

Instrument prepared by
and after recording return to:
Jennifer A. Nichols, Esq.
Roetzel & Andress
850 Park Shore Drive
Naples, FL 34103
(239) 649-6200

(space above this line for recording)

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President of Hideaway Beach Association, Inc., a Florida corporation not for profit, does hereby certify that at a duly called annual members meeting held on February 23, 2021, at which a quorum was established, the Second Amended and Restated By-Laws of Hideaway Beach Association, Inc. as set forth on Exhibit "A" was approved and adopted by the required vote of the membership.

The total number of votes of the Members of Hideaway Beach Association, Inc. is 623.50. The total number of votes required to constitute a quorum at a members' meeting of the Association is thirty percent (30%). The number of votes necessary to adopt an amendment to the Declaration is a majority of the total number of votes of the Members of the Association.

The Second Amended and Restated By-Laws was voted on by members in sections, with the understanding that the sections that received the requisite approval vote would be incorporated into the Second Amended and Restated By-Laws as set forth on Exhibit "A." The votes of the membership were as follows:

Amendments to By-Laws	Total Yes Votes	Total No Votes
Second Amended and Restated By-Laws	382	3
Article III. Sections 3 &4	375	10

The Declaration of Covenants, Conditions and Restrictions of Hideaway Beach was originally recorded at O.R. Book 963, Pages 1735 et seq, and Restated at O.R. Book 3031, Page 1374, et. seq., all of the Public Records of Collier County, Florida.

HIDEAWAY BEACH ASSOCIATION, INC.
(SEAL)

Katie Davidson

Witness Signature
KATIE DAVIDSON
Print Name

William Johnson
Witness Signature

Print Name

STATE OF Florida
COUNTY OF Collier

C. Babrowski

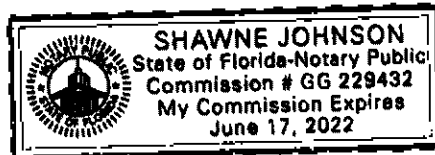
Claire Babrowski, President

Date: 3/10/2021

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 10 day of March 2021 by Claire Babrowski, President of Hideaway Beach Association, Inc., a not-for-profit corporation, on behalf of the corporation. She is personally known to me or who has produced (type of identification) personally known, as identification.

Shawne Johnson

Notary public
Printed name: Shawne Johnson
Serial Number: 229432
My commission expires: June 17, 2022



SECOND AMENDED AND RESTATED BY-LAWS
OF
HIDEAWAY BEACH ASSOCIATION, INC.

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SECOND AMENDED AND RESTATED BY-LAWS

OF

HIDEAWAY BEACH ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1 Name. The name of the corporation shall be HIDEAWAY BEACH ASSOCIATION, INC. ("Association").

Section 2 Principal Office. The principal office of the Association shall be at 250 South Beach Drive, Marco Island, Florida, 34145, or at such location as may be designated by the Association's Board of Directors. All books and records of the Association shall be kept at its principal office.

Section 3 Definitions. As used herein, the term corporation shall be synonymous with "Association" as defined in the Declaration of Covenants, Conditions and Restrictions for Hideaway Beach as amended ("Declaration"), and the words "Residential Lot," "Condominium Unit," "Hideaway Beach," "Member," "Common Property," "Owner," "Board," and "Declarant" are defined as set forth in the Declaration.

Section 4 New By-Laws. These Second Amended and Restated By-Laws shall amend and replace all previously adopted By-Laws of the Association.

ARTICLE II

DIRECTORS

Section 1 Number and Term. The number of directors which shall constitute the Association's Board shall be nine (9), all directors shall be elected to three (3) year terms. Directors are currently serving three (3) year staggered terms. The term of each Director's service shall extend until the annual meeting at which their elected term is completed. Directors shall be limited to two (2) consecutive three-year terms. Election or appointment to fill a vacancy for which there is one (1) year or less remaining on the term at the time of election or appointment is not considered part of the term limit, but in no event may a director serve more than seven (7) consecutive years. A former director shall be eligible for reappointment or re-election once two (2) full years have passed since his or her last day of service on the Board.

Section 2 Qualifications. Directors must be a member or the spouse of a member, but in no event shall a husband and wife simultaneously serve on the Board. If the Owner is a corporation,

partnership, or trust, the Designated Voter, as described in Article V, Section 1 below, shall be eligible to be a director. Directors must be 18 years of age or older.

Section 3 Election Procedure. On the day of each annual meeting the Members shall elect as many Directors as there are regular terms of Directors expiring. The Board of Directors may not appoint a committee for the purpose of nominating candidates for the election of Directors.

Section 3A First Notice. The First Notice of each annual election shall be mailed, hand-delivered or electronically transmitted to all Owners at least sixty (60) days in advance. Any person eligible to serve as a Director who wishes to qualify as a candidate shall notify the Association in writing of his or her desire to be a candidate at least forty (40) days prior to the annual election, and must be eligible to serve on the Board of Directors at the time of such notification deadline in order to have his or her name listed as a proper candidate on the election ballot or to serve on the Board of Directors. Notice shall be deemed effective when received by the Association. Any person indicating his or her desire to qualify as a candidate may also return a separate information sheet, no larger than 8 1/2 inches by 11 inches, which describes the candidate's background, education and qualifications for office, and any other information deemed relevant by the candidate, which information sheet must be furnished by the candidate at least thirty-five (35) days prior to the election. The Association has no liability for the contents of the information sheets prepared by the candidates.

Section 3B Second Notice. The Association shall mail, hand-deliver or electronically transmit a Second Notice of the election, together with the candidate information sheets and a written secret ballot which shall list all candidates in alphabetical order by surname, at least fourteen (14) days in advance of the election; provided, however, that if the number of candidates does not exceed the number of vacancies, then no election shall be required, and the candidates become members of the Board of Directors effective upon the adjournment of the annual meeting. Any remaining vacancies shall be filled by the affirmative vote of the majority of the directors making up the newly constituted Board even if the Directors constitute less than a quorum or there is only one (1) Director.

Section 3C Election. Directors shall be elected by a plurality of the votes cast. There is no quorum requirement necessary for an election. However, at least ten percent (10%) of the Voting Interests must cast a ballot in order to have a valid election. Proxies may not be used in elections. In the event of a tie, the tie vote shall be broken by agreement among the candidates that are tied. If an agreement cannot be reached, then the Association shall proceed with a runoff election pursuant to rules adopted by the Division. Notwithstanding the foregoing, a Member who needs assistance in casting the ballot by reason of blindness, disability, or inability to read or write or other reasons as set forth in Section 101.051, Florida Statutes, may obtain such assistance. In the election of Directors, there shall be appurtenant to each Living Unit as many votes for Directors as there are Directors to be elected, but no Living Unit may cast more than one (1) vote for any candidate, it being the intent hereof that voting for Directors shall be non-cumulative. The Association may conduct elections through an Internet-based online voting system in accordance with the requirements set forth in Section 720.317, Florida Statutes.

In the event that there are only as many (or fewer) candidates pre-qualified for election as there are open seats on the Board, no election shall be held, and the pre-qualified candidates shall automatically become Members of the Board upon adjournment of the annual meeting. Notwithstanding the foregoing, where there are seats to be filled for different terms at the same annual meeting, those who will be seated shall agree amongst themselves in advance of the annual meeting who shall serve the two-year terms and who shall serve the one-year terms. This decision shall be recorded in the minutes of a duly noticed Board of Directors' meeting held in advance of the annual meeting. In the event those who will be seated cannot agree on which among them shall serve the lengthier term, an election shall be held at the annual meeting. Those receiving the most votes will be elected to a lengthier term.

Section 3D Certification. Within ninety (90) days after being elected or appointed, each newly elected or appointed Director shall certify in writing to the Secretary of the Association that he or she has read the Declaration of Covenants, Articles of Incorporation, Bylaws and current written policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the Members. In lieu of this written certification, within ninety (90) days after being elected or appointed, the newly elected or appointed Director may submit a certificate of having satisfactorily completed the educational curriculum administered by a Division-approved education provider within one (1) year before or ninety (90) days after the date of election or appointment. The written certification or educational certificate is valid and does not have to be resubmitted as long as the Director serves on the Board of Directors without interruption. A Director who fails to timely file the written certification or educational certificate is suspended from service on the Board of Directors until he or she complies with the requirements set forth above. The Board of Directors may temporarily fill the vacancy during the period of suspension. The Secretary shall cause the Association to retain a Director's written certification or educational certificate for inspection by the Members for five (5) years after a Director's election. Failure to have such written certification or educational certification on file does not affect the validity of any Board action.

Section 3E Challenge. Any challenge to the election process must be commenced within sixty (60) days after the election results are announced.

Section 4 Vacancy and Replacement. If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office (other than recall of a majority of the Board by the Members), a majority of the remaining directors, though less than a quorum, at a special meeting of the Board duly called for this purpose, or the sole remaining director, shall choose a successor or successors who shall hold office for the unexpired portion of the term of the vacated office. If the Association fails to fill vacancies on the Board sufficient to constitute a quorum, or if no Director remains on the Board, the vacancy may be filled by the Members (via a special meeting of the Membership) or any Member may apply to the Circuit Court for the appointment of a receiver to manage the Association's affairs, in the manner provided by Florida law.

Section 5 Removal. Any or all Directors may be removed with or without cause by a majority vote of the entire membership, either by a written petition, or at any meeting called for that purpose, in the manner required by Section 720.303(10) of the Act. Any Director who becomes more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation to the association shall be deemed to have abandoned his or her seat on the Board, creating a vacancy on the Board to be filled according to section 4 above.

Section 6 Powers. The property and business of the Association shall be managed by the Board, which may exercise all corporate powers not specifically prohibited by the Florida Statutes, the Articles of Incorporation or the Declaration. The powers of the Board shall specifically include, but not be limited to, the following:

- A. To levy and collect regular, special and individual assessments.
- B. To use and expend the assessments collected for the purpose stated in the Declaration and to maintain, operate, lease, care for and preserve the Common Property.
- C. To purchase the necessary equipment required in the maintenance, care and preservation referred to above.
- D. To enter into and upon the Residential Lots and Condominium Units when necessary, with as little inconvenience to the Owners as possible, in connection with said maintenance, care and preservation.
- E. To insure and keep insured said Common Property against loss from fire and/or other casualty and the Owners against public liability, and to purchase such other insurance as the Board may deem advisable.
- F. To collect delinquent assessments by suit or otherwise, abate nuisances and enjoin and/or seek damages from the Members for violations of these By-Laws, the Articles of Incorporation, the Declaration, and the rules and regulations promulgated by the Board.
- G. To employ and compensate such personnel as may be required for the maintenance and preservation of the Common Property.
- H. To make reasonable rules and regulations for the occupancy and use of the Condominium Units and the Residential Lots and the use of the Common Property.
- I. To acquire, rent or lease Residential Lots and Condominium Units and/or portions of the Common Property in the name of the Association or a designee.
- J. To contract for the management of the Common Property and to delegate to such other party all powers and duties of the Association except those specifically required by the Declaration to have the specific approval of the Board or the Members.
- K. To carry out the obligations of the Association under any easements, restrictions or covenants covered by the Declaration.

L. To approve or disapprove the renting or the transfer of ownership of Residential Lots and Condominium Units in the manner provided in the Declaration and these By-Laws.

M. To improve the Common Property.

N. To deposit, in the Board of Directors' reasonable business judgment, all funds received on behalf of the Association in bank or brokerage house deposit accounts, certificates of deposit, a 1940 Act mutual fund or bank commingled fund offered by a financial institution approved by the Board of Directors provided that, to mitigate risk, any such account or fund must (i) be entitled to FDIC insurance coverage, (ii) hold or invest primarily in securities issued by the United States government or a United States agency backed by the full faith and credit of the United States of America, or (iii) be a members of the National Association of Securities Dealers, Inc. and insured by industry insurance.

O. To enforce by legal means the provisions of the Governing Documents and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association; provided, the Association shall not be obligated to take action to enforce any covenant, restriction or rule which the Board in the exercise of its business judgment determines is, or is likely to be construed as, inconsistent with applicable law, or in any case in which the Board reasonably determines that the Association's position is not strong enough to justify taking enforcement action

Section 7 Compensation. Neither directors nor officers shall receive compensation for their services as such, except that the Board of Directors may vote to reimburse directors and officers for all actual and proper out-of-pocket expenses relating to the proper discharge of their duties.

Section 8 Meetings.

A. The annual organizational meeting of the new Board of Directors shall be held within ten (10) days after the annual meeting. The organizational meeting may be held immediately following the annual meeting, in which case the noticing of such meeting may be effectuated by the Board existing prior to the election.

B. Regular meetings of the Board shall be held at such time and place as determined by a majority of the Members of the Board of Directors. Special meetings shall be held whenever called by the President or a majority of the Board. The Secretary or other person giving notice shall give notice of each special meeting in writing, unless oral notice is reasonable under the circumstances. Notice may be communicated: in person; by telephone; telegram; or other form of electronic communication; or by mail, at least forty-eight (48) hours before the date of such meeting, but any director may waive notice of the calling of the meeting, in writing, before or after the meeting. Attendance at any meeting by a director constitutes a waiver of notice, except when a director states his objection to the lack of notice at the beginning of the meeting or promptly upon arrival at the meeting. The meeting must be held at a location that is accessible to a physically handicapped person if requested by the physically handicapped person who has a right to attend the meeting.

C. A meeting of the Board occurs whenever a quorum of the Board gathers to conduct Association business. Except as provided herein, meetings of the Board shall be open to all Members and, except in cases of emergency, notices of such meetings shall be posted conspicuously on the Common Property at least forty-eight (48) hours in advance of such meetings. In the alternative, if notice is not posted in a conspicuous place on the Common Property, notice of each Board meeting must be mailed or delivered to each Member at least 7 days before the meeting, except in an emergency. In the alternative to the posting requirements discussed above, notice of each Board meeting must be mailed or delivered to each Member at least 7 days before the meeting, except in an emergency. In the event of an emergency meeting, any action taken shall be noticed and ratified at the next regular meeting of the Board. Notice of regular Board meetings may also be provided by publication of a schedule in an Association newsletter or other mailing, or by conspicuously posting and repeated broadcasting of the notice on a closed-circuit cable television system serving the Association. However, if broadcast notice is used in lieu of a notice posted physically on the Common Property, the notice and agenda must be broadcast at least four times every broadcast hour of each day that a posted notice is otherwise required under these Bylaws or Chapter 720, Florida Statutes. When broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and the agenda. Notwithstanding the above, the Board shall have the right to close to members any meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege or any meetings of the Board held for the purpose of discussing personnel matters. An assessment may not be levied at a Board meeting unless the notice of meeting includes a statement that assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments or amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the property not less than fourteen (14) days before the meeting. The foregoing notice and voting requirements also applies to the meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of Association funds, and to the Architectural Review Committee.

D. 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. 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.

E. A majority of the Board shall be necessary at all meetings to constitute a quorum for the transaction of business and the act of a majority present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at the meeting, the directors present may adjourn the meeting until a quorum shall be present.

F. Any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all the directors and such consent is filed in the minutes of the proceedings of the Board. Such consent shall have the effect as a unanimous vote.

G. Directors may participate in a meeting of the Board by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board.

Section 9 Order of Business. The order of business at all meetings of the Board shall be substantially as follows:

- A. Roll call.
- B. Reading/Approval of minutes of the last meeting.
- C. Reports of officers and employees.
- D. Reports of committees.
- E. Unfinished business.
- F. Original resolutions and new business.
- G. Adjournment.

Section 10 Accounting Records. The Association shall maintain accounting records according to generally accepted principles of accounting. Such records shall include, but are not limited to: a record of all receipts and expenditures and an account for each Residential Lot and Condominium Unit which shall designate the name and address of the Owner, the amount of each assessment, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due; all tax returns, financial statements, and financial reports of the Association; and any other records that identify, measure, record, or communicate financial information. All accounting records must be maintained for a period of at least 7 years.

Section 11 Other Official Records. The Association shall maintain all items that constitute official records of the Association in accordance with Section 720.303, Fla. Stat.

Section 12 Access to Official Records. The official records must be open to inspection and available for photocopying by members or their authorized agents at reasonable times and places within 10 business days after receipt by the Association of a written request for access. The failure of the Association to provide access to the records within 10 business days after receipt of a written request creates a rebuttable presumption that the Association willfully failed to comply. A member who is denied access to official records is entitled to the actual damages or minimum damages for the Association's willful failure to comply. The minimum damages are to be \$50.00 per calendar day up to 10 days, the calculation to begin on the 11th business day after receipt of the written request. 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 copying. The Association shall maintain an adequate number of copies of the recorded governing documents and the rules and regulations, to ensure their availability to members and prospective members, and may charge only its actual costs for reproducing and furnishing these documents to those persons who are entitled to receive them.

ARTICLE III

EXECUTIVE COMMITTEE

Section 1 Appointment. The Board of Directors by resolution adopted by a majority of the full Board may designate four or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 2 Authority. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors for routine or emergency matters except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors to fill vacancies on the Board of Directors, adopt assessments or amend the Declaration, Articles or By- Laws.

Section 3 Tenure and Qualifications. Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his designation and until his successor is designated as a member of the Executive Committee and is elected and qualified.

Section 4 Meetings. Meetings of the Executive Committee may be in person and/or by telecommunication. Regular meetings of the Executive Committee may be held at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof. Notice of meetings shall be given to all Executive Committee members by one of the following methods: (a) mailing a copy of the notice of meeting to the committee member at least seven (7) days prior to the meeting; (b) express mailing a copy of the notice of meeting to the committee member at least three (3) days prior to the meeting; (c) transmitting by facsimile a copy of the notice of meeting to the committee member at least two (2) days prior to the meeting or, in the case of emergency, at least one (1) day prior to the meeting; or (d) hand delivering a copy of the notice of meeting or communicating the same orally to the committee member at least two (2) days prior to the meeting or, in the case of emergency, at least one (1) day prior to the meeting. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 5 Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of all the members present at which a quorum is present.

Section 6 Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth action so taken, shall be signed by all of the members of the Executive Committee.

Section 7 Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 8 Resignations and Removal. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Association, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9 Procedure. The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these By-Laws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

ARTICLE IV

OFFICERS

Section 1 Officers. The officers of the Association shall be a President, Vice-President, Treasurer and Secretary, all of whom shall be elected annually by the Board. Any two (2) of said offices may be united in one (1) person, except that the President shall not also be the Secretary or an Assistant Secretary of the Association. If the Board so determines, there may be more than one (1) Vice-President.

Section 2 Election and Term of Office. The Board shall elect the officers of the Association at the first meeting of the Board following each annual meeting of the Members. Such officers shall serve a term of one year until their successors are elected. A Director elected to serve as President shall be limited to two (2) consecutive terms in the office of President. A former President shall be eligible for re-election as President once one (1) full year has passed since his or her last day of service as President of the two (2) consecutive terms.

Section 3 Removal and Vacancies. The Board may remove any officer whenever in its judgment the best interests of the Association will be served, and may fill any vacancy in any office arising because of death, resignation, removal, or otherwise, for the unexpired portion of the term.

Section 4 The President.

A. The President shall be chairman of, and shall preside at, all meetings of the members and directors, shall have general and active management authority over the business of the Association except that which is delegated, and shall see that all orders and resolutions of the Board are carried into effect. He shall execute bonds, mortgages and other contracts requiring a seal of the Association, except where such are permitted by law to be otherwise signed and

executed, and the power to execute is delegated by the Board of Directors to some other officer or agent of the Association.

B. He shall submit a report of the operations of the Association for the fiscal year to the Board (whenever called for by them) and to the Members at their annual meeting, and from time to time shall report to the Board all matters within his knowledge which the best interests of the Association may require be brought to its notice.

Section 5 The Vice-President. The Vice-President shall be vested with all the powers and be required to perform all the duties of the President in his absence, together with such other duties as may be prescribed by the Board or the President.

Section 6 The Secretary.

A. The Secretary shall keep the minutes of meetings of the members and of the Board in one (1) or more books provided for that purpose. The minute book shall be available for inspection by all members, or their authorized representatives, and by the Board.

B. He shall see that all notices are duly given in accordance with the provisions of these By-Laws or as otherwise required by law.

C. He shall be the custodian of the corporate records and of the seal of the Association and shall see that the seal of the Association is affixed to all documents, the execution of which, on behalf of the Association, under its seal, is duly authorized in accordance with the provisions of these By-Laws.

D. He shall keep a register of the post office address of each member, which shall be furnished to the Secretary by such member.

E. In general, he shall perform all duties incident to the office of the Secretary and other duties as from time to time may be assigned to him by the President or by the Board.

F. Any of the foregoing duties may be performed by an Assistant Secretary, if one has been designated, or the Association's manager/management company.

Section 7 The Treasurer.

A. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board.

B. He shall disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

C. In case of the Treasurer's death, resignation or removal from office, the Treasurer's personal representative or the former Treasurer shall return all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Association.

D. Any of the foregoing duties may be performed by an Assistant Treasurer, if any has been designated, or the Association's manager/management company.

Section 8 Vacancies. If the office of the President, Vice-President, Secretary, Treasurer or any other office established by the Board becomes vacant by reason of death, resignation, disqualification or otherwise, the directors, by a majority vote of the Board, may choose a successor or successors who shall hold office for the unexpired portion of the term of the vacated office.

Section 9 Resignations. Any director or officer may resign his office at any time, in writing, which resignation shall take effect from time of its receipt by the Association, unless some later time be fixed for the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective. The Board shall appoint a new officer within 15 days to serve the remaining unexpired term of the resigning officer.

ARTICLE V

MEMBERSHIP

Section 1 Voting Members. The Association shall have one class of voting Members. These Members shall be limited to Owners of Residential Lots and Condominium Units who, subject to the terms of the Declaration, automatically become voting Members of the Association. No cumulative voting is allowed. If a Residential Lot or Condominium Unit is owned by multiple individuals, such as a husband and wife, any record Owner may vote on behalf of the Residential Lot or Condominium Unit. If two or more Owners of a Residential Lot or Condominium Unit do not agree among themselves how their vote shall be cast, that vote shall not be counted for any purpose. If a Residential Lot or Condominium Unit is owned by non-natural persons, such as, but not limited to, a corporation, legal partnership, trust or limited liability corporation, one natural person must be designated as the voter (the "Designated Voter") and a form must be filed with the Association with the name of the person entitled to vote. The Association may suspend a Member's voting rights in the event of nonpayment of any fee, fine, or other monetary obligation due to the Association that is more than 90 days delinquent.

Section 1A Affiliate Members. The Association may have various classes of Affiliate Members as from time to time established by the Board of Directors. Affiliate Members shall have no voting rights in the affairs of the Association, shall have membership privileges limited to use of Association facilities within the limitations of the class of Affiliate Membership, shall be subject to payment of Affiliate Membership fees and payment of minimum food and beverage charges as from time to time fixed by the Board of Directors, but shall not be subject to any annual or special assessments imposed by the Board of Directors on Owners as provided for in

the Declaration. The Association may, by action of the Board of Directors at any time, discontinue any class of Affiliate Membership or Affiliate Membership in general. Affiliate Members shall have no standing to receive notices of membership meetings nor to attend any Association meetings nor to enjoy any other benefits or privileges of membership other than as provided for herein.

Section 2 Change of Membership and Ownership. Membership in the Association shall be appurtenant to ownership of a Residential Lot or Condominium Unit and may only be transferred as an appurtenance to such real property. Notwithstanding anything else herein to the contrary, the transfer, conveyance or lease of any Residential Lot or Condominium Unit shall be subject to the procedures in the Declaration.

ARTICLE VI

MEETINGS OF MEMBERSHIP

Section 1 Place. All meetings of the Association membership shall be held at such place as may be stated in the notice of the meeting.

Section 2 Annual Meeting.

A. The annual meeting shall be held on the date, at the place and at the time determined by the Board from time to time, provided that there shall be an annual meeting every calendar year, and to the extent possible, no later than twelve (12) months after the last preceding annual meeting.

B. At the annual meeting, the Members, by a plurality of the votes cast at such meetings where a quorum is present (cumulative voting prohibited) shall elect a Board and transact such other business as may properly come before the meeting.

Section 3 Special Meetings.

A. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of Members holding one-third (1/3) of the total votes in the Association. Should the President fail to call such a special meeting, such Members may, in lieu thereof, call such a meeting. Such request shall state the purpose or purposes of the proposed meeting.

B. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

Section 4 Notice. Notice of all Members' meetings, stating the time, date, and place of the meeting, shall be sent to each Member by U.S. regular mail, unless waived in writing, at least fourteen (14) days, but not more than sixty (60) days, prior to the meeting. The Association shall only be obligated to mail or deliver notice to one location, no matter how many persons own a

Unit, and no matter how many other residences such Member may have. Notice of membership meetings may be given electronically, to those who have consented in writing to receive electronic notice, or by hand delivery in lieu of delivery by regular mail. The notice of the annual meeting need not include a description of the purpose or purposes for which the meeting is called. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. Notice of specific meetings may be waived before or after a meeting, and the attendance of any Member (or person authorized to vote for such Member) shall constitute such Member's waiver of notice of such meeting, except when his or her (or his or her proxy holder's) attendance is for the sole and express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

Section 5 Quorum. Those Members, present in person or by proxy, holding thirty percent (30%) of the total votes in the Association, shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute, the Declaration, the Articles of Incorporation or these By-Laws. After a quorum has been established at a meeting of the Members, the subsequent withdrawal of Members, which reduces the number of votes 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.

Section 6 Vote Required to Transact Business. When a quorum is present or represented by proxy at any meeting, a majority of the votes cast, in person or by proxy, shall decide any question brought before the meeting, unless the question is one which, by express provision of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws requires a different vote, in which case such express provision shall govern and control the decision of such question.

Section 7 Proxies. Members may vote at any meeting of the Members by a proxy appointed by a written and dated instrument. All proxies must be in writing, signed and dated by the voting Member granting the proxy, state the date, time and place of the meeting for which it is given, and filed with the Secretary prior to the meeting, annual or special, for which said proxy is granted. The proxy shall be valid only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. Proxies may be given to any natural person. A proxy is revocable at any time at the pleasure of the person who executes it. Proxies shall not be used in the election of Directors.

Section 8 Written Consent in Lieu of a Meeting. Whenever the vote of Members at a meeting is required or permitted by any provision of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws in connection with any action of the Association, the meeting and vote of Members may be dispensed with if a sufficient number of Members who would have been entitled to vote upon and authorize the action if such meeting were held, shall consent in writing to such action being taken. The action to be taken must be evidenced by one or more written consents which are dated, signed, describe the action, and are delivered to the Association. The written consent that supplies the Association with a sufficient number of votes to authorize the action, must be dated within sixty (60) days of the earliest dated written consent.

Any written consent may be revoked prior to the date that the Association receives the required number of votes. A revocation is not effective unless in writing and until received by the Association. Within ten (10) days after obtaining such authorization by written consent, notice of the action taken must be given to those Members who were entitled to vote but who did not consent in writing.

Section 9 Order of Business. The order of business at annual Members' meetings and, as far as practical, at other Members' meetings, will be:

- A. Election of Chairman.
- B. Certification of Quorum/Closing of Polls in Election of Directors.
- C. Proof of Notice of Meeting or Waiver of Notice.
- D. Reading of Minutes of Prior Meeting.
- E. Officers' Reports.
- F. Committee Reports.
- G. Unfinished Business.
- H. New Business.
- I. Adjournment.

(Results of Election of Directors posted as soon as tallied).

Section 10 Waiver of Notice. Attendance at any meeting by a Member constitutes waiver of notice unless that Member objects to the lack of notice at the beginning of the meeting. A member may waive notice of any meeting at any time, but only by written waiver.

Section 11 Adjourned Meeting. Any duly called meeting of the Members may be adjourned to be reconvened at a specific later time by vote of the majority of the voting interests present in person or by proxy, regardless of whether a quorum has been attained. When a meeting is adjourned it shall be necessary to give notice to all Members of the time and place of its continuance regardless of whether such are announced at the meeting being adjourned. Any business which might have been conducted at the meeting as originally scheduled may instead be conducted at the continuance, provided a quorum is then present, in person or by proxy.

ARTICLE VII

NOTICES

Section 1 Definition. Whenever, under the provisions of the Florida Statutes, the Declaration, the Articles of Incorporation or these By-Laws, notice is required to be given to any director, officer or Member, it shall not be construed to mean only personal notice, but such notice may be given in writing by mail depositing the same in a post office or letter box in a postpaid, sealed envelope, addressed as appears on the books of the Association. Any such notice and any notice of any meeting of the Members, annual or special, need not be sent by certified mail, except as provided by Statute, the Articles of Incorporation, these By-Laws or the Declaration.

Section 2 Address. The address for notice to the Association is 250 South Beach Drive, PO Box 8000, Marco Island, Florida, 34146.

Section 3 Electronic Transmission. Notice to the members of meetings of the Board, meetings of a committee requiring notice in the same manner as meetings of the Board, and annual and special meetings of the members, may be electronically transmitted in the manner set forth in Section 617.0141, Florida Statutes (except as limited by Chapter 720, Florida Statutes and these By-Laws). Notice to the members by electronic transmission is effective: when actually transmitted by facsimile telecommunication, if correctly directed to a number at which the member has consented to receive notice; when actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice. Notice is also effective when posted on an electronic network that the member has consented to consult, upon the later of: such correct posting; or the giving of a separate notice to the member of the fact of such specific posting; or when correctly transmitted to the member, if by any other form of electronic transmission consented to by the member to whom notice is given. Consent by a member to receive notice by electronic transmission shall be revocable by the member by written notice to the Association. Any such consent shall be deemed revoked if: the Association is unable to deliver by electronic transmission two consecutive notices given by the Association in accordance with such consent; and such inability becomes known to the Secretary, Assistant Secretary or other authorized person responsible for the giving of notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action. The member is responsible for providing the Association with notice of any change of mailing address, facsimile number or electronic mail address. To the extent that a member has provided the Association with a facsimile number or electronic mail address and consented to receive notices by electronic transmission, such information shall be considered an "official record" until the member has revoked his consent. However, the Association is not liable for an erroneous disclosure of electronic mail address or facsimile number. As used in these By-Laws, the term "electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of electronic transmission include, but are not limited to, telegrams, facsimile transmission of images, and text that is sent via electronic mail between computers.

An affidavit of the Secretary, an Assistant Secretary, or other authorized agent of the Association that the notice has been given by a form of electronic transmission is, in the absence of fraud, prima facie evidence of the facts stated in the notice.

ARTICLE VIII

FINANCES

Section 1 Fiscal Year. The fiscal year shall be the calendar year.

Section 2 Checks. All checks or demands for money and notes of the Association shall be signed by any one (1) of the following officers: President, Vice-President, Secretary or Treasurer, or by such officer or officers or such other person or persons as the Board may from time to time designate. The Board, by resolution, may require more than one (1) signature.

Section 3 Determination of Assessments.

A. 1 The Board shall fix assessments adequate to meet the expenses of the Association. Expenses shall include expenses for the operation, maintenance, lease, repair or replacement of the Common Property, costs of carrying out the powers and duties of the Association, all insurance premiums and expenses relating thereto, including fire insurance, and any other expenses authorized by the Declaration or from time to time by the Board.

2. Funds for the payment of expenses shall be assessed against Members in the manner provided in the Declaration and said assessments shall be payable as provided in the Declaration.

3. The Board is specifically empowered, on behalf of the Association, to make and collect assessments and to lease, maintain, repair and replace the Common Property.

4. Special and individual assessments which may be required by the Association shall be levied and paid in the manner as established by the Board in the resolution levying a special or individual assessment and as provided in the Declaration.

B. When the Board has determined the amount of any assessment, the Secretary or Treasurer shall mail or present a statement of the assessment to each Owner. All assessments shall be payable to the Association and, upon request, the Secretary or Treasurer shall give a receipt for each payment made.

Section 4 Annual Budget. A copy of the Association's proposed annual budget of common expenses shall be prepared not less than thirty (30) days prior to the meeting of the Board at which the budget will be considered. Such meeting of the Board shall be open to all Members.

Section 5 Reserve Fund.

The Board shall have the right to assess Members to establish a reserve fund for the future purchase of or replacement of or additions to the Common Property.

Section 6 Payment of Assessments. All regular annual assessments shall be due and payable to the Association in full on January 1st of the year for which the assessments are made.

All special and individual assessments shall be payable to the Association in the amount, in the manner and within the payment period as set forth in a Board resolution levying a special or individual assessment.

Section 7 Application of Payments and Commingling of Funds. All sums collected by the Association from assessments may be commingled in a single fund or divided into more than one

(1) fund as determined by the Board. All assessments shall be applied as provided herein and in the Declaration.

Section 8 Fidelity Bonds. All persons who are responsible for, control, handle or disburse Association funds, including those who are authorized to sign checks, shall be bonded in such amount as may be determined by the Board. The premiums on such bonds shall be paid by the Association.

Section 9 Financial Reporting. Within ninety (90) days following the end of the fiscal year, the Board of Directors shall prepare and complete, or cause to be prepared and completed by a third party the financial statement or report required by the Act, as amended from time to time. Within twenty-one (21) days after that statement or report is completed or received from the third party, the Association shall mail or hand deliver to each Member a copy of the financial statement or report, as required by the Act, or a notice that a copy of the financial statement or report is available upon request at no charge to the Member.

ARTICLE IX

AMENDMENT

These By-Laws may be amended by an affirmative vote of the Members holding a majority of the total votes of the Association at a duly called meeting.

No amendment to these By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

These By-Laws shall be deemed amended by virtue of revisions to laws, regulations and judicial decisions which control over conflicting provisions set forth herein. The Board of Directors shall have the authority to amend these Bylaws in order to conform the provisions hereof with such revisions to laws, regulations and judicial decisions. In addition, the Board of Directors may amend these Bylaws to correct scrivener's errors or omissions, and amend and restate the By-Laws in order to consolidate, into one document, amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).

Within 30 days after recording an amendment, the Association shall provide copies of the amendment to the members. However, if the members vote on the amendment and a copy of the proposed amendment is provided to the members before the members vote on the amendment and the proposed amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the members that the amendment was adopted, identifying the official book and page number or instrument number of the recorded amendment and that a copy of the amendment is available at no charge to the member upon written request to the Association. The copies and notice described in this paragraph may be provided electronically to those owners who previously consented to receive notice electronically. The

failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Bylaws, which certificate shall be in the form required by law and shall be executed by the President or Vice-President with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Collier County, Florida.

ARTICLE X

CONSTRUCTION

Wherever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to include the masculine, feminine or neuter, singular or plural, wherever the context so requires.

Should any of the provisions of these By-Laws be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.

ARTICLE XI

FINES AND ENFORCEMENT

Section 1 Fines and Suspension of Use Rights to Common Property. A nonexclusive optional procedure for Board enforcement of the Documents, and Chapter 720, Florida Statutes, shall be as follows. The Association may suspend, for a reasonable time, the use rights to the Common Property held by a Member and such other persons entitled to use pursuant to the Documents, and may levy reasonable fines, not to exceed \$100 per violation, against any Member or his tenants, guest or invitees. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that no such fine shall exceed \$1,000 in the aggregate.

Section 2 Procedure for Fines and Suspensions of Use Rights. A fine or suspension may not be imposed without notice of at least 14 days to the person sought to be fined or suspended, which notice shall include a statement of the provisions of the Documents or Chapter 720, Florida Statutes which have allegedly been violated and the matters asserted by the Association, and a statement that the person has an opportunity for a hearing before a committee of at least three (3) Members appointed by the Board who are not officers, directors or employees of the Association, or the spouse, parent, child, brother or sister of any officer, director or employee. At the hearing, if the committee, by majority vote, does not approve a fine or suspension, it may not be imposed. The foregoing requirements do not apply to the imposition of fines or suspensions based upon the failure to pay assessments or other charges when due.

Section 3 Exemptions and Hearings. Any Member may appear before the Association to seek an exemption from or variance in the applicability of any provision of the Documents as it relates to said person on grounds of undue hardship or other special circumstances.

Section 4 Miscellaneous.

A. The existence of the Association's right to fine as herein provided shall not preclude nor limit its right to seek any other enforcement method or remedy provided: (i) pursuant to the Documents; (ii) at law; or (iii) in equity.

B. The amount of the fines shall be according to the policy determined by the Board, but in no event in excess of the amounts set forth in Section 1 above.

Section 5 Vehicular and Pedestrian Access. Suspension of use rights to the Common Property shall not impair the right of an Owner or tenant to have vehicular and pedestrian ingress to and egress from a Residential Lot or Condominium Unit, including, but not limited to, the right to park.