



**AMENDED AND RESTATED
BYLAWS OF
CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC.**

*[Substantial rewording of the Bylaws. See existing Bylaws
and all amendments thereto for present text.]*

The Association does hereby adopt the following Amended and Restated Bylaws of CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC. (the “Association”), which supersedes and replaces the previous Bylaws and all amendments thereto.

**ARTICLE I
NAME AND LOCATION**

The name of the Corporation is CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC., organized and incorporated under the laws of the State of Florida for the purpose of maintaining the Community Property and enforcing the terms of the Declaration of Management Covenants for Cape Haze Resort, recorded at Official Records Book 3125, Page 1213 of the Charlotte County Public Records, as the same may be amended from time to time. The principal office of the Association is located at 8401 Placida Road, Cape Haze, Florida 33946 but meetings of Members and meetings of the Board of Directors may be held at such places within 50 miles of Cape Haze Resort as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The terms and provisions of these Amended and Restated Bylaws (“Bylaws”) are subject to the Declaration of Management Covenants for Cape Haze Resort (“Declaration”) as the same may be subsequently amended from time to time. The definitions contained in the Declaration are hereby incorporated into these Bylaws.

**ARTICLE III
MEMBERSHIP MEETINGS**

Section 1. The Annual Membership Meeting (“Annual Meeting”) shall be held at such date,



time and place designated by the Board of Directors from time to time, provided that there shall be an Annual Meeting every calendar year and, to the extent possible, no later than twelve (12) months after the preceding Annual Meeting. The purpose of the Annual Meeting shall be to elect directors and to transact any other business authorized to be transacted by the Members.

1.1 Order of Business. The order of business at the Annual Meeting and, as far as applicable at all other Membership meetings, shall be:

- A. Call to order by the President;
- B. At the discretion of the President, appointment by the President of a Chairman of the meeting (who need not be a Director).
- C. Call of the roll or determination of a quorum;
- D. Proof of Notice;
- E. Appointment by the President (or chairman) of inspectors of election;
- F. Election of Directors;
- G. Reading or disposal of minutes of the last Members' meeting;
- H. Reports of Officers;
- I. Reports of Committees;
- J. Unfinished business;
- K. New Business Designated on Agenda;
- L. Adjournment.

1.2 The President shall preside over all Membership meetings. In the absence of the President, the Vice President shall preside, or in the absence of both, the Membership shall select a Chair (who doesn't need to be a Director); provided that the Board may designate agents of the Association (including but not limited to association legal counsel or it's property manager) as Chair.

1.3 Minutes. Minutes of all Membership meetings and of the Board of Directors shall be kept in a businesslike manner and available for inspection by Members and Owners or the Owners' authorized representatives at reasonable times and as required by law. Minutes must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each Director present at a Board meeting must be recorded in the minutes.

1.4 Members. The Members of the Cape Haze Resort Community Association, Inc. ("Association") consist of the following corporations: Cape Haze Resort A 11/13 Condominium Association, Inc.; Cape Haze Resort B 3/5 Condominium Association, Inc.; Cape Haze Resort C 7/9 Condominium Association, Inc.; and any future condominium or homeowners' association created within the Community (each a "Member Association"). The individual Owners are not Members of the Association.

Section 2. Special Meetings. Special Membership meetings may be called at any time by the President or by a majority of the Board of Directors, or upon the written request of any Member.

Section 3. Notice. Written notice of each Membership meeting shall be given by, or at the



direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice at least fourteen (14) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member in writing to the Association for the purpose of notice. Electronic (email) notice is permitted where a Member has consented in writing to receive notice by email and provides the Association with an email address. Any Member may revoke the right to receive electronic notice by submitting a written notice of revocation to the Association. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Notice must also be posted continuously upon the Association Common Areas for not less than 14 days before the meeting. Proof of notice shall be given by affidavit. The notice shall include an agenda and such other information as may be determined by the Board. The notice shall also include instructions regarding mailing or hand delivery of the proxies to the Secretary and shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. A quorum for meetings of the Members shall consist of persons entitled to cast votes representing at least 30% of the total votes of the Members. After a quorum has been established at a Membership meeting, the subsequent withdrawal of any Members, so as to reduce the number of voting interests represented below the number required for a quorum, shall not affect the validity of any action taken at the meeting before or after such persons leave. If a quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. Each Member may vote in person or by proxy at all Membership meetings. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable at the pleasure of the Member voting it. A proxy shall be valid only for the specific meeting for which originally given and any lawful adjournment of that meeting, and no proxy is valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. A photographic, facsimile, electronic or equivalent reproduction of a signed proxy is a sufficient proxy. Members may retroactively cure any alleged defect in a proxy by signing a statement ratifying the Member's intent to cast a proxy vote. The use of proxies is to be liberally construed.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Eligibility. The Association shall be managed by a Board of Directors consisting of at least three (3) but no more than nine (9) directors as described in the Articles of Incorporation.

Section 2. Term. Directors shall serve for two (2) year terms.

Section 3. Election. Directors are elected at the Annual Meeting of the Members. Each Member shall nominate not less than two (2) candidates for election as director. Each Member shall appoint a



voting representative with authority to cast the Member's total number of votes, as determined in accordance with Section 3 of the Declaration. Elections shall be determined by a plurality of the votes cast. The candidates who are elected shall take office upon the adjournment of the annual meeting of the Members.

Section 4. Removal. Any director may be removed from the Board with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors and shall serve for the unexpired term of his predecessor. Any director may resign his office at any time, in writing (including e-mail) addressed to any other director, the manager or management company, Association legal counsel, or the Association's registered agent, and such resignation shall take effect from the time of its receipt by such person, unless some later time be fixed in the resignation, and then from that date. Resignations need not be accepted by the Board and cannot be rescinded after being given, even if not effective until a later date.

Section 5. Compensation. Directors shall serve without compensation. However, a director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 6. Board Meetings. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business. Board meetings must be open to all Members and Owners except for: (i) meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege, (ii) Board meetings to discuss personnel matters and (iii) such other meetings permitted to be closed by law. Regular meetings of the Board of Directors shall be held on such dates and at such place and hour as provided by appropriate resolution of the Board of Directors. Special meetings of the Board of Directors shall be held when called by the President or by any two (2) directors, after not less than two (2) days' notice to each director. Notices of all Board meetings shall be posted in a conspicuous place on the Association Property at least 48 hours in advance, except in an emergency. Assessments may not be levied at a Board meeting unless the notice of the meeting includes a statement that Assessments will be considered and describes the nature of the Assessments. Written notice of any meeting at which Special Assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and Owners and posted conspicuously on the property or broadcast on closed-circuit cable television not less than 14 days before the meeting. Directors may not vote by proxy or secret ballot at Board meetings, except that secret ballots may be utilized in the election of officers upon unanimous consent of the Board. A vote or abstention from voting for each director present at a meeting shall be recorded in the minutes. Directors may not abstain from voting except in a conflict of interest and that conflict must be stated.

Section 7. Powers. The Board of Directors has the following powers:

7.1 To adopt and publish rules and regulations governing the implementation and enforcement of the provisions of the Declaration to establish penalties for the infraction thereof;

7.2 To exercise for the Association all powers, duties and authority vested in or



delegated to the Association as set forth in the Declaration, Articles and Florida law;

7.3 To enter into contracts and incur liabilities, borrow money at such rates of interest as the Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;

7.4 To employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties and compensation;

7.5 To appoint committees and delegate to such committees those powers and duties of the Association as the Board deems advisable. All committees and committee members shall serve at the pleasure of the Board. Committees that take final action on behalf of the Board or committees that make recommendations to the Board concerning the Association's budget shall conduct their affairs in the same manner as provided in these Bylaws for Board of Director meetings. All other committees may meet and conduct their affairs in private without prior notice or Owner participation, unless otherwise directed by the Board of Directors; and

7.6 To exercise the emergency powers specified in Section 720.316, Florida Statutes as the same now exists or may be subsequently amended or renumbered from time to time.

7.7 To exercise all those powers enumerated in the Articles of Incorporation of the Association, as well as the Florida Not for Profit Corporation Act.

Section 8. Duties. The Board of Directors shall:

8.1 Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting;

8.2 Supervise all officers, agents and employees of the and see that their duties are properly defined and performed;

8.3 Fix the amount of any Assessment levied against any Member pursuant to the Declaration and Articles of Incorporation and to send written notice of each Assessment to every Member subject thereto;

8.4 Enforce all of the provisions of the Association's Governing Documents, and levy reasonable fines for violation of the Association Governing Documents, not to exceed \$100, or such greater amount as the Board shall have established by resolution, for the failure of the owner of the parcel or its tenant, guest, occupant, licensee, or invitee to comply with any provision of the Governing Documents. The Board may levy a fine not to exceed \$100, or such greater amount as the Board shall have established by resolution, for each day of a continuing violation, with a single notice and opportunity for hearing, except that the fine may not exceed in the aggregate \$1,000, or such greater amount as the Board shall have established by resolution.

8.5 Maintain, repair and replace all of the Community Property and Association Property.



ARTICLE V OFFICERS AND THEIR DUTIES

Section 1. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. The Board of Directors shall elect all officers at its organizational meeting following the Annual Meeting.

Section 3. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 5. President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all promissory notes.

Section 6. Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Section 7. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the Corporate Seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; maintain appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Section 8. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all promissory notes of the Association; and shall perform such other duties as required by the Board.

ARTICLE VI COMMITTEES

The Board may appoint Committees as it deems appropriate. No more than two (2)



directors may serve on any Committee. The duties of the Committee shall be determined by the Board, which may be amended from time to time by the Board. All Committees and Committee Members serve solely at the pleasure of the Board of Directors.

ARTICLE VII BOOKS AND RECORDS

The Association shall maintain and make available to its Members and Owners all of the official records in accordance with Section 720.303 (4), Florida Statutes as the same may be subsequently amended or renumbered from time to time. The official records shall be open to inspection and photocopying by Members and Owners or their authorized representatives at reasonable times and places within ten (10) business days after receipt of a written request for access, except for those records which are not available for inspection pursuant to Section 720.303, Florida Statutes as the same now exists or may be subsequently amended or renumbered from time to time. The Board of Directors may adopt reasonable written rules governing the frequency, time, location, notice and manner of inspections, requiring a proper purpose, and imposing reasonable fees to cover the costs of providing access to the records, including without limitation the costs of copying.

ARTICLE VIII ASSESSMENTS

As more fully provided in the Declaration, each Member and Unit and Lot Owner is obligated to pay to the Association Assessments which are secured by a continuing lien upon the property against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent. If the Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear a late charge of \$25.00 or 5% of the amount of each installment which is paid past the due date, whichever is greater. The Association may bring an action against the Members and Unit and Lot owners obligated to pay same, or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount.

ARTICLE IX CORPORATE SEAL

To the extent required by law, the Association shall have a seal in circular form having within its circumference the words: "CAPE HAZE RESORT COMMUNITY ASSOCIATION, INC., A CORPORATION NOT-FOR-PROFIT."

ARTICLE X AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Directors at a properly



noticed Board of Directors meeting.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XI MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.