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BARBARA T. SCOTT
CLERK OF THE CIRCUIT COURT
BY-LAWS OF
ROTONDA SANDS CONSERVATION ASSOCIATION, INC.

Prepared by:
IMAGED John Brundenberg
CH Return To: P.O. Box 82
Placida, FL
33946

ARTICLE I

GENERAL

Section 1. NAME: The name of the Corporation shall be "Rotonda Sands Conservation Association, Inc.", (hereinafter referred to as the "Association").

Section 2. PRINCIPAL OFFICE: The principal office of the Association shall be at Rotonda West, 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/her or their office shall be deemed the registered office of the Association for the purpose of service of process.

Section 4. DEFINITION: As used herein "Declaration of Restrictions" shall at all times, unless otherwise stated, refer to the Protective Property Rights Rotonda Sands (Unit Two) through the Rotonda Sands Conservation Association as recorded in the Public Records of Charlotte County, Florida, as same may from time to time be amended. The terms used in these By-Laws shall have the same definition and meaning as those set forth in the Protective Property Rights unless herein provided to the contrary.

Section 5. PURPOSES: The Association has been incorporated for the purposes set forth in the Articles of Incorporation of Rotonda Sands Conservation Association, Inc., including, but not limited to, the general purposes of administering, managing, operating, maintaining and preserving a residential community known as Rotonda Sands, situate in Charlotte County, Florida, and governed by that certain Protective Property Rights, as recorded in the Public Records of Charlotte County, Florida, and as may be amended from time to time.

ARTICLE II

DIRECTORS

Section 1. NUMBER AND TERM: The Association shall be governed by a Board of Directors consisting of five (5) directors.

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Commencing with the March 1995 election, three (3) directors shall be elected for a term of two (2) years and two directors shall be elected for a term of one (1) year by the members entitled to vote at said meeting. Annually thereafter, all directors will be elected to two (2) year terms and the voting membership shall elect directors to the Board to fill only those seats for which the term of office is then expiring. Provided, however, that the minimum number of directors shall be three.

After the date of the first annual meeting of the voting membership, the Board 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 shall not affect the terms of those members duly elected to the Board.

Persons seeking to be members of the Board of Directors must be members in good standing of Rotonda Sands Conservation Association, Inc., ninety (90) days prior to the notice of election, with all current and past assessments, fees, penalties or other charges paid in full. Further, no member shall serve as an officer or director of this Association while such member is employed by the Association. All applications and resumes for the Board must be received by the Secretary ninety (90) days prior to the election.

Election to the Board of Directors shall be by secret written ballot. At such election the members may case, in person or by absentee ballot in respect to each such vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving a majority of the votes cast for that office shall be elected. Cumulative voting is not permitted.

Section 2. 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 3. REMOVAL: Except as otherwise set forth herein and in the Articles of Incorporation, directors may be removed for cause by the majority of voting members. In addition to any other "cause" contemplated herein, it is understood that failure of a Board member to attend three consecutive special or regular meetings of the Board of Directors without having been excused by the Chairman of the Board. Failure to pay any assessment when said

assessment becomes due and owing, will constitute cause of removal from the Board.

Section 4. POWERS: The property and business of the Association shall be managed by the Board 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 Sands Property. The powers of the Board shall specifically include but not be limited to, the following:

- A. To make and collect annual and/or special assessment charges, fees and penalties in accordance with the provisions of the By-Laws and the Declaration of Restrictions recorded and to be recorded with respect to the Rotonda Sands 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 penalties collected for those purposes set forth in the Articles of Incorporation and the Declaration of Restrictions;
- C. To perform all functions set forth in the Articles of Incorporation, these By-Laws and the Florida Not for Profit Corporation Act, 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 Sands 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;
- E. To collect delinquent annual and/or special assessments, charges, fees and penalties 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.
- H. To make reasonable rules and regulations for the collection of annual and/or special assessments, charges,

Section 5. COMPENSATION: Directors and officers shall not receive compensation for their services as such, but may, at the discretion of the Board of Directors, receive reimbursement for so-called "out-of-pocket" expenses incurred in the actual performance of their duties.

Section 6. MEETINGS:

- A. After the annual meeting of the voting membership of the Association, a meeting of the newly elected Board shall be held immediately upon the adjournment of the meeting at which they were elected, provided a quorum shall then be present or as soon thereafter as may be practicable. At this first meeting of the Board, the officers of the Association shall be elected.
- B. Special meetings of the Board shall be held whenever called by the direction of the President or by a majority of the Board or by a majority of the voting membership. The Secretary shall give notice of each special meeting, either personally or by mail or telephone, at least three (3) days before the date of such meeting.
- C. Regular meetings of the Board of Directors may be held with notice as provided herein at such time and at such place as shall from time to time be determined by the Board.
- D. At all meetings of the Board, a majority of the Board 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, 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, the directors present thereat may adjourn the meeting from time to time without notice other than an announcement at the meeting, until a quorum shall be present.
- E. Unless otherwise restricted by statute the Articles of Incorporation or these By-Laws, any action required to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all of the members of the Board or such committee, as the case may be, and such

written consent is filed with the minutes of the proceedings of the Board or the committee thereof.

- F. Unless otherwise restricted by statute, the Articles of Incorporation or these By-Laws, members of the Board, or of any committee thereof may participate in a meeting of such Board or committee by means of conference telephone 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 7. ORDER OF BUSINESS: The order of business at all meetings of the Board shall be as follows:

- A. Call to order;
- B. Roll call;
- C. Approval of minutes from previous meeting;
- D. Treasurer's report;
- E. Reports of officers, employees and contractors;
- F. Reports of committees;
- G. Unfinished business;
- H. New Business and communications;
- I. Next Meeting;
- J. Adjournment.

Section 8. ANNUAL STATEMENT: The Board 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 9. COMMITTEES OF DIRECTORS: The Board may by resolution adopted by a majority of the Board designate such committees consisting of one or more directors as it may deem advisable. 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. To the extent not inconsistent with these By-Laws, the Board 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 designated by the Board shall keep regular minutes of its meetings and shall report the same to the Board when required. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

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. Any two of said offices may be held by one person, except for the President. The Board of Directors may appoint such other officers and agents as it shall deem necessary who 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. The Board may appoint and hire consultants as it shall deem necessary.

Section 2. TENURE OF OFFICERS: All officers of the Association shall hold office until their successors are elected and qualified. 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. 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.

Section 3. THE PRESIDENT:

- A. The President shall preside at all meetings of the voting membership and of the directors; he shall have general and active management of the business of the Association; he 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, 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 to some other officer or agent of the Association.

- B. Shall have general superintendence and direction of all the other officers of the Association and shall see to the best of his ability that their duties are performed properly;
- C. Shall submit a report of the operations of the Association for the fiscal year to the Board whenever called for by the Board and from time to time shall report to the Board all matters within his knowledge which the interests of the Association may require to be brought to their notice;
- D. Shall be an ex-officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

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

Section 5. THE SECRETARY:

- A. The Secretary shall keep 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.

Section 6. THE TREASURER:

- OR BOOK 1390 PAGE 1973
- 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 designed by the Board;
- B. Shall disburse the funds of the Association as ordered by the President or the Board taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it an account of all transactions as Treasurer and of the financial condition of the Association;
- C. May be required to give the Association a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office, and the restoration to the Association in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his/her possession belonging to the Association. The Association shall pay all premiums for issuance of said bond;
- D. 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.

ARTICLE IV

MEMBERSHIP AND VOTING

Section 1. MEMBERSHIP: The Members of the Association shall consist of all of the record Owners of the lots from time to time. Any transfer of ownership of a lot shall terminate an Owner's membership in the Association. Membership in the Association is appurtenant to a lot and cannot be conveyed other than by conveyance of the fee simple title to the lot.

Section 2. VOTING: Each lot shall be entitled to one (1) vote on any Association matter requiring a vote of the Members. The vote to which any lot is entitled shall not be divisible, and shall be cast by the Member designated and entitled to cast the vote according to the terms and provisions of this Section. In no event shall more than one vote be cast with respect to any one lot. Except as otherwise provided in this Article, each Member who is designated and entitled to cast the vote for any lot shall be named in a voting certificate signed by all Owners of such lot and filed with the Association. In the event any such voting certificate is

not filed with the Association, the vote to which such lot is entitled shall not be considered in determining whether a quorum is present, or for any other purpose, and the total number of authorized votes in the Association shall be reduced accordingly until such certificate is filed, except if the lot is owned jointly by a husband and wife. A voting certificate shall be valid until revoked by the Owners of, or until a transfer of a title to, the lot to which the voting certificate pertains.

Voting rights shall be established as follows:

(a) In the event an Owner is one person, that person's right to vote shall be established by the recorded title to the lot at issue.

(b) In the event a lot is owned by more than one person or entity, those persons or entities shall sign a voting certificate designating one of them for the purpose of casting the vote that is appurtenant to their lot.

(c) In the event a lot is owned by an entity, or an entity is designated as the Owner entitled to cast the line for a lot, such entity shall designate a partner, officer, fiduciary, or employee of the entity to cast the vote that is appurtenant to the subject lot. The voting certificate for such lot shall be signed by any duly authorized partner or officer of the entity.

(d) Notwithstanding anything to the contrary contained in these By-Laws, in the event a lot is owned jointly by a husband and wife, the following provisions shall be applicable to the casting of the vote that is appurtenant to their lot:

(i) The husband and wife may, but shall not be required to, designate one of them as the voting member;

(ii) In the event the husband and wife do not designate either of them as the person entitled to cast the vote that is appurtenant to their lot, and if both persons are present at any regular or special meeting of the Members and are unable to concur in their decision upon any subject requiring a vote of the Members, such husband and wife shall lose their right to vote on that particular subject at that particular meeting; and

(iii) In the event the husband and wife do not designate one of them as the person entitled to cast the vote appurtenant to their lot, and only one of them is present at any meeting, the member present may cast the vote to which their lot is entitled, without establishing the concurrence of the absent member.

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 specifically in the notice thereof.

Section 2. ANNUAL MEETINGS:

- A. The annual meeting of the membership shall be held on the last Thursday of March or at such time as may be designated by the Board.
- B. The Board shall cause the Secretary to give written notice of annual meetings (to each member entitled to vote at such meeting) at least sixty (60) but not more than ninety (90) days before the date of such meeting. All members of record ninety (90) days prior to the meeting shall receive notice of the meeting. Such notice shall state the purpose or purposes of the proposed meeting.
- C. At each annual meeting the membership entitled to vote shall elect directors for those vacancies then coming due; provided, however, that after the date of the first annual meeting of the voting membership, the Board shall have the right at any annual or special meeting called for that purpose to change the number of directors who shall serve as the Board within the limits set forth in the Articles of Incorporation and these By-Laws. 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 Restrictions, or these By-Laws.
- E. At all meetings of members, each member may vote in person or by absentee ballot.

Section 3. SPECIAL MEETINGS:

- A. Special meetings of the voting membership for any purpose or purposes 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.

ARTICLE VI

NOTICES

Section 1. METHOD: Notices to directors and members shall be in writing and delivered personally or mailed to the directors or members at their addresses appearing on the books of the Association. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the U.S. mails. Notice to directors may also be given by telephone.

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 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 two of the following officers: President, Vice-President, Secretary, or Treasurer or by such officer or such other person or persons as the Board may designate, unless changed by Resolution of the Board of Directors. Two authorized signatures are required for any expenditure exceeding One Hundred Dollars (\$100.00).

ARTICLE VIII

ASSESSMENTS

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

- A. Any assessment payment not received within THIRTY (30) days after the due date shall be termed delinquent.
- B. At the time an assessment becomes delinquent, a late charge of \$15.00 per assessment will be added to the account.
- C. At the time an assessment becomes delinquent a notice of delinquency shall be mailed to the owner by certified return receipt mail which notice shall include the amount of the delinquent payment, the late charge, the cost of the certified or registered mail and the total amount remaining unpaid.
- D. If within SIXTY (60) days of the delinquency date the account still remains delinquent, a list of the property(ies) in question and the name(s) of the owner(s) shall be turned over to the counsel for the Association, who shall cause the lien(s) to be recorded and shall take other appropriate legal action as directed by the Board.
- E. If a lien is placed on a property, interest at the rate of ten percent (10%) will be calculated as of the date of delinquency and will be added to the assessment and other charges.
- F. The Association shall have the right to place a lien on the property for any unpaid assessments, interest on the outstanding balance, administrative fees, attendance fees, reasonable attorney's fees, and other charges incurred by the Association which are incident to the collection of the assessment or enforcement of the lien.

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 "non-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

DEFAULT

In the event the owner of a lot, tract, parcel, or residence does not pay any of the annual charges and assessments required to be paid to the Association at the time same may be due, the Association, acting on its own behalf or through its Board of Directors or their agents may, to the extent permitted by law, enforce its lien for the annual charges and assessments 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 the owner of a lot, tract, parcel or residence 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, parcel, or residence is sold, then the owner will thereupon cease to be a Class A member of the Association.

ARTICLE XII

MISCELLANEOUS

Section 1. BINDING ASSOCIATION: No member, except as an officer of this Association, with the approval of the Board shall have any authority to act for the Association or to bind the Association.

Section 2. 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.

Section 3. ARCHITECTURAL CONTROL COMMITTEE: The Architectural Control Committee shall have the duties and functions described in the Declaration of Covenants and Restrictions applicable to the properties. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of the properties and shall advise the Board regarding Association action on such matters.

ARTICLE XIII

AMENDMENT

Thereafter, these By-Laws may be altered, amended, or rescinded by the Board of Directors or 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.

IN WITNESS WHEREOF, the undersigned Directors of ROTONDA SANDS
CONSERVATION ASSOCIATION, INC. have executed these By-Laws this
24th day of February, 1995.

Connie Murray
Director

[Signature]
Director

Lendall Leach
Director

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

Before me personally appeared Connie Murray as a
Director of Rotonda Sands Conservation Association, Inc., a Florida
not-for-profit corporation, to me well known and known to me, or
who has produced _____ as identification,
to be the person described in and who executed the foregoing
instrument, and acknowledged to and before me that he/she executed
said instrument as such Director and on behalf of Rotonda Sands
Conservation Association, Inc., for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of
February, 1995.

NOTARY PUBLIC:

John Brandenberger
Sign

Print John Brandenberger

My commission expires:



"OFFICIAL SEAL"

John E. Brandenberger

My Commission Expires 3/10/97

Commission #CC 263367

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

Before me personally appeared Ron Murray as a
Director of Rotonda Sands Conservation Association, Inc., a Florida
not-for-profit corporation, to me well known and known to me, or
who has produced _____ as identification,

to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument as such Director and on behalf of Rotonda Sands Conservation Association, Inc., for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of February, 1995.



"OFFICIAL SEAL"
John E. Brandenberger
My Commission Expires 3/10/97
Commission #CC 263967

NOTARY PUBLIC:

Sign

Print John Brandenberger

My commission expires:

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

Before me personally appeared Kendall Leach as a Director of Rotonda Sands Conservation Association, Inc., a Florida not-for-profit corporation, to me well known and known to me, or who has produced _____ as identification, to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument as such Director and on behalf of Rotonda Sands Conservation Association, Inc., for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of February, 1995.



"OFFICIAL SEAL"
John E. Brandenberger
My Commission Expires 3/10/97
Commission #CC 263967

NOTARY PUBLIC:

Sign

Print John Brandenberger
My commission expires: