

**BYLAWS  
OF  
CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC.**

Cape Haze Resort Community Association, Inc., a corporation not for profit under the laws of the State of Florida, hereinafter referred to as the “Association,” does hereby adopt the following as its Bylaws:

ARTICLE I  
IDENTITY AND DEFINITIONS

The Association has been organized for the purpose of promoting the health, safety, and welfare of Members and Owners within Cape Haze Resort Community, located in Charlotte County, Florida, and performing all duties assigned to it under the provisions of the “Declaration of Management Covenants for Cape Haze Resort” (the “Covenants”). The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions and authorizations contained in the Covenants.

All words and terms used herein which are defined in the Covenants shall be used herein with the same meanings as defined in those instruments.

ARTICLE II  
LOCATION OF PRINCIPAL  
OFFICE

The principal office of the Association shall be located at ~~P.O. Box 20708, Sarasota, FL 34276~~ 8401 Placida Rd., Cape Haze, FL 33946, or at such other place as may be established by resolution of the Board of Directors of the Association.

ARTICLE III  
MEMBERSHIP, VOTING, QUORUM AND  
PROXIES

1. The qualification of Members, the manner of their admission to Membership and termination of such Membership, and voting by the Members shall be as set forth in Article IV and Article V of the Association’s Articles of Incorporation.

2. A quorum at any meeting of the Association’s Members shall consist of persons entitled to cast votes representing at least thirty percent of the total votes of the Association as determined in the manner set forth in Article V of the Association’s Articles of Incorporation.

3. Votes may be cast in person, by proxy, or by written ballot. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

4. The number of votes to which any Member is entitled at any meeting of Members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than 60 days or less than 10 days prior to the date of such meeting. In the event the Board of Directors does not set a record date for any meeting of Members, the record date for such meeting shall be the date of the notice of such meeting. The determination of the number of votes to which any Member is entitled as of the record date shall be final, and no conveyance or acquisition of any interest arising after such record date shall be taken into consideration in determining the number of votes to which such Member is entitled at such meeting.

5. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the Covenants, or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half of the total votes of the Association Membership represented at any duly called Members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all Members.

6. The Association shall be entitled to give all notices required to be given to the Members of the Association by these Bylaws, the Articles of Incorporation, or the Covenants to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown by the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address.

#### ARTICLE IV ANNUAL AND SPECIAL MEETINGS OF MEMBERS

1. An annual meeting of the Membership of the Association shall be held each year during ~~December~~ November or such other month as the Board of Directors may determine. The date, time, and place of the annual meeting shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of electing directors and transacting any other business authorized to be transacted by the Members.

2. Special meetings of the Members of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors. Such meeting must be called by such officers upon receipt of a written request from Members of the Association whose votes represent more than one-tenth of the total votes of the Association.

3. Notice of all Members' meetings, annual or special, shall be given by the President, Vice President, or Secretary or by such other officer of the Association as may be designated by the Board of Directors. Such notice shall be written or printed, shall state the time and place of the meeting and the purpose for which the meeting is called, and shall be given not less than 14 days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the Member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the Member at his post office address as the same appears on the records of the Association. Proof of such

mailing may be given by the affidavit of the person giving the notice and filed in the Association's minute book. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of notice to such Member.

4. If any Members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the Membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws, or the Covenants, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

5. At meetings of the Membership, the President, or in his absence the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairman.

#### ARTICLE V BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of three Directors. The number of Directors may be changed from time to time by resolution of the Board but may never be less than three. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

2. Any vacancy occurring on the Board of Directors because of death, resignation, removal, or other termination of services of any Director shall be filled by the Board of Directors, ~~except that CHR Development A, Inc., a Florida corporation ("Community Developer"), its successors and assigns, to the exclusion of other Members and the Board itself, shall fill any vacancy created by the death, resignation, removal, or other termination of services of any Director appointed by Community Developer.~~ A Director appointed to fill a vacancy, ~~whether by the Board or Community Developer,~~ shall be appointed for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected or appointed and qualified.

#### ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have power:

(a) To call meetings of the Members.

(b) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer, or Director of the Association in any capacity whatsoever.

(c) To establish, levy, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(d) To adopt and publish such uniform rules and regulations governing and restricting the use and maintenance of the Community Property and improvements thereon and other property owned by the Association as may be deemed necessary and appropriate to prevent unreasonable interference with the use thereof and to assure the enjoyment thereof by the Members.

(e) To make payment of all ad valorem, personal property and other taxes assessed against Community Property, both real and personal.

(f) To appoint such committees as the Board of Directors may desire and to grant to such committees such duties and responsibilities as the Board of Directors may deem advisable.

(g) To exercise for the Association all powers, duties, and authority vested in or delegated to the Association (except as may be expressly reserved to the Members) by the Covenants or by the Articles of Incorporation of the Association.

2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs.

(b) To supervise all officers, agents, and employees of the Association and to see that their duties are properly performed.

(c) With reference to assessments of the Association:

(1) To fix the amount of the assessment against each Member for each fiscal year in accordance with the provisions of the Covenants, the Articles of Incorporation, and these Bylaws; and

(2) To prepare a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member;

(3) To send written notice of each assessment to every Member subject thereto.

(d) To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid and, if not, the amount then due and owing. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

(e) To make payment of all ad valorem taxes assessed against the Community Property, both real and personal.

(f) To pay all expenses incurred by the Association for repairs, maintenance, services, insurance, and other operating expenses.

(g) To enforce by appropriate legal means the provisions of the Covenants, the Articles of Incorporation, and these Bylaws.

ARTICLE VII  
MEETINGS OF DIRECTORS

1. An annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of Members.

2. Regular meetings of the Board of Directors shall be held at such time and place as is provided by appropriate resolution of the Board of Directors.

3. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two Directors.

4. Notice of regular or special meetings of the Board shall be given to each Director, personally or by mail, telephone, or telegram, at least three days prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived.

5. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, and any Board action taken in lieu of a meeting, shall be as valid as though made at a meeting duly held after regular call and notice, provided that, either before or after the meeting or the effective date of the action taken, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or a consent to the action taken in lieu of a meeting. All such waivers, consents, or approvals shall be filed with the corporate minutes.

ARTICLE VIII  
OFFICERS

1. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the Articles of Incorporation. The President shall be a Member of the Board of Directors.

2. All of the officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of such officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified or until his earlier death, resignation, or removal.

3. A vacancy in any office because of death, resignation, or other termination of service may be filled by the Board of Directors for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be in accordance with the contract rights, if any, of the officer so removed.

5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all leases, mortgages, deeds, and all other written instruments affecting the Association Property.

6. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary shall be ex officio the Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall keep the records of the Association. He shall maintain a roster of the names of all Members of the Association, together with their addresses as registered by such Members.

8. The Treasurer shall receive and deposit in appropriate institutional accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his appointed agent, shall keep proper books of account and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a Member.

9. The salaries, if any, of the officers of the Association shall be set by the Board of Directors.

#### ARTICLE IX FISCAL MANAGEMENT

The provisions for fiscal management of the Association, as set forth in the Covenants and the Articles of Incorporation, shall be supplemented by the following provisions:

1. The fiscal year of the Association shall be the calendar year.

2. The Board of Directors shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual assessment based thereon against each Member subject to assessment. The adoption of a budget shall not, however, be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

3. The Board shall endeavor to see that the notice of the annual assessment levied against each Member, together with a copy of the budget as adopted by the Board of Directors, shall be transmitted to each Member on or before December 15 of the year

prior to the fiscal year for which the budget is made. The annual assessment shall be payable in quarterly installments on the first day of the first, fourth, seventh, and tenth months of the fiscal year.

4. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Board may authorize the pledge and assignment of any regular or special assessment and the lien rights of the Association as security for the repayment of such loans.

5. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such savings and loan associations, banks, trust companies, or other depositories as the Board of Directors may select.

7. Fidelity bonds may be required by the Board of Directors from all officers and employees of the Association and from any person handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Association and shall be a common expense of the Association.

#### ARTICLE X OFFICIAL SEAL

The Association shall have an official seal, which shall be circular in fom, bearing the name of the Association, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation.

#### ARTICLE XI BOOKS AND RECORDS

The books, records, and other papers of the Association shall be available at the Association's office and subject to the inspection of any of the Association Members during regular business hours.

#### ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, or repealed by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors. ~~No amendment affecting Community Developer shall be effective without the written consent of Community Developer.~~