ROGER D. EATON, CHARLOTTE COUNTY CLERK OF CIRCUIT COURT OR BOOK: 4825, PGS: 1432 , PAGE: 1 OF 17
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Certificate prepared by and returned to:

Becker & Poliakoff, P.A.
Yeline Goin, Esquire
12140 Carissa Commerce Court, Suite 200
Fort Myers, FL 33966

CERTIFICATE OF RECORDATION

SECOND AMENDED AND RESTATED BY-LAWS

ROTONDA WEST ASSOCIATION, INC.

I HEREBY CERTIFY that the attached Second Amended and Restated By-Laws of Rotonda West Association, Inc. were duly adopted by the Board of Directors at the duly noticed Board of Directors' meeting on the 22nd day of July 2021. Said Second Amended and Restated Bylaws were approved by a proper percentage of Directors of the Association. The original Declaration of Restrictions for Rotonda West is recorded in O.R. Book 767, Page 721 *et seq.*, of the Public Records of Charlotte County, Florida. The Amended Restatement of Restrictions is recorded in O.R. Book 3713, Page 1538 *et seq.*, of the Public Records of Charlotte County, Florida. The Amended and Restated Bylaws are recorded in O.R. Book 3713, Page 1576 *et seq.*, of the Public Records of Charlotte County, Florida. The Amended Restatement of Restrictions is recorded in O.R. Book 4659, Page 1394 *et seq.*, of the Public Records of Charlotte County, Florida. The By-Laws were restated and recorded at Official Records Book 4579, Page 1401 *et seq.* of the Public Records of Charlotte County, Florida.

The property encompassed by the Restrictions is further described by the following Plats: Rotonda Pinehurst recorded in Plat Book 8, Pages 12A through 12K; Rotonda Pebble Beach recorded in Plat Book 8, Pages 13A through 13L; Rotonda Oakland Hills recorded in Plat Book 8, Pages 15A through 15K and Plat Book 10, Page 3; Rotonda Pine Valley recorded in Plat Book 8, Pages 16A through 16K; Rotonda White Marsh recorded in Plat Book 8, Pages 17A through 17L; Rotonda Broadmoor recorded in Plat Book 8, Pages 18A through 18L; and Rotonda Long Meadow recorded in Plat Book 8, Pages 19A through 19K; all of the Public Records of Charlotte County, Florida.

The Second Amended and Restated By-Laws of Rotonda West Association, Inc. (formerly Rotonda West Waterway Maintenance Association, Inc.) is attached hereto.

WITNESSES (TWO):

Nancy Schwechel
Signature
Nancy Schwechel
Printed Name

Signature
Deanna M Hedges
Printed Name

ROTONDA WEST ASSOCIATION, INC.

BY: Patricia W. Aho
Patricia Aho, President

Date: 8/13/2021

(CORPORATE SEAL)

STATE OF Florida)
) SS:
COUNTY OF Charlotte)

The foregoing instrument was acknowledged before me by means of ☑ physical presence or ☐ online notarization this 13 day of August 2021, by Patricia Aho as President of Rotonda West Association, Inc., a Florida Corporation, on behalf of the corporation. She is ☑ personally known to me or ☐ has produced _____ (type of identification) as identification.

Notary Public State of Florida
Tammara V Birdsong
My Commission HH 047335
Expires 10/02/2024

Tammara V Birdsong
Notary Public

Tammara V Birdsong
Printed Name

My commission expires: 10/02/2024

LAW OFFICES
BECKER & POLIAKOFF, P.A.
SIX MILE CORPORATE PARK • 12140 CARISSA COMMERCE COURT, SUITE 200 • FORT MYERS, FL 33966
TELEPHONE (239) 433-7707

SECOND AMENDED AND RESTATED[1] BY-LAWS ROTONDA WEST ASSOCIATION, INC.

ARTICLE I GENERAL

Section 1. NAME: The name of the Corporation shall be ROTONDA WEST ASSOCIATION, INC. (hereinafter referred to as the "Association").

Section 2. PRINCIPAL OFFICE: The principal office of the Association shall be at Rotonda West, 646 Rotonda Circle, Rotonda West, FL 33947, in Charlotte County, Florida, or at such other place or places as may be designated by the Board of Directors of the Association.

Section 3. RESIDENT AGENT/ REGISTERED OFFICE: For the purpose of service of process, the Association shall designate a resident agent or agents, which designation may be changed from time to time, and his or their office shall be deemed the registered office of the Association for the purpose of service of process.

Section 4. DEFINITIONS:

A. As used herein "Rotonda West Property" shall at all times, unless otherwise stated, refer to the following described property, situate, lying and being in Charlotte County, Florida, to wit: the subdivisions known as: Rotonda West-Broadmoor; Rotonda West- Long Meadow; Rotonda West-White Marsh; Rotonda West-Pine Valley; Rotonda West-Pebble Beach; Rotonda West Oakland Hills; and Rotonda West-Pinehurst; as shown on the plats thereof recorded in Plat Book 8, Pages 12A through 12K, Pages 13A through 13L, Pages 15A through 15K, Pages 21A through 21L, and Plat Book 10, Page 3, in the Public Records of Charlotte County, Florida.

B. As used herein "Declaration of Restrictions" shall at all times, unless otherwise stated, refer to the Amended Restatement of the Rotonda West Declaration of Restrictions recorded in Official Records Book 4033, Page 1853 *et seq.* of the Public Records of Charlotte County, Florida, as same may from time to time be amended.

C. As used herein "Cape Cave" shall at all times, unless otherwise stated, refer to Cape Cave Corporation, a Delaware corporation, authorized to do business in the State of Florida or its successors and assigns.

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[1] This document amends and restates the Amended and Restated By-Laws of Rotonda West Association, Inc., recorded in Official Records Book 3713, Page 1576 *et seq.* of the Public Records of Charlotte County, Florida (the "By-Laws") and incorporates the amendments to the By-Laws, recorded as follows:

Official Records Book 3780, Page 226 *et seq.* of the Public Records of Charlotte County, Florida
Official Records Book 3885, Page 1525 *et seq.* of the Public Records of Charlotte County, Florida
Official Records Book 3928, Page 207 *et seq.* of the Public Records of Charlotte County, Florida
The By-Laws were restated and recorded at Official Records Book 4579, Page 1401 *et seq.* of the Public Records of Charlotte County, Florida.

D. All other terms used herein shall have the same definitions as that provided in the Declaration of Restrictions.

ARTICLE II
DIRECTORS

Section 1. NUMBER AND TERM: The Association shall be governed by a Board of Directors consisting of seven (7) directors. Six of these directors will be elected to staggered three (3) year terms by the members entitled to vote at said meeting. Cape Cave shall be entitled, but not required, to appoint one member thereof who need not be a Lot/Tract Owner. Annually, two (2) directors shall be elected for a term of three (3) years to fill those three (3) year terms then expiring. The two candidates receiving the highest vote totals shall be elected to a term of three (3) years. However, in a case where there are fewer pre-qualified candidates than open seats, there will be no election and the pre-qualified candidates shall automatically be seated following the annual meeting for a term of three (3) years. In the event Cape Cave fails to appoint a member to the Board of Directors, the Board of Directors shall by majority vote, appoint said member for a term of one (1) year. Following assignment by Cape Cave to the Association of all reserved rights set forth in Section 29 of the Declaration of Restrictions, in the event that Cape Cave is dissolved without an assignment of reserved authority to a successor entity, or if Cape Cave voluntarily relinquishes its right to appoint a Board member, the Board member appointed by Cape Cave shall resign from the Board and the open seat shall be filled at the next annual meeting for a three (3) year term, thus resulting in three (3) Directors being elected at one of every three annual meetings for a three-year term. After the date of the first annual meeting of the voting membership, the Board of Directors shall have the right at any annual or special meeting called for that purpose to change the number of directors constituting the Board of Directors within the limits set forth herein and in the Articles of Incorporation. Any additional seats created shall be filled at the next annual meeting of the voting membership. Reduction in the number of members of the Board of Directors shall not affect the terms of those members duly elected to the Board of Directors.

Persons seeking to be members of the Board of Directors must not have a disqualifying factor pursuant to Chapter 720, Florida Statutes and the Governing Documents, both as amended from time to time, as of the deadline for submitting a notice of intent to run for the Board, as provided in Article II, Section 2.B. of the By-Laws. The following classes of persons shall be eligible to serve on the Board of Directors: (1) Owners (which for purposes of this section shall include the fee title owner(s) of multi-family dwelling units nominated by the condominium or community association in charge of the complex in which the unit is located), (2) co-owners, (3) a designated representative of a corporate owner, (4) a designated representative of a partnership owner, (5) a designated representative of a limited liability company owner, or (6) grantors, trustees and beneficiaries of a trust (provided the beneficiary occupies the lot or unit) in the case of a lot or unit owned by a trust; provided, however that a lot or unit may only be represented by one person on the Board of Directors at a time. If a grantor, trustee or beneficiary of a trust seeks candidacy and such person is not identified on the deed as the grantor, trustee, or beneficiary of the trust, a copy of the trust document, affidavit of trust or abstract of trust prepared by a licensed attorney must be provided to the Association on or before the deadline for submitting a notice of intent to run for the Board, as provided in Article II, Section 2.B. of the By-Laws. The trust document can be redacted to keep financial information confidential; however, the document must clearly indicate that grantor, trustee and beneficiaries of the trust.

Section 2. ELECTION NOTICE AND PROCEDURE. The regular election of Directors shall occur as the first item of business at the annual meeting.

A. Election to the Board of Directors shall be by written secret ballot or by electronic voting as provided in Section 720.317, Florida Statutes, as amended from time to time. Members may vote in advance of the annual meeting, provided that the written secret ballot or electronic vote is received by the Association no later than 5:00 PM on the day before the annual meeting, or may vote in person at the annual meeting. A member may cast as many votes as they are entitled to exercise under the provisions of the Declaration of Restrictions or these By-Laws. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted.

B. Any person desiring to be a candidate for the Board of Directors shall give written notice to the Association by regular U.S. Mail, Certified, Return Receipt U.S. Mail, or hand-delivery to the Association office during regular business hours, provided that the Association receives such notice no later than 12:01 PM on the second Friday of August of the year in which the election will be held. To comply with this requirement, a member must either submit a "Notice of Intent" form promulgated by the Association or state by letter or other writing his or her desire to run for the Board of Directors. A member must also submit a "Candidate Information Sheet" in the form prescribed by the Association, which form shall also be submitted to the Association by regular U.S. Mail, Certified, Return Receipt U.S. Mail, or hand-delivered to the Association office during regular business hours no later than 12:01 PM on the second Friday of August of the year in which the election will be held. Provided that both the written notice and the "Candidate Information Sheet" are received by the Association as prescribed herein, the individual shall be considered a pre-qualified candidate, provided that the individual is a member and is not disqualified pursuant to Chapter 720, Florida Statutes and the Governing Documents, both as amended from time to time. Nominations from the floor shall not be accepted.

C. 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 after the annual meeting.

D. When an election is required, not less than 14 days before the election, the Association shall mail or deliver, or electronically transmit to those owners who have consented, a notice of the election to all Members entitled to vote therein, together with a written secret ballot containing the names of all properly pre-qualified candidates, listed in alphabetical order, and any Candidate Information Sheet, no larger than 8 1/2 inches by 11 inches, furnished by a pre-qualified candidate, with the costs of mailing and copying to be borne by the Association. The use of secret balloting provided for in Section 720.306(8)(b), Florida Statutes, as amended from time to time, shall be followed.

E. The Board or Election Committee may establish additional election rules or procedures as it deems appropriate to ensure a fair election process. Substantial compliance with these By-Laws, Chapter 720, Florida Statutes, and the election rules and procedures adopted by the Board, all as amended from time to time, as to the election procedures is sufficient.

Section 3. VACANCY AND REPLACEMENT: Except as otherwise set forth herein and in the Articles of Incorporation, if the office of any director or directors becomes vacant for any reason, the remaining directors shall choose a successor or successors who shall hold office for the remainder of the unexpired term in respect to which such vacancy occurred.

Section 4. REMOVAL: A director shall no longer be eligible for Board service if he or she is:

A. Delinquent in the payment of any fee, fine, or other monetary obligation to the Association for more than 90 days. The term "any fee, fine or other monetary obligation" means any delinquency to the Association with respect to any lot or unit.

B. Convicted of any felony in this state or in a United States District or Territorial Court, or convicted of any offense in another jurisdiction which would be considered a felony if committed in this state.

C. Charged by information or indictment with a felony theft or embezzlement offense involving the association's funds or property. The board shall fill the vacancy until the end of the period of the suspension or the end of the director's term of office, whichever occurs first. However, if the charges are resolved without a finding of guilt or without acceptance of a please of guilty or nolo contender, the director or officer shall be reinstated for any remainder of his or her term of office.

D. Is no longer a record owner or eligible pursuant to Article II, Section 1 of the By-Laws.

A seat vacated by a director based on the foregoing shall be deemed automatically vacant on the date the event set forth above occurs and shall be filled by appointment by the remaining directors.

Section 5. RECALL: Any member of the Board of Directors may be recalled and removed from office with or without cause by a majority of the total voting interests. Board directors may be recalled by an agreement in writing or by written ballot without a membership meeting. In the alternative, a membership meeting may be called by ten percent (10%) of the eligible voting members for the purpose of recall. The notice of the members' meeting must be given as required for a meeting of members, and the notice shall state the purpose of the meeting; provided, however, that electronic transmission may not be used as a method of giving notice of a members' meeting called in whole or in part for the purpose of recall. The notice of the members' meeting must be accompanied by a dated copy of the signature list setting forth the purpose of the meeting. The meeting will be held not less than fourteen (14) days nor more than ninety (90) days from the date that such mailed notice of the meeting is given. The Board shall duly notice and hold a Board meeting within 5 full business days after receipt of a written recall agreement, or within 5 full business days after the adjournment of a members' meeting to recall one or more directors, as applicable. At the Board meeting, the Board will either certify the recall, in which case the director or directors shall be recalled effective immediately and turn over to the Board within 5 full business days any and all records and property of the Association in their possession, or proceed as described in Section 720.303(10)(d), Florida Statutes, as amended from time to time.

Section 6. POWERS: The property and business of the Association shall be managed by the Board of Directors which may exercise all corporate powers not specifically prohibited by statute, the Articles of Incorporation, these By-Laws or the Declaration of Restrictions recorded or to be recorded with respect to the Rotonda West Property. The powers of the Board of Directors shall specifically include, but not be limited to, the following:

A. To make and collect annual and/or special assessment charges, fees and fines in accordance with the provisions of these By-Laws and the Declaration of Restrictions recorded and to be recorded with respect to the Rotonda West Property, and to establish the time and manner within which payment of same are due;

B. To use and expend the annual and/or special assessment charges, fees and fines collected for those purposes set forth in the Articles of Incorporation, the Declaration of Restrictions and these By-Laws;

C. To perform all functions set forth in the Articles of Incorporation, and in conjunction with the foregoing, to purchase the necessary equipment and tools necessary or incidental to the maintenance of the waterway system, drainage system, and if necessary, the easement areas related to waterway and drainage purposes within the Rotonda West Property;

D. To enter into and upon the lots, tracts, parcels and building sites when necessary and with as little inconvenience to the owners as possible in connection with the performance of the purposes of the Association, which are to protect, enhance and maintain the community;

E. To collect delinquent annual and/or special assessments, charges, fees and fines by suit or otherwise;

F. To employ such personnel as may be necessary or incidental in order to carry out the purposes and functions of the Association;

G. To enter into such contracts and bind the Association thereby as the Board of Directors may deem reasonable in order to carry out the powers and functions of the Board of Directors;

H. To make reasonable rules and regulations for the collection of annual and/or special assessments, charges, fines and fees and for the operation of the Association; and

I. To make reasonable rules and regulations regarding the use and operation of Common Areas and the use, maintenance and appearance of Lots/Tracts, together with all Dwellings, Additions, Accessory Structures and Improvements thereon.

J. To exercise those emergency powers as authorized by Section 720.316, Florida Statutes, as amended from time to time, and Section 617.0303, Florida Statutes, as amended from time to time.

Section 7. COMPENSATION: Directors, officers and committee members may not directly receive any salary or compensation from the Association for the performance of duties as a director, officer or committee members and may not in any other way benefit financially from service to the Association except as provided in Section 720.303(12), Florida Statutes, as amended from time to time.

Section 8. MEETINGS:

A. As soon as practicable, but not later than ten (10) days after the annual meeting of the voting membership of the Association, a meeting of the newly elected Board of Directors shall be held, provided a quorum shall then be present. At this first meeting of the Board of Directors, the officers of the Association shall be elected. In addition, the Board will organize all committees, including, but not limited to, approving the committee members and chairs.

B. Regular meetings of the Board of Directors may be held with notice as provided in Article VI herein at such time and at such place as shall from time to time be determined by the Board of Directors.

C. Special meetings of the Board of Directors shall be held whenever called by the direction of the President or by a majority of the Board of Directors. The Secretary shall give notice of each special meeting as provided in Article VI herein at such time and at such place as shall from time to time be determined by the Board of Directors. So long as required by Section 720.303(2)(d), Florida Statutes, as amended from time to time, if 20 percent of the total voting interests petition the Board to address an item of business, the Board shall at its next regular board meeting or at a special meeting of the Board, but not later than 60 days after the receipt of the petition, take the petitioned item up on an agenda. The Board shall give all members notice of the meeting at which the petitioned item shall be addressed not less than 14 days before the meeting. Each member shall have the right to speak for at least 3 minutes on each matter placed on the agenda by petition, provided that the member signs the sign-up sheet, if one is provided, or submits a written request to speak prior to the meeting. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

D. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting without notice other than an announcement at the meeting, until a quorum shall be present.

E. Unless otherwise restricted by statute, the Declaration of Restrictions, the Articles of Incorporation or these By-Laws, members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or video or similar communications equipment by means of which all personnel participating in such meeting can hear each other, and such participation shall constitute presence in person at such meeting. Any such proceedings shall be recorded among the minutes of the corporation and made part of the permanent record.

Section 9. ORDER OF BUSINESS: The order of business at all meetings of the Board of Directors shall be as follows:

A. Call to order;

B. Pledge of Allegiance;

C. Roll call;

D. Approval of minutes;

E. Member input on agenda items;

F. Treasurer's report;

G. Reports of officers, employees and contractors;

H. Reports of committees;

I. Unfinished business;

J. New business and communications;

K. Member input on non-agenda items;

L. Response to members' questions;

M. Director Input;

N. Next meeting;

O. Adjournment.

Section 10. ANNUAL STATEMENT: The Board of Directors will account to all voting members of the Association no less than once each year as to the total annual charges and assessments collected and as to the method of disbursements of said funds.

Section 11. COMMITTEES: The Board of Directors may, by resolution, adopted by its majority, designate such committees consistent with the requirements of the Florida Statutes as may be required. Generally, one director, which shall be designated Chairman, shall be elected by the Board of Directors. However, the Board may, at its discretion, decide that a non-director committee chairman would better serve the Association. The Chairman shall nominate such other members to the committee for approval by the Board of Directors. Each such committee shall have such authority as shall be specified in the resolution designating such committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. To the extent not inconsistent with these By-Laws, the Board of Directors shall have the power at any time to remove any member of any such committee or committees, with or without cause, and to fill vacancies in and to dissolve such committee or committees. Each committee shall keep regular minutes of its meetings and report

same to the Board of Directors at the next regular meeting. The designation of any 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. So long as required by Section 720.303(2)(a), Florida Statutes, as amended from time to time, meetings of all committees shall be noticed in the same manner as Board meetings.

Section 12. OWNER RIGHT TO SPEAK AT BOARD MEETINGS. Meetings of the Board, at which a majority of the Board members are present, shall be open to all members. Members may not designate third persons, through power of attorney or otherwise, to attend Board meetings unless agreed to otherwise by the Board. The member's right to attend Board meetings includes the right to speak with reference to all designated agenda items; provided, however, the Board may adopt reasonable rules governing the frequency, duration, and manner of member statements. Members may record meetings of the Board and meetings of the members. If the Association has a password protected/member-only section on its website, a Member may not post such recordings on any website or other media which can be readily viewed by persons who are not members of the Association. The Board may adopt reasonable rules governing the recording of meetings of the Board and the membership. Board meetings subject to the attorney-client privilege and Board meetings involving personnel matters shall not be open to member attendance.

ARTICLE III
OFFICERS

Section 1. OFFICERS: The officers of the Association shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors. The President may not hold any other officer position. The Board of Directors may appoint such other officers and agents as it shall deem necessary whom shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time, to time by the Board of Directors. The Board of Directors may appoint and hire consultants as it shall deem necessary. No member, except as an officer of this Association, with the approval of the Board of Directors, shall have any authority to contractually obligate the Association.

Section 2. TENURE OF OFFICERS: All officers of the Association shall hold office until their successors are elected. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of the majority of the Board of Directors. Any officer of the Association may resign at any time by giving written notice to the Association and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in any office of the Association shall be filled by the Board of Directors.

Section 3. THE PRESIDENT:

A. The President shall preside at all meetings of the voting membership and the Directors;

B. Shall have general and active management of the business of the Association;

C. Shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation;

D. Shall see that all orders and resolutions of the Board of Directors are carried into effect;

E. Shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Association except where required or permitted by statute to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association;

F. Shall have general superintendence and direction of all the other officers of the Association and shall see to the best of his/her ability that their duties are performed properly;

G. Shall submit a report of the operations of the Association for the fiscal year to the Board of Directors whenever called for by the Board of Directors and from time to time shall report to the Board of Directors all matters within his/her knowledge which the interests of the Association may require to be brought to their notice;

H. Shall be an ex-officio member of all committees.

Section 4. THE VICE-PRESIDENTS: The Vice-President, or if there be more than one, the Vice-Presidents, according to the order of election of appointment shall be vested with all powers and duties required to perform the duties of the President in his/her absence and such other duties as may be prescribed by the President or the Board of Directors.

Section 5. THE SECRETARY:

A. The Secretary shall keep or cause to be kept the minutes of the meetings of the voting membership and of the Board of Directors meetings in one or more books provided for that purpose;

B. Shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by statute;

C. 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 or as required by statute;

D. Shall have access to the register of the post office address of all members of the Association;

E. In general, shall perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or the Board of Directors.

Section 6. THE TREASURER:

A. The Treasurer shall keep or cause to be kept 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 of Directors;

B. Shall disburse or cause to be disbursed the funds of the Association as ordered by the President or the Board of Directors taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board of Directors, or whenever they may require it an account of all transactions as Treasurer and of the financial condition of the Association;

C. In general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President or the Board of Directors.

ARTICLE IV
MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP: The membership of this Association shall consist of Class A members and one Class B member.

Section 2. CLASS A MEMBERS: Any person, partnership or limited partnership, association, corporate entity, limited liability company, trust, or other artificial entity, except Cape Cave, who is the owner of record of a fee or undivided interest in any Lot/Tract within the Rotonda West Property that is subject to the Declaration of Restrictions shall automatically be and become a Class A member of the Association; provided, however that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member. The Class A members shall be entitled to one (1) vote in the affairs of the Association for each full Lot/Tract within the Rotonda West Property owned by said members. If a Lot/Tract is owned by multiple individuals, such as spouses, any record Lot/Tract Owner may vote on behalf of the Lot/Tract. If a Lot/Tract is owned by a corporation, any officer may vote on behalf of said corporation. If a Lot/Tract is owned by a partnership, any general partner may vote on behalf of the partnership. If a Lot/Tract is owned in trust, any trustee of a trust shall be entitled to vote. If a Lot/Tract is owned by a limited liability company, any member or manager may vote on behalf of the limited liability company. Any person with apparent authority asserting the right to vote on behalf of a Lot/Tract owned by an artificial entity shall be conclusively presumed to be entitled to vote on behalf of said Lot/Tract, unless the Lot/Tract has filed voting instructions with the Association designating some other person entitled to vote. If multiple Owners or nonindividual Owners of a Lot/Tract cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists. Voting certificates are not necessary. Class A membership will be appurtenant to and may not be separated from ownership of any Lot/Tract within the Rotonda West Property, and Class A membership in the Association shall cease and terminate upon the sale, transfer or disposition of the member's ownership interest in the Lot/Tract within the Rotonda West Property.

Section 3. CLASS B MEMBERS: Cape Cave shall be the only Class B member of this Association. The Class B member shall be entitled to one (1) vote and the right to appoint one (1) member to the Board of Directors so long as it remains a Class B member. Assessments for Class B member will be the normal assessment for maintenance of common areas for each Lot/Tract owned.

Section 4. VOTING MEMBERSHIP: Voting membership shall mean the membership entitled to vote in the affairs of the Association at the time that said vote is to be taken.

ARTICLE V
MEETINGS

Section 1. PLACE: Meetings of the voting membership shall be held in Rotonda West, Florida, or such other place as may be specified in the notice thereof.

Section 2. ANNUAL MEETINGS:

A. The annual meeting of the membership shall be held on the first Thursday of December or at such other time as may be designated by the Board of Directors.

B. The Board of Directors shall cause the Secretary to give written notice of annual meetings (to each member entitled to vote at such meeting) as provided in Article VI herein.

C. At each annual meeting (subject to the provisions of Subparagraph B of this Section), the membership entitled to vote shall elect directors for those vacancies then coming due. At all annual meetings of the voting membership, the membership may transact such other business as may properly come before the meeting.

D. The presence at the annual meeting of any members entitled to cast votes, in person or by absentee ballots, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Restrictions, or these By-Laws.

E. At all meetings of members, each member may only vote in person or by secret absentee ballot.

F. Notwithstanding anything to the contrary herein, members may also vote electronically as provided in Section 720.317, Florida Statutes, as amended from time to time. A member voting electronically shall be counted as being in attendance at the meeting for purposes of determining a quorum.

Section 3. SPECIAL MEETINGS:

Special meetings of the voting membership for any purpose or purposes, including revisions to the Governing Documents, unless otherwise prescribed by statute or by the Articles of Incorporation may be called by the President, a majority of the Board of Directors, or by a majority of the voting membership. Such request shall state the purpose or purposes of the proposed meeting. The notice, quorum and voting requirements for annual meetings shall apply to special membership meetings.

ARTICLE VI
NOTICES

Section 1. METHOD:

A. Board Meetings. Notice of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of the meeting, except in an emergency. In the alternative to the posting requirement, notice of each Board meeting must be mailed or delivered, or electronically transmitted to those members who have consented in writing to receive notices electronically, at least seven (7) days before the meeting, except in an emergency. Notwithstanding the foregoing, notice of Board meetings at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered shall be mailed, delivered, or electronically transmitted to those members who have consented in writing to receive notices electronically, and posted conspicuously on the property not less than 14 days before the meeting. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Consent by a Member to receive notice by electronic transmission shall be revocable by the member by written notice to the Association.

B. Members Meetings. Notice of all members meetings shall be mailed, delivered, or electronically transmitted to those members who have consented in writing to receive notices electronically, at least fourteen (14) but not more than ninety (90) days before the date of such meeting. Consent by a Member to receive notice by electronic transmission shall be revocable by the member by written notice to the Association.

C. Mailing Address. When required to be mailed or delivered, the notices must be mailed or delivered to the mailing address in the official records of the Association. When a member has consented in writing to receiving notices by electronic transmission, the Association will deliver the notice to the electronic mail address provided by the member in the written consent.

Section 2. WAIVER: Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the times stated therein, shall be deemed equivalent thereto. The attendance of any person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VII
FINANCES

Section 1. FISCAL YEAR: The Association shall operate under the calendar year beginning on the first day of January and ending on the 31st day of December of each year. The Board of Directors is expressly authorized to change from a calendar year basis to that of a fiscal year basis whenever deemed expedient for the best interests of the Association.

Section 2. CHECKS: All checks or demands for money and notes of the Association shall be signed by any one of the following officers: President, Vice-President(s), Secretary or Treasurer or by such officer or such other person or persons as the Board of Directors may from time to time designate, unless changed by Resolution of the Board of Directors. Two authorized signatures are required for any check exceeding One Hundred and Fifty Dollars ($150.00). Two directors are required to authorize payments of bills up to $149.99, the intent being that the two directors will

review the bill and authorize the payment prior to a payment being made electronically, either through automatic bank withdrawal or through a credit card payment. Electronic payment of bills of $150.00 or more is not permitted.

Section 3. ASSOCIATION EXPENDITURES: Prior to any Association expenditures in excess of Six Thousand Dollars ($6,000.00), the Association shall solicit and attempt to obtain three (3) independent quotations of price or proposals for services prior to such expenditure. Upon receipt of such quotations or proposals the Board of Directors may authorize such expenditure as it sees fit based on price, quality or any other factor within the discretion of the Board of Directors.

For expenditures in excess of Twelve Thousand Dollars ($12,000.00), the Association shall advertise in a newspaper of general circulation a solicitation of proposals for such expenditure. After publication, the Board of Directors may authorize such expenditure as it sees fit based on price, quality or any other factor within the sound discretion of the Board of Directors.

For discretionary capital expenditures in excess of ten percent (10%) of the total annual operating budget, the Association shall, prior to any such expenditure, obtain the approval of the membership. Approval of the membership for discretionary capital expenditures in excess of ten percent (10%) of the total annual operating budget shall require an affirmative vote of a majority of all members casting a vote in person or by absentee ballot. Discretionary capital expenditures as used herein shall mean expenditures not required as part of the routine or necessary maintenance, repair and replacement responsibility of the Association.

Discretionary capital expenditures shall not include expenditures in excess of ten percent (10%) of the total annual operating budget occasioned by flood, storms or other acts of God.

In addition to the foregoing expenditure requirements, the Association will comply with the competitive bidding requirements of Section 720.3055(2), Florida Statutes, as amended from time to time.

Section 4. FINANCIAL ASSISTANCE TO OTHER ROTONDA WEST ENTITIES: The Board of Directors shall have the authority to expend not more than two percent (2%) of the overall Association budget for financial assistance to organizations providing universally beneficial services to the Rotonda West community, and shall be deemed to be a common expense of the Association.

Section 5. OTHER ACTIVITIES: The Board of Directors shall have the authority to expend not more than one percent (1%) of the overall Association budget for social and benevolent activities, including without limitation, social activities held for the benefit of owners, residents, employees and directors of the Association, purchase of get well cards, flowers and similar acts as permitted herein, and shall be deemed to be a common expense of the Association.

ARTICLE VIII
ASSESSMENTS

The procedure for collection of delinquent assessments shall be as follows:

A. All assessments are due and payable in full not later than the date established by the Board of Directors for each calendar year.

B. Any assessment payment not received by the due date shall be termed delinquent.

C. At the time an assessment becomes delinquent, an administrative late fee of the maximum amount allowed by law per assessment will be added to the account. Additionally, interest shall accrue in an amount as determined by the Board of Directors which, unless otherwise specified, shall be at the maximum rate allowed by law as of the date of delinquency and will be added to the Assessment. The Board may waive interest or late fees for good cause shown, in hardships, and to settle disputes. The determination whether to waive late fees and/or interest shall be in the sole discretion of the Board and shall be exercised by the Board on a case by case basis.

D. At the time an assessment becomes delinquent a notice of late assessment and pre-lien letter, if required by law, shall be mailed to the Lot/Tract Owner by registered or certified mail, return receipt requested, and first-class United States mail, which notice shall include the amount of the delinquent payment, the administrative late fee, the cost of the registered or certified mail, return receipt requested, and first-class United States mail, reasonable costs and expenses associated with the collection of said debt and the total amount remaining unpaid.

E. The Association shall have the right to place a lien on the property for any unpaid Assessments and Charges with interest on the outstanding balance, administrative late fees, costs, collection expenses and reasonable attorney's fees incurred by the Association which are incident to the collection of the Assessment or enforcement of the lien, and attendant fees incurred by the Association incident to the collection of the Assessment. The lien shall be a continuing lien and shall secure Assessments, Charges, costs, fees and interest accruing after the recording of the lien until all such amounts are paid in full.

G. In the event that a Lot/Tract Owner does not pay any of the Assessments and Charges required to be paid to the Association at the time same may be due, the Association, through its Board of Directors and its legal counsel, may, to the extent permitted by law, enforce its lien for Assessments and Charges or take such other action to recover the fees to which it is entitled, in accordance with the Articles of Incorporation, the Declaration of Restrictions, and any statutes made and provided. If an action of foreclosure is brought against a Lot/Tract Owner for non-payment of monies due the Association and as a result thereof, the interest of the said owner in and to the Lot/Tract is sold, then a Lot/Tract Owner will thereupon cease to be a member of the Association.

ARTICLE IX
SEAL

The seal of the Association shall have inscribed thereon the name of the Association, the year of its organization, and the words "not-for-profit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE X
NO STOCK

The Association shall never have or issue shares of stock and/or certificates of membership.

ARTICLE XI
INVALIDITY

If any By-Law, or part thereof shall be judged invalid, the same shall not affect the validity of any other By-Law or part thereof.

ARTICLE XII
AMENDMENT

These By-Laws may be altered, amended or rescinded by two thirds (2/3) of the Board of Directors or two thirds (2/3) of the voting members, at any duly called meeting of the Board of Directors or of the voting membership, if notice of such alteration, amendment, or rescission be contained in the notice of such meeting.

ARTICLE XIII
CONSTRUCTION

Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine, or neuter; singular or plural; wherever the context so requires. In the event of any discrepancy between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall prevail.