AMENDED AND RESTATED BYLAWS OF SPANISH LAKES-GOLF VILLAGE HOMEOWNERS ASSOCIATION, INC. A Florida Not For Profit Corporation

The purpose of these Amended and Restated Bylaws is to continue the purpose of the original Bylaws adopted by the first Board of Directors and amended on October 14, 1989, and February 12, 2010.

In cases of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall govern and control.

Throughout these Bylaws the name of the corporation shall be referred to as "H.O.A.;" the directors/officers shall be referred to as "Board;" and, all references to any gender shall be inclusive of either gender, plural shall be singular and singular shall be plural.

ARTICLE I CORPORATE OFFICE

The principal office of the corporation shall be located at 100 W. Caribbean, Port St. Lucie, County of St. Lucie, State of Florida 34952.

ARTICLE II MEMBERS

Section One. MEMBERSHIP

All homeowners who have legal title to a dwelling at Spanish Lakes Golf Village (Park) or who are registered with Park owner and are entitled to homeowners badges are eligible to be members of this H.O.A. Members shall be bound by the Articles of Incorporation, the By-Laws of this H.O.A. and such restrictions as may be properly promulgated pursuant thereto. The H.O.A. shall have no member who is not a bona fide owner of a mobile home located in the mobile home park.

Section Two. Term

Membership in the H.O.A. is on an individual and annual basis, January 1st through December 31st.

Section Three. Voting Rights

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Entitlement to vote at the annual election shall require member's dues for the current year be paid in order to bring the member into good

standing. For all other matters submitted to a vote of the members, any. member delinquent in the payment of dues or other fees or assessments due the H.O.A. or in violation of any rules of the H.O.A. shall be deemed to not be in good standing.

Section Four. <u>Termination of Membership</u>

By an affirmative vote of two-thirds of all of the members of the Board, the Board may terminate a member for cause following a proceeding that is fair and reasonable and carried out in good faith in accordance with the Florida Statute §617.0607 (2012), as amended from time to time.

Section Five. Resignation

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Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid.

Section Six. Reinstatement

On written request signed by a former member and filed with the Secretary, the Board, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership subject to the then existing membership terms. Further, should the sole reason for termination of membership is default in payment due the H.O.A., then receipt by the H.O.A. of good funds to bring the member's account current shall cause the reinstatement of such member.

Section Seven Transfer of Membership

Membership in this H.O.A. is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

Section One. Annual Meeting

An annual meeting of the members shall be held at the Spanish Lakes Golf Village Clubhouse on the first Thursday in the month of February of each year, for the purpose of electing Board Members_and for the transaction of such other business as may come before the meeting. The time of the meeting shall be at 7:00 P.M., or such other hour as the membership approves at the previous monthly meeting. If the day fixed for the annual meeting is a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of Board Members is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient. The agenda for the annual meeting shall consist of, but not be limited to:

- 1) reading of minutes of previous meeting (may be dispensed with)
- 2) Treasurer's report, Committee's written reports (if any)
- 3) President's report (a review of the year's activities and those in the making
- 4) vote, or voting results, for open offices of the Board
- 5) installation of Board Members (all reports, minutes, etc. turned over to the newly elected officers)
- 6) greetings from the new president, if such is the case
- 7) adjournment

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Section Two. Regular Meetings

Regular meetings of the members may be held monthly at the Spanish Lakes Golf Village Clubhouse at a date and time set by the Board. The Board may cancel a regular meeting in its sole discretion.

Section Three. Special Meetings

Special meetings of the members may be called by the Board, the President, or not less than one-tenth of the members having voting rights. If no designation is made, the place of the meeting shall be the principal office of the H.O.A. in the State of Florida.

Section Four. Notice of Members Meetings (Annual, Regular, Special)

Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be published in the weekly newsletter and posted in a conspicuous place within the Park property not less than fourteen (14) nor more than sixty (60) days before the date of the meeting, except in the case of a special meeting, notice shall be given at least five (5) days prior to the date of the special meeting. In addition, any notice may be delivered either personally, by mail, or by electronic or remote communication by or at the direction of the President, Secretary, or other person or persons calling the meeting, to each member of record entitled to vote at the meeting. Such notices either by mail, electronic or remote communication shall be deemed delivered when deposited in the United States mail, postage prepaid, or transmitted electronically or by remote communication addressed to the member to receive it at his address as it then appears on the records of the H.O.A. The Secretary shall provide an affidavit affirming that the notices were published and posted, as required herein.

Section Five. Waiver of Notice

A member may waive notice of any annual or special meeting by signing a written notice of waiver either before or after the date of such meeting. Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice.

Section Six. Quorum

Twenty-five percent (25%) of the members in good standing shall constitute a quorum. Decisions shall be made by a majority of the members represented at a meeting at which a quorum is present. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section Seven. Proxies

Every person entitled to vote at a members' meeting of the H.O.A. or entitled to execute written consent authorizing action in lieu of a meeting, may do so either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid except for the specific meeting for which originally given and for any lawfully adjourned meeting thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

Section Eight. Voting by Mail

Where members of the Board are to be elected by members of the H.O.A., such election may be conducted by mail in such manner as the Board shall determine.

ARTICLE IV BOARD OF DIRECTORS

Section One. General Powers

Subject to the limitations of the Articles of Incorporation and these Bylaws concerning H.O.A. action that must be authorized or approved by the members of the H.O.A. all corporate powers shall be exercised by or under the authority of the Board, and the business and affairs of the H.O.A. shall be controlled by the Board.

Section Two. Number, and Qualifications

The Board shall consist of five (5) persons who must be members in good standing of the H.O.A. Directors of the H.O.A. shall be the officers elected at the annual meeting of members as provided in these Bylaws, and shall serve for a term of two years. All directors/officers shall serve until their successors have been elected and qualified. Directors/officers shall serve without renumeration or special consideration for holding office in the H.O.A. An outgoing President/director shall serve as an ex officio member of the Board without voting rights, for a period of one (1) year.

Section Three. Meetings

The Board shall hold an organizational meeting within ten (10) business days following each annual meeting of members. Additionally, regular meetings of the Board shall be held at such times as shall be fixed from time to time by resolution of the Board.

Section Four. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two directors, and shall be held at the principal office of the H.O.A. or at such other place as the directors may determine.

Notice of special meetings shall be in writing, delivered in person, by mail or by electronic or remote communication to each director at least two days prior to the meeting. Neither the business to be transacted at nor the purpose of any such meeting need be specified in the notice. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of all objection to the place, time and manner of calling the same, except where the director states at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section Five. Open Meetings

All meetings of the Board shall be open to all members, and notice of meetings shall be posted in a conspicuous place upon the park property at least 48 hours in advance, except in an emergency. Provided, however, meetings of the Board with legal counsel to discuss confidential legal matters will not be open to the members or require posted notice.

Section Six. Attendance by Telephone or Similar Communications

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

Section Seven. Quorum

A majority of directors shall constitute a quorum for the transaction of business. If, at any meeting of the Board, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present.

Section-Eight. Vacancies

- A. A vacancy in the Board shall exist on the happening of any of the following events:
 - A director dies, resigns or is removed from office;

- 2. The authorized number of directors is increased by amendment of the Articles of Incorporation and Bylaws without the simultaneous election of a director or directors to fill the newly authorized position;
- 3. The members at any annual, regular or special meeting at which directors are to be elected, elect less than the number of directors authorized to be elected at that meeting;
- 4. The Board declares vacant the office of a director who has been adjudicated of unsound mind or has become convicted of a felony or who, within 90 days after notice of his election to the board, neither accepts the office in writing nor attends a meeting of the Board.

A reduction in the authorized number of directors does not remove any director from office prior to the expiration of his term of office.

B. A vacancy in the Board may be filled by the vote of a majority of the remaining directors, even though less than a quorum is present. Each director so elected shall hold office for the unexpired term of his predecessor in office.

Section Nine. Removal

Any officer/director may be removed from office at any time, with or without cause, on the affirmative vote or agreement in writing by a majority of members. A special meeting of the members to recall a member or members of the Board may be called by ten (10) percent of the members giving notice of the meeting as required for a meeting of members and the notice shall state the purpose of the meeting. Removal shall be without prejudice to any contractual rights of the officer removed.

Section Ten. Enumeration of Officers

The H.O.A. shall have as officers, a President, Vice President, Secretary, Treasurer and Membership Coordination who shall also serve as the Board of Directors. The officers shall serve without compensation.

Section Eleven. Election and Term of Office

The officers of the H.O.A. shall be elected by the members at the annual meeting of the H.O.A. Each officer shall hold office for two (2) years or until his successor is elected and qualified, or until his resignation, death or removal. The officers' terms shall be staggered to provide continuity. The President, Secretary and Treasurer shall be elected at the annual meeting in even years and the Vice President and Membership Coordinator shall be elected in odd years. Officers elected at the annual meetings immediately succeeding the adoption of these Bylaws shall be elected for terms of one or two years as necessary to implement the staggered terms. Once implemented, all officers shall be elected for two year terms. Officers shall assume their respective

offices upon the date/time chosen by those newly elected officers and not later than ten (10) business days following the election. Unless otherwise directed, outgoing officers shall be deemed to have relinquished their respective offices upon incoming officers assuming their elected positions.

Section Twelve. Powers and Duties

The following powers and duties, and such others as may be prescribed from time to time by the Board of Directors, shall be incumbent as to a particular office as follows:

A. President:

- 1. preside at all meetings of the H.O.A. and the Board of Directors;
- 2. make parliamentary decisions and rulings governed by the Bylaws and Robert's Rules of Order Revised, in that order;
- 3. may vote to make or to break a tie, in a voice or roll call vote;
- 4. vote as any other member in a ballot vote and cannot break a tie in a ballot vote;
- 5. ex officio member of committees, exception being nominating committee;
- 6. subject to the approval of the Board of Directors, appoint all committees as he or the membership deem necessary to carry out the objects and purposes of the H.O.A. and expedite its business;
- shall sign on behalf of the H.O.A. any legal or financial instruments duly authorized by the Board of Directors for execution, with the Secretary or other officer so authorized by the Board;
- 8. make reports to the Board and members, and in general shall perform all duties incident to the office of president.

B. Vice President:

- 1. assume all powers and duties, subject to all the restrictions, of the office of the president in his/her absence or inability to serve;
- become president when a vacancy in the presidency occurs;
- 3. assume the control and management of property belonging to the H.O.A., as well as such properties management may wish to assign to the H.O.A. for operation on a temporary or permanent basis provided the H.O.A. has accepted assignment, for operation on a temporary or permanent basis, and shall keep a running inventory thereof.

C. Secretary:

- 1. shall record in the Minutes the business of all meetings of the Board and of the of the members;
- 2. shall keep and read the Minutes;
- 3. shall have custody of all books, records, correspondence and corporate seal, excepting that which is associated with the office of Membership Coordinator;
- 4. shall provide proper notices in accordance with these Bylaws or as may be required by law;
- 5. sign on behalf of the H.O.A. any legal or financial instruments that the Board of Directors has authorized for execution under corporate seal.

D. Treasurer:

- 1. custodian of all funds of the H.O.A.; and as such, perform all duties of a custodian, including maintaining accurate accounting and financial records of receipts and disbursements, banking and credit transactions;
- 2. disbursements shall be authorized by the use of check request forms or voucher forms properly signed by the person authorized to withdraw or expend funds, accompanied with appropriate documentation of expenditures;
- 3. all checks shall be signed by the Treasurer and disbursed in a timely manner. In the event the Treasurer is not available to sign a check in a timely manner, the President, Vice-President, Secretary, or Membership Coordinator may sign checks as may be determined by the Board from time to time;
- 4. provide receipts for funds remitted to the H.O.A.;
- 5. deposit into the bank account(s) of the H.O.A. all funds paid to the H.O.A. from any source within three (3) business days of receipt;
- 6. give an itemized report of all disbursements, receipts, and balance on hand at meetings of the members of the H.O.A.;
- 7. provide a written itemized annual report of receipts and disbursements;
- 8. provide copies of reports to the President and Secretary.

E. Membership Coordinator:

1. send out dues notices:

- 2. establish and/or maintain a system utilizing volunteers to recruit members, collect dues and issue membership cards and also to disseminate information that may be vital to the well being and/or welfare of members and residents of Spanish Lakes-Golf Village as may be determined from time to time by the Board;
- 3. present funds collected to the Treasurer, obtaining a receipt therefor;
- 4. organize volunteers to assist as needed to accomplish goals;
- 5. maintain an accurate list or roster of members in good standing, which list (or roster) will be available at each meeting and shall report the total membership at each meeting;
- 6. assume all powers and duties, subject to all the restrictions, of the office of the Treasurer or Secretary in his/her absence or inability to serve.

Section Thirteen. Absence or Disability of Officers/Directors

In the case of the absence or disability of any officer/director of the H.O.A. and of any person hereby authorized to act in his place during his absence or disability, the Board may by resolution delegate the powers and duties of such office to any other officer/director, or to any other person whom it may select.

ARTICLE V COMMITTEES

Section One. Creation of Committees

The President, subject to approval of the majority of the Board shall establish all committees necessary to carry out the objects and purposes of the H.O.A. and shall appoint members to serve on such committees. Committees may include, but not be limited to, communications and recreation. Committees shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions adopted by the Board from time to time. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual director, of any responsibility imposed on it or him by law. All committees must provide report(s) to the Board and must remit all receipts to the Treasurer in a timely manner.

Section Two. Removal

Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the H.O.A. shall be served by such removal.

ARTICLE VI CONDUCT AT MEETINGS

Section One. Rules of Parliamentary Procedure.

Rules contained in Robert's Rules of Order shall govern the activities of all meetings of the Board, Membership and Committees and all other cases to which they are applicable and where they are not inconsistent with these Bylaws.

Section Two. <u>Time Limits on Debate</u>

The President may limit debate on a question or suggestion to two (2) minutes per recognized member.

The President may limit debate on a motion to two (2) minutes per recognized member, however, the member whose motion is brought before the meeting shall be allowed additional time.

ARTICLE VII CORPORATE ACTIONS

Section One. Checks, Drafts or Orders

All checks, drafts or other orders for the payment of money by or to the H.O.A., and all notes and other evidence of indebtedness issued in the name of the H.O.A. shall be signed by the Treasurer and/or such officers, agent or agents of the H.O.A. and in such manner as shall from time to time be determined by resolution of the Board.

Section Two. Bank Deposits

All funds of the H.O.A. not otherwise employed shall be deposited from time to time to the credit of the H.O.A. in such banks, trust companies or other depositories as the Board may select.

Section Three. Expenditures for Park Ownership Property

The expenditure of any H.O.A. funds in excess of \$500.00 sought by the Park Owner and/or the H.O.A. for any purpose, including but not limited to expenditures for improvements or repairs to Park property, requires approval by a majority of the members present at a meeting where a quorum exists.

ARTICLE VIII DUES

Section One. Annual Dues

The Board shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the H.O.A. by members, and shall give appropriate notice to the members.

Section Two. Payment of Dues

Dues shall be payable in advance on the first day of January in each year.

ARTICLE IX MEMBERSHIP CARDS (CERTIFICATES)

When a homeowner eligible for membership has paid any initiation fee and dues that may then be required, a membership card (certificate) shall be issued in his name and delivered to him by the Membership Coordinator.

ARTICLE X BOOKS AND RECORDS

The H.O.A. shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the H.O.A. may be inspected by any member, or his agent or attorney, for any proper purpose in accordance with Florida Statute §617.1602(2012) as amended from time to time.

ARTICLE-XI MISCELLANEOUS

Section One . Fiscal Year

The fiscal year of the H.O.A. shall be the calendar year.

Section Two. Corporate Seal

The Board shall adopt an official seal for the H.O.A., which shall be circular in form and be inscribed with the name of the H.O.A., the state of incorporation and the words "Corporate Seal".

ARTICLE -XII AMENDMENTS

These Bylaws may be altered, amended or repealed by prior reading and subsequent approval by a majority vote of the members at a meeting with due notice at which a quorum is present, whether in person or by proxy or as otherwise provided in these Bylaws. All amendments must be presented in writing to the Board for recommendation to the general membership. No bylaw shall be revised or amended by reference to its title or number only.

ARTICLE XIII MEETINGS WITH PARK OWNER

Pursuant to law, the Board shall have the authority to designate a standing committee, not to exceed five in number, designated for the purpose of meeting with the Park owner to discuss changes in lot rental increases, reduction in services or utilities, or changes in rules and regulations.

ARTICLE XIV PURCHASE OF MOBILE HOME PARK

Section One. Park Purchase Committee

The President, subject to approval of, the Board, shall appoint a standing committee known as the Park Purchase Committee consisting of at least five (5) members nor more than seven (7) members who shall be responsible for establishing a procedure to be initiated in the event the mobile home park in which the members reside is offered foe sale. The President shall designate one of the committee members as chairman. The Park Purchase Committee shall be directly responsible to the Board. The committee shall have the power to negotiate for the purchase of mobile home park; and upon approval of a majority of the members and the Board, execute all documents necessary to bind the H.O.A. and consummate the sale of the mobile home park; and to do all other things necessary to the negotiating, consummating, and purchase of the mobile home park.

Section Two. Powers

The H.O.A. shall have the following powers upon purchase of a mobile home park:

A. To contract, sue, or be sued with respect to the exercise or non exercise of its powers. For these purposes the powers of the H.O.A. include, but are not limited to, the maintenance, management, and operation of the park property. The H.O.A. may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all owners concerning matters of common interest, including, but not limited to, the common property; structural components of a building or other improvements; mechanical; electrical; and plumbing elements serving the park property; and protests of

ad valorem taxes on common used facilities. If the H.O.A. has the authority to maintain a class action, the H.O.A. may be joined in an action as representative of that class with reference to litigation and disputes involving the matters for which the H.O.A. could bring a class action. Nothing herein limits any statutory or common law right of any individual owner or class of owners to bring any action which may otherwise be available.

- B. The powers and duties of the H.O.A. include those set forth in this section and those set forth in the Articles of Incorporation and other provisions in the Bylaws and any recorded declarations or restrictions encumbering the park property, if not consistent with law.
- C. To make and collect assessments and to lease, maintain, repair, and replace the common areas of the park.
- D. To purchase lots in the park and to acquire and hold, lease, mortgage, and convey them.

Section Three. Records

The H.O.A. shall maintain accounting records in the county where the property is located, according to good accounting practices. The records shall be open to inspection by members or their authorized representatives at reasonable times, and written summaries of such reports shall be supplied at least annually to the members or their authorized representatives. The records shall include, but shall not be limited to:

- A. A record of all receipts and expenditures.
- B. An account for each member, designating the name and current mailing address of the member, the amount of each assessment, the dates and amounts in which the assessments come due, the amount paid upon the account, and the balance due.

Section Four. Insurance

The H.O.A. shall obtain and maintain adequate insurance to protect the H.O.A. and the park property. A copy of each policy of insurance in effect shall be made available for inspection by members at reasonable times.

Section Five. Easements for Ingress and Egress

The H.O.A. shall have the authority, without the joinder of any unit owners or members to modify or move any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of or crosses the park property. The authority of the H.O.A. is limited in that it does not authorize the H.O.A. to modify or move any easement created in whole or in part for the use and benefit of anyone other than the

members or unit owners without their consent or approval as required by law or the instrument creating the easement. This provision shall not be construed as effecting the rights of ingress or egress of any unit owner, or member of the H.O.A.

Section Six. Assessments of Members

Membership assessments for managing and running of the mobile home park shall at all times be equal and shall be established by the Board at its annual meeting or at a specially called meeting in which all members receive proper notice. Any assessment shall be based upon the percentage one corporate share bears to the total number of shares outstanding of the H.O.A.

Membership expenses for the maintenance of the park property shall be collected by the delivery of any expense bill to such shareholder who shall promptly pay the amount stated on the bill within fourteen (14) days of receipt. Failure to pay an expense bill within the time prescribed shall entitle the Board to collect such amounts due by legal proceedings including the placing of a lien upon any member's mobile home.

Assessments by the Board shall not be made against the membership less frequently than quarterly in amounts no less than are required to provide funds in advance for payments of all the anticipated current operating expenses, and for all of the unpaid operating expense previously incurred.

No amendment to the Bylaws, and in particular this section, may change the proportion or percentage by which members share in the expenses unless all of the members approve the amendment.

Section Seven. Park Rules and Regulation

The Board shall establish and may amend from time to time, the park rules and regulations and administrative regulations governing the details of the operation and use of park property.

Section Eight. Use and Maintenance of Mobile Homes

The Board shall establish restrictions on, and requirements respecting, the use and maintenance of mobile homes located within the park, and the use of the park property, provided that such restrictions are not inconsistent with the Articles of Incorporation.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of

Spanish Lakes-Golf Village Homeowners Association, Inc. were duly approved after

prior reading by a majority of the memb	ers at a duly convened meeting held on
, 2013, which vot	e is sufficient for approval.
IN WITNESS WHEREOF, the unde	rsigned has caused these presents to be
signed in its name by its President, its Se	ecretary and its corporate seal affixed this
, 2013.	
WITNESSES AS TO PRESIDENT:	SPANISH LAKES-GOLF VILLAGE HOMEOWNERS ASSOCIATION, INC.
Printed Name:	By:, President
	,
Printed Name:	
STATE OF FLORIDA COUNTY OF	
The foregoing instrument was acknown 2013, by, as F Homeowners Association, Inc. [] who is produced identification [Type of Identification]	personally known to me, or [] who has
Notarial Seal	Notary Public
WITNESSES AS TO SECRETARY:	SPANISH LAKES-GOLF VILLAGE HOMEOWNERS ASSOCIATION, INC.
	By:
Printed Name:	, Secretary

	CORPORATE SEAL
Printed Name:	OLAL
STATE OF FLORIDA COUNTY OF	
2013, by, as Homeowners Association, Inc. [] who	cknowledged before me on, Secretary of Spanish Lakes-Golf Village is personally known to me, or [] who has tion:].
Notarial Seal	Notary Public