person or by proxy in the manner provided by law. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. Only one proxy per Lot is permitted. Proxies shall be in writing and filed with the Secretary, or other individual designated by the Board, prior to the start of the meeting. Proxies shall be effective only for the specific meeting for which originally given, and proxies shall automatically expire ninety (90) days after the date of the meeting for which originally given, unless sooner terminated or revoked as provided herein. Proxies shall be revocable at any time at the pleasure of the Member who executes it, and the proxy of any Owner shall automatically terminate on conveyance by Owner of his or her Lot.

4.9 Action Without Meeting. Any action of the Members which may be taken at a duly called meeting of the Members may be taken without a meeting, as long as written notice of proposal of the action to be taken by the Members is mailed to every Member of the Association and the number of Members required to approve such action each sign a written consent setting forth the action so taken.

4.10 Order of Business. Unless otherwise designated by the Board in the agenda prepared for the meeting and submitted to the Members, the order of business at the annual meeting of the Members, and as far as applicable at other meetings; shall be:

- (a) call of the roll,
- (b) proof of notice of meeting,
- (c) reading and disposition of any unapproved minutes,
- (d) report of officers,
- (e) report of committees,
- (f) appointment of inspectors of election,
- (g) election of directors,
- (h) unfinished business,

- (i) new business,
- (j) adjournment.

4.11 Right to Speak. Each Member shall have the right to attend all membership meetings and to speak on any items open for discussion or included on the agenda. Unless otherwise prescribed by the Board of Directors prior to the meeting, a Member shall have the right to speak for at least three (3) minutes on any item, provided that the Member submits a written request to speak prior to the meeting if required by the Chair of the meeting. The Association may adopt written reasonable rules governing the frequency, duration, and manner of Member statements.

ARTICLE V BOARD OF DIRECTORS

5.1 The Board. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors.

5.2 Qualifications. Directors must be Members of the Association. Directors may not be delinquent in the payment of any monetary obligation due to the Association or in violation of the Declaration at the time they are elected. Only one record Owner of any Lot may serve on the Board of Directors at any time. If a Lot is owned by an Owner that is not a natural person, the Owner must designate one person in writing to be the representative of the Owner for purposes of serving on the Board of Directors prior to the Owner serving on the Board.

5.3 Term of Office. The members of the Board of Directors shall serve two year terms. The Board of Directors shall serve staggered terms. Two directors shall be elected at the annual meetings held on even years and three directors shall be elected at the annual meetings held on odd years. Directors shall hold office until his or her successor has been duly elected and qualified, or until he or she is removed as provided herein. Staggered terms shall go into effect beginning at the 2019 annual membership meeting and election. Of the five candidates receiving the most votes, the three candidates receiving the highest number of votes shall hold office for two years until the 2021 annual membership meeting and election and the remaining two candidates shall hold office until the 2020 annual membership meeting and election.

5.4 Compensation. No Director or Officer shall receive compensation for any service he or she may render to the Association. However, any Director or Officer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties. This section does not preclude a person who is also a director from receiving compensation in exchange for other services rendered to or on behalf of the Association in a capacity other than director, where such services and compensation are approved in accordance with Florida law, as amended from time to time.

5.5 Election of Directors. The election of the Directors shall be in the following manner:

- (a) Election of Directors shall be held at the annual membership meeting. Members may submit their request to be a candidate for the Board of Directors at least fifteen (15) days

prior to the date of the election, unless such other time is specified by the Board. Nominations from the floor at the annual meeting are not required.

(b) At the annual meeting, the President may appoint three (3) Members who are not nominees or candidates to the Board to assist with the election process and the counting of ballots.

(c) The election of directors shall be by ballot and shall be determined by a plurality of votes cast. Each Member entitled to vote may cast his or her vote for as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

5.6 Vacancies. Vacancies on the Board shall be filled as follows:

(a) Except as to vacancies provide by removal of directors by Members, all vacancies in the Board of Directors occurring between annual meetings of Members, including vacancies created by increasing the size of the Board, shall be filled by the vote of a majority of the remaining directors.

(b) Any directors elected by the Members may be removed by a majority vote of Members entitled to vote at a meeting of the Members. A vacancy on the Board so created shall be filled by the Members entitled to vote at the same meeting.

5.7 Annual Meeting. The Board of Directors shall hold its annual meeting at a date and time designated by the Board. The annual meeting of the Board shall be held as soon as possible following annual meeting of Members. At its annual meeting, the Board shall elect Officers and transact such other business as may come before the meeting.

5.8 Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary at the request of a majority of the Directors.

5.9 Attendance at Meetings by Phone. Directors may participate in meetings of the Board of Directors by means of a telephone conference or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

5.10 Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes. Such consent shall have the same effect as a unanimous vote.

5.11 Notice and Waiver.

(a) Notice to Directors. Directors shall be given at least two (2) days' written notice of any regular or special meeting of the Board either personally or by mail or email to each Director at his or her mailing or email address designated by the Director for receipt of such notice. Such notice shall state the date, time, place, and, for a special meeting, the purpose of the meeting. Any Director may waive notice of any meeting, whether before, at, or after such meeting by executing a waiver of notice. The attendance of a Director at a meeting shall

constitute a waiver of notice of such meeting and a waiver of any and all objections to the date, time and place of such meeting or the manner in which the meeting has been called or convened except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

(b) Noticed to Members. Notices of all Board meetings must be posted in a conspicuous place within the Common Areas at least forty-eight (48) hours in advance of each Board meeting, except in an emergency or where additional notice is required by Florida law, as amended from time to time. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that the assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and parcel owners and posted conspicuously on the property not less than 14 days before the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the date, time and place of such meeting or the manner in which the meeting has been called or convened except when a Member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

5.12 Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time until a quorum is present. Any business that may have been conducted at the meeting as originally called may be conducted at the adjourned meeting without further notice. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of Officers.

5.13 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members.

5.14 Removal. At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Members then entitled to vote at an election of Directors. New Directors shall be elected by the Members for the unexpired terms of Directors removed from office at the same meeting at which such removals are voted upon. If the Members fail to elect persons to fill the unexpired terms of the removed Directors, then the vacancies shall be filled in accordance with provisions of these Bylaws.

5.15 Resignations. Any Director may resign at any time by submitting a written or verbal resignation which shall take effect at the time specified in the notice of resignation or if no time is specified, at the time of receipt by the President. The acceptance of a resignation shall not be necessary to make it effective.

5.16 Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

5.17 Powers. All corporate powers shall be vested in and exercised under the authority of the Board of Directors and the management and affairs of the Association shall be controlled by the Board of Directors. The Board of Directors shall have all powers given to the Directors by the Articles of Incorporation, these Bylaws, the Declaration, the Florida Homeowners Association Act, the Florida Not for Profit Corporation Act, and other applicable law, all as may be amended from time to time, and in addition shall have powers to:

(a) Adopt rules and regulations governing the Properties or contemplated by the Declaration or Florida law, and establish penalties for the infraction thereof;

(b) Suspend the voting rights of a Member during any period in which such Member shall be delinquent in the payment of any monetary obligation owed to the Association;

(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 Declaration, 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 meetings of the Board of Directors or six (6) meetings during any calendar year; and

(e) Employ a manager, independent contractors, and such other employees as the Board may deem necessary, and to prescribe their duties.

5.18 Duties. It shall be the duty of the Board of Directors to:

(a) Supervise all Officers, agents, and employees of the Association and see to it that their duties are properly performed.

(b) Fix the amount of the annual assessment against each Lot in advance of each annual assessment period, in accordance with the Declaration;

(c) Exercise the duties of the Board as set forth in the Declaration and enforce the restrictions and covenants as provided therein;

(d) Authorize action to foreclose the lien against any Lot for which assessments are not paid within forty-five (45) days after the due date and/or action at law against the Owner personally obligated to pay the same.

(e) Issue, or cause an appropriate officer or Association representative to issue, upon demand by any person entitled to receive such information, 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 of Directors may impose a reasonable charge for the issuance of these certificates;

- (f) Procure and maintain insurance on all property owned by the Association;
- (g) Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (h) Perform the maintenance, repair or replacement required to be performed by the Association as provided in the Declaration;
- (i) Perform such other acts as may be authorized or required of a Board of Directors pursuant to Chapter 617 and Chapter 720, Florida Statutes.

5.19 Petition by Members. If twenty percent (20%) of the total voting interests petition the Board of Directors to address an item of business, the Board of Directors shall at its next regular meeting or at a special meeting of the Board of Directors, take the petitioned item up on an agenda.

ARTICLE VI OFFICERS AND THEIR DUTIES

6.1 Officers. The Officers of this Association shall be a President, Vice-President, Secretary, and Treasurer, each of whom shall be directors and shall be elected by the Board of Directors. The Board of Directors shall elect such assistants or other officers from among the directors and may designate their powers and duties as deemed appropriate by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person except that the office of the President and the Secretary and the President and Treasurer may not be held by the same person. A failure to elect officers shall not affect the existence of the Association.

6.2 Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at its annual meeting following the annual meeting of Members, or as soon thereafter as possible. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal as provided herein.

6.3 Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors.

6.4 Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

6.5 Duties. The officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by the Declaration, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors:

(a) The President of the Board shall preside at all meetings of the Board of Directors and of the Members. The President shall be the chief executive officer of the Association and shall have all of the powers and duties that are usually vested in the office of President of an association, including the power to appoint committees from among the Members from time to time in his or her discretion, to assist in the conduct of the affairs of the Association.

(b) The Vice President shall, in the case of the absence or disability of the President, perform all of the duties of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors or the President.

(c) The Secretary shall keep the minutes, accurate records of attendance, and other records of the meetings of the Board of Directors and the meetings of the Members of the Association. The Secretary shall provide for notice of all meetings. The Secretary shall have charge of the corporate seal and shall affix the corporate seal to such instruments as are authorized by the Board of Directors. The Secretary shall keep the official records of the Association.

(d) The Treasurer shall have charge of the funds of the Association and shall keep a correct account of all monies received and disbursed by the corporation. The Treasurer shall present financial reports to the Board of Directors in accordance with good accounting practices or per the request of the Board. The Treasurer shall also present a report of the receipts and disbursements for the previous year and a budget for the upcoming year at each annual meeting of the Association.

6.6 Delegation of Duties. In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or to any other Director.

6.7 Compensation. Officers of the Association shall not receive any compensation for acting as an officer of the Association.

ARTICLE VII COMMITTEES

7.1 Creation of Committees. The Board of Directors may, by the vote of a majority of the Board of Directors, designate committees to assist in the conduct of the affairs of the Association. Such committees shall have such functions and shall exercise such power as lawfully delegated by the Board. In accordance with the requirements of the Declaration and Florida law for any such committees, the Board shall appoint Members to such committees and may appoint, increase, decrease, remove, suspend, and/or change the members of the committee, and may dissolve the committee, at any time in its sole discretion. Members of such committees shall be selected from among the Members of the Association in good standing who are not delinquent in any monetary obligation owed to the Association. The Board shall designate the Chair of each committee.

7.2 Meetings. Regular meetings any committees may be held at such time and at such place as determined by the committee or upon request by the Board. Special meetings of the

committees may be called by the chair or a majority of the committee. Written notice of any meeting of a committee shall be provided to all committee members and the Secretary of the Board by personal delivery, mail, or email at least three (3) days prior to the date of the meeting. Notice of any meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a Member of the community, shall be posted in a conspicuous place in the Community at least forty-eight (48) hours in advance of the meeting, except in an emergency. Members are entitled to attend committee meetings and speak on agenda items in accordance with the rules for Member addresses at meetings of the Board or any rules related to committee meetings adopted by the Board.

7.3 Vacancies. Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

7.4 Quorum. At all meetings of a committee, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

7.5 Manner of Acting. The acts of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of such committee.

7.6 Minutes. Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE VIII FISCAL MANAGEMENT

8.1 Fiscal year. The fiscal year of the Association is October 1 to September 30.

8.2 Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimate funds required to defray the Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices. The annual budget and any amendments thereto shall be part of the official records of the Association.

8.3 Assessments. The assessments levied by the Association shall be for the improvement, maintenance and operation of the Community. Assessments shall be, including without limitation, computed, levied, collected and enforced as set forth in the Declaration and Florida law, as amended from time to time. Assessments not paid within 30 days after the date due shall be delinquent and shall bear interest from the date due at the rate of eighteen percent (18%) per annum, or such other rate as may be established by the Board from time to time in accordance with Florida law. In addition, assessments not paid within 45 days after the date due shall be subject to a late fee of the greater of \$25.00 or 5% of the amount of the delinquent assessment.

8.4 Special Assessments. Special Assessments may be levied by the Board of Directors as necessary for repair or restoration of the Common Properties after casualty, for

capital improvements, deferred maintenance, or non-budgeted expenditures of the Association approved in accordance with Florida law and the Declaration, to make up deficits in operating and maintenance accounts resulting from inadequate assessments; and for purposes and on conditions set forth in the Declaration and/or Florida law.

ARTICLE IX MINUTES, BOOKS, RECORDS AND REPORTS

9.1. Minutes. Minutes of all meetings of the Members, the Board of Directors, and any committees of the Association shall be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each Director present at a Board meeting must be recorded in the minutes.

9.2. Report to Members. In accordance with Florida law, the Association shall prepare and complete, or contract with a third party for the preparation and completion of, a financial report for the preceding fiscal year. Within 30 days after the final financial report is completed by the association or received from the third party, but not later than 120 days after the end of the fiscal year, the association shall provide each Member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the Member. Such financial report shall be prepared in conformity with generally accepted accounting principles.

9.3. Inspection of Corporate Records. The official records of the Association shall be maintained within the State of Florida and in accordance with Florida law as amended from time to time. The official records of the Association shall be available to Members for copying and inspection in accordance with Florida law, as amended from time to time. The Association may adopt reasonable written rules governing the frequency, time, location, notice, and manner of inspection, and may impose fees to cover the costs of providing copies of the official records, including without limitation, the costs of assembling and copying records.

ARTICLE X ENFORCEMENT

10.1 Enforcement Generally. The Association may enforce the provisions of the Declaration, the Bylaws and Articles of Incorporation, and any rules and regulations adopted by the Board, all as may be amended from time to time (collectively, the "Governing Documents"), in accordance with the Declaration and Florida law. The Association may pursue one or more remedies available to it simultaneously or consecutively as deemed appropriate or necessary by the Board in its sole discretion.

10.2 Fining and Suspension. In addition to other remedies available to the Association, the Association may impose fines against a Member or a Member's tenant, guest, or invitee, or may suspend the right of a Member or a Member's tenant, guest, or invitee, to use common areas and facilities, for any violation of any provision of the Governing Documents. A fine may not

exceed \$100 per violation. A fine may be levied by the Board for each day of a continuing violation, with a single notice and opportunity for hearing, except that the fine may not exceed \$1,000 in the aggregate. A fine of less than \$1,000 may not become a lien against a parcel. In any action to recover a fine, the prevailing party is entitled to reasonable attorney fees and costs from the nonprevailing party as determined by the court. The person fined or suspended by the Board shall be provided at least 14 days' notice and an opportunity for a hearing before a committee of at least three members appointed by the Board in accordance with these Bylaws, who are not officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee. The role of the committee is limited to determining whether to confirm or reject the fine or suspension levied by the Board. If a proposed fine is approved by the committee, the fine payment is due 5 days after the date of approval.

ARTICLE X AMENDMENTS

These Bylaws may be repealed or amended, and additional Bylaws may be adopted, if approved at an annual or special meeting called for that purpose by either a vote of a majority of the Board of Directors or by a majority vote of the total number of Members, but the Board of Directors may not amend or repeal any Bylaw adopted by Members if the Members specifically provide that the Bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI CONFLICTS

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