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Prepared by and return to:

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(Handwritten initials)

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**This Amendment in part consists of
substantial re-wording of the existing
By-Laws and amendments thereto.
See existing By-Laws for current text.**

**IMPERIAL SOUTHGATE VILLAS
CONDOMINIUM ASSOCIATION, SECTION II, INC.
AMENDED AND RESTATED BY-LAWS**

ARTICLE I. IDENTIFICATION

SECTION 1. NAME. The name of the Corporation shall be the IMPERIAL SOUTHGATE VILLAS CONDOMINIUM ASSOCIATION, SECTION II, INC., hereinafter the "Association". The Association Board of Directors shall hereinafter be referred to as the "Board". The IMPERIAL SOUTHGATE VILLAS CONDOMINIUM APARTMENTS SECTION, II, shall hereinafter be referred to as the "Condominium". The recreational facility and clubhouse which serves the Condominium shall hereinafter be referred to as the "Clubhouse".

SECTION 2. PURPOSE. The purpose of the Association is to allow individuals to live congenially in a non-profit environment of like domiciles, otherwise described as a retirement-oriented lifestyle community.

SECTION 3. PRINCIPAL OFFICE. The residence of the President of the Board is officially the principal office of the Association, however, the Board may designate any other suitable location in Lakeland, Florida, for this purpose at any time.

ARTICLE II. MEMBERSHIP

1. Those persons who presently own or who may hereafter acquire title to a Unit being a part of the Condominium, shall be members of the Association.
2. Voting rights of members shall be limited to one vote per Unit. Joint owners of one Unit shall only be permitted one vote which shall be cast by one designated co-owner member.
3. Membership is non-transferable and non-assignable. Membership shall terminate whenever a member no longer maintains Unit ownership.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS. An annual meeting of the Association will convene during the month of December, each year, to elect Board of Directors and to transact other business requiring membership approval. Should this meeting not be held as scheduled and Directors are, therefore, not elected, a special meeting will be scheduled as soon as possible, not later than February 1, in the year following, to elect Directors, and to transact other business requiring membership

approval.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Association may be called at any reasonable time upon request of not less than one-third (1/3) of the Unit owners.

SECTION 3. PLACES OF MEETINGS. The Clubhouse shall be the preferred place of meeting for annual and special meetings.

SECTION 4. NOTICE OF MEETINGS. For Annual and Special meetings, a printed notice, stating the date, time and place of the meeting shall be posted conspicuously on condominium property and hand-delivered or sent by U.S. mail to each Unit owner not less than fourteen (14) days, nor more than fifty (50) days, or as otherwise required by law, before the meeting, by the President, the Secretary or by any other group authorized to call such meeting. The purpose of the meeting shall be set forth in the notice, as required by Florida Statutes. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed to the record address of the member, as shown in the Association's Official Membership Directory, postage prepaid.

SECTION 5. QUORUM. Members holding Fifty-one percent (51%) of the votes which may be cast at a meeting shall constitute a quorum at such meeting. If a quorum is present, unless otherwise provided for by the Declaration of Condominium, these By-Laws, or the Association's Articles of Incorporation, a Motion made at a meeting shall be carried by a majority vote of the members present.

SECTION 6. PROXIES. Any member may vote by a written, limited proxy. Proxies shall be valid only for a single occasion, and no vote shall be cast by general proxy.

SECTION 7. VOTING. The method of voting shall be designated prior to the beginning of the meeting. The following methods of voting are acceptable:

- (1) Limited Proxy
- (2) Absentee Ballot
- (3) Hand Ballot
- (4) Voice
- (5) Written Ballot
- (6) Telephone Vote

SECTION 8. MEMBER PARTICIPATION. Members shall be entitled to meaningful participation at all meetings subject to the following. Speaking shall be permitted, but only during such time as designated by the Chairman of the meeting prior to the beginning of the meeting. Any speaker that exercises such right in a manner that is rude, badgering or combative, shall not be permitted to speak further. Topics shall be limited to those matters duly noticed on the agenda for the meeting. Speaking to any matter not on the agenda, shall not be permitted, unless authorized by the Chairman of the meeting. Speaking on any one topic shall be limited to two (2) minutes duration, followed by a rebuttal period, if desired, of one (1) minute.

SECTION 9. ORDER OF BUSINESS. In so far as practical, the order of business at Annual and Special meetings and all other meetings shall be:

- a. Call to order.
- b. Prayer (optional).
- c. Roll call and certification of proxies.
- d. Proof of notice of meeting or waiver of notice.
- e. Approval of minutes (reports may be oral or written).
- f. Report of officers.
- g. Report of committees.
- h. Elections.
- i. Unfinished business.
- j. New business.
- k. Adjournment.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The Board of Directors of the Association shall manage all Association affairs. Directors shall be members of the Association who shall be full-time residential occupants of a Unit.

SECTION 2. QUORUM. To undertake any business of the Board a quorum must be present. A quorum shall be a majority of the Board present at a meeting. Action by the Board shall be by majority vote at which a quorum is present, unless the act of a greater number is required by law, these By-Laws, the Declaration of Condominium, or the Association's Articles of Incorporation. In the event a quorum shall not be present at the beginning of the meeting, the meeting shall be adjourned.

SECTION 3. NUMBER, TENURE, AND QUALIFICATIONS:

a. **Number:** To assure the efficient and orderly administration of the business and related affairs of the Association, the number of duly-elected or appointed Directors, at any time, should not be less than five (5). In no event shall there be more than nine (9) Directors. In order to assure maximum continuity of experienced Directors, all elections will be for two (2) year staggered terms. No Director shall serve more than six (6) consecutive years.

b. **Removal:** (1) A Director may be removed from the Board by a majority vote of the Board, quorum present, for just and sufficient cause. Excessive absences by a member of the Board from regular meetings shall be just and sufficient cause for removal. Any Board member who is absent for three (3) consecutive regular meetings or is absent more than six (6) regular meetings in the course of a twelve (12) month period, shall be subject to removal by the Board. In the case of illness, or other valid reason for excessive absence, the Director shall inform the Board in writing and request an exception to the above policy. The Board shall consider such request, however, to grant such request is the Board's sole discretion.

(2) A Director may be recalled and removed from the Board, with or without cause, pursuant to an appropriately noticed annual or special meeting, by a majority vote of the members, quorum present.

SECTION 4. REGULAR MEETINGS OF THE BOARD: The Board will convene immediately after the annual membership meeting of the Association, without additional notice, for the purpose of electing officers of the Association and the development of a business plan for the following year, including the appointment of committees, and otherwise, to act upon new and old business before the Board. The Board shall thereafter hold regular monthly meetings to discuss any new business before the Board and review previous business and committee action undertaken. By majority vote of the Board, quorum present, the Board may cancel regular monthly meetings provided no old or new business is scheduled before the Board for that meeting.

SECTION 5. SPECIAL AND EMERGENCY BOARD MEETINGS. The President of the Association or any two (2) Directors of the Board are empowered to call a special meeting of the Board, upon forty-eight (48) hour notice, at any convenient time and location within Lakeland, Florida. In the event of an emergency which necessitates immediate action, such action may be undertaken on the authority of a majority vote of at least three (3) Board of Directors.

SECTION 6. NOTICE. Written notice of meetings of the Board shall be posted conspicuously on condominium property and hand delivered to the Board or sent by United States mail no less than fourteen (14) days in advance of the meeting, but in event of emergency, this time requirement may be waived, and the telephone may be used in lieu of written notice or such other

notice as provided by law. The purpose of a special meeting of the Board shall be specified in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed to the record address of the member as shown in the Association's Official Membership Directory, postage prepaid.

SECTION 7. ELECTION OF DIRECTORS. Directors shall be elected by written ballot. Proxies shall in no event be used in electing any Directors, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise. Not less than sixty (60) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or as included in another Association mailing or delivery, including regularly published newsletters, to each member entitled to vote, a first notice of the date of the election. Any member desiring to be a candidate for the Board of Directors shall give written notice to the secretary of the Association not less than forty (40) days before a scheduled election. If desired, not less than thirty-five (35) days prior to the election, candidates may submit a personal information sheet to the Association. Not less than fourteen (14) days and no more than thirty-four (34) days before the election meeting, the Association shall then mail or deliver a second notice of the meeting to all members entitled to vote therein, together with a ballot which shall list all candidates. The Association shall also include the personal information sheet, no larger than 8 1/2 inches by 11 inches, furnished by the candidate, if any, in the mailing of the ballot, with the costs of mailing and copying to be borne by the Association. Elections shall be decided by a plurality of those ballots cast. There shall be no quorum requirement or minimum number of votes necessary for election of Directors. No member shall permit any other person to vote his ballot, and any such ballots improperly cast shall be deemed invalid. A member who needs assistance in casting the ballot may obtain assistance in casting the ballot. Voting results shall be announced at the first available meeting, and shall be posted at the Clubhouse. Any member violating this provision may be fined by the Association in accordance with Florida Statutes Section 718.303.

SECTION 8. VACANCIES. Permanent vacancies on the Board by reason of death, disability, resignation or removal shall be filled through election by the majority vote of the Board, quorum present. A Director so elected shall serve the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors shall not be compensated for their duties on the Board, but nothing herein shall preclude Directors from serving the Association in any other capacity and receiving compensation, provided no conflict of interest exists in doing so.

ARTICLE V. OFFICERS OF THE ASSOCIATION

SECTION 1. REQUIRED OFFICERS. Officers of the Association shall include a President, Vice-President, Secretary, and Treasurer. Additional officers or assistants thereto may be created in accordance with this Article as required. All officers of the Association shall maintain the authority necessary to perform their assigned duties.

SECTION 2. ELECTION AND TENURE. Election of new officers shall be at the organizational meeting of the Board immediately preceding the annual members meeting. Officers shall be duly elected by a majority vote of the Board, quorum present. Said vote shall be by secret ballot. Officers shall be elected to serve one (1) year terms. Terms shall expire at the adjournment of the following annual members meeting. No Officer shall serve more than three (3) terms during any consecutive six (6) year period. Officers shall hold office until their successors are elected and installed.

SECTION 3. VACANCIES. A permanent vacancy in any office by reason of death, disability, resignation or removal shall be filled through election by the majority vote of the Board, quorum present. An officer so elected shall serve the unexpired term of his predecessor in office.

SECTION 4. COMPENSATION. Officers shall not be compensated for their duties, but nothing herein shall preclude Officers from serving the Association in any other capacity and receiving compensation, provided no conflict of interest exists in doing so.

SECTION 5. REMOVAL. Any officer may be removed by the majority vote of the Board, quorum present, whenever in the Board's judgment, the best interest of the Association would be served thereby.

SECTION 6. PRESIDENT. The President shall be the chief executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all regular meetings of the members of the Association and the Board of Directors and shall execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors expressly authorizes. The President shall perform all duties incident to the office of the President, including the appointment to all committees, subject to the acceptance by the appointee and ratification by majority vote of the Board, quorum present. Except as set forth herein, the President shall not have any unilateral power or authority to act without approval by the majority vote of the Board, quorum present, and the Board shall not delegate such authority to the President.

SECTION 7. VICE-PRESIDENT. The Vice-President shall assume the duties and responsibilities of the President in his absence, inability to act or refusal to act. In doing so, the Vice-President shall perform all duties of the President, and when so acting shall have all the power of and be subject to all the restrictions upon the President. In such event, and on the condition the acting President will not be resuming his duties as President, the acting President shall relinquish membership on all committees.

SECTION 8. SECRETARY:

(1) The Secretary shall record and keep the minutes of all actions taken by the Association and the Board of Directors. These minutes shall be kept in legible form in suitable books and shall be available for examination at all times. The Secretary shall keep a register of the Post Office address of each member of the Association, as furnished by the members. The Secretary shall prepare meeting agendas and assure that required notices are duly given to members of the Association, in accordance with the By-Laws or as otherwise required, on behalf of the Association. The Secretary shall have all documents authorized in accordance with the By-Laws attested under the seal of the Association, and assure that documents to be recorded in the Public Record are appropriately witnessed and notarized. The Secretary shall act as liaison and correspond with outside legal counsel as directed by the Board. The Secretary shall perform any other duties assigned by the President or the Board.

(2) The Secretary shall have an Assistant Secretary who shall assist the Secretary by performing the following: prepare and maintain all forms used by the Association, the Board, or its committees; maintain and update as required the information packet in conjunction with the residential committee; order and update as necessary literature from the State of Florida; maintain the election material and records; update as necessary and maintain the Association question and answer sheet; maintain and update as necessary the phone directory for Unit members; assist the Secretary with correspondence and other clerical duties; perform those duties assigned by the Secretary under Board jurisdiction.

SECTION 9. TREASURER:

(1) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association. The Treasurer, or Assistant Treasurer, shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and shall deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board in accordance with the By-Laws. The Treasurer shall pay all bills when due that have been commonly recognized and/or authorized by the Board. The Treasurer shall have the financial books of the Association reviewed at least annually by an accounting committee of which at least two (2) members shall have a background in accounting or related field. The Treasurer shall perform any other duties, including bookkeeping, that is appropriate to the office, and any duties that may be assigned by the President or the Board.

(2) The Treasurer shall have an Assistant Treasurer who shall assist the Treasurer by performing the following: receive and give receipts for all monies due and payable to the Association; deposit all such monies in the name of the Association in such banks, trust companies, or other

depository as may be designated by the Board; maintain proof of deposits and receipts in legible form and in suitable books; perform those duties assigned by the Treasurer under Board jurisdiction.

ARTICLE VI. BONDING

The Executive Committee shall procure an insurance policy or fidelity bond for the faithful discharge of duty for any and all persons authorized to receive funds on behalf of the Association, to sign or issue checks on behalf of the Association, or to handle money on behalf of the Association. Said bond shall be in a total sum equal to the maximum dollar amount the Association may possess at any one time throughout a fiscal year.

ARTICLE VII. BUDGET

The Treasurer and Budget Committee shall meet to review the annual budget and prepare a proposed annual budget for the following fiscal year. Said meeting or meetings shall take place as necessary to present a proposed annual budget to the Board at the Board's regular monthly meeting in November. At said regular meeting there shall be open discussion and participation in consideration of the proposed budget. After discussion, amendments, and adjustments thereto as proposed, the annual budget shall be adopted by the majority vote of the Board, quorum present.

ARTICLE VIII. COMMITTEES

SECTION 1. STANDING COMMITTEES. There shall be three standing Committees of the Board: Executive, Maintenance, and Public Relations. The board may create other committees, either administrative or task-oriented, as required, with authority as delegated by the Board. Committees shall not have any policy or rule making authority delegated by the Board, except as provided for in these By-Laws. Committees shall make recommendations to the Board who shall or shall not, adopt, in whole or in part, Committee recommendations. The Board shall always maintain final decision making authority over and above Committee action or recommendations.

SECTION 2. TENURE. Each member of a committee shall continue as such until the annual meeting of members following the appointment, and until such time a successor member is appointed, unless the committee shall be sooner terminated, or unless such member is removed, or unless such member shall cease to qualify as a member of the Association.

SECTION 3. VACANCIES/REMOVAL. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment. Any committee member can be removed by the President, if such removal is in the best interest of the Association, by the same manner as provided in the case of the original appointment.

SECTION 4. QUORUM. A majority present of an entire committee shall constitute a quorum at any meeting. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. RULES. Each Committee is authorized to adopt its own rules of procedure to guide the committee, however, said rules shall not be contrary to any rule contained within these By-Laws, the Declaration of Condominium, the Association's Articles of Incorporation, and/or rules and regulations as adopted by the Board.

SECTION 6. DUTIES OF COMMITTEES:

A. EXECUTIVE COMMITTEE. The Executive committee shall consist of the President, Vice-President, Secretary, and Treasurer and shall take responsibility for finance, insurance, legal matters and liaison with the City of Lakeland, Florida. The Executive committee may delegate such responsibility to sub-committees, officers, or members, upon majority vote of the Executive committee, quorum present.

B. MAINTENANCE COMMITTEE:

(1) The Maintenance committee is authorized to maintain and repair Condominium property not otherwise required to be maintained and repaired by the Unit owner. The Maintenance committee shall be composed of two (2) divisions. The Building division shall maintain and repair exterior walls to the extent such maintenance and repair is not the responsibility of the Unit owner as set forth in the Declaration. The Grounds division shall maintain and repair lawns, trees, walkways, roadways, and irrigation systems to the extent such maintenance and repair is not the responsibility of the Unit owner as set forth in the Declaration. The Maintenance committee shall be permitted unlimited access to meet its obligations hereunder.

(2) The Maintenance committee through its Building or Ground division shall perform the following: maintain a maintenance and repair file for each Unit; establish an annual budget subject to Board approval; establish procedures for receiving, processing, and remedying all complaints related to maintenance and repair within the committee's jurisdiction subject to Board approval; establish procedures for preventive maintenance and implement same, subject to Board approval; establish procedures for emergency action within the committee's jurisdiction and implement same subject to Board approval; inspect limited and common element property bi-annually for Rule and Regulation violations and issue notice to the offending party for corrective action as set forth in the Rule and Regulations; inspect individual Units at time of sale or deed transfer for Rule and Regulation violations and issue notice to the offending party and party taking title for corrective action as set forth in the Rule and Regulations; plant, trim, and remove trees subject to Board approval; apply for pump permit as required; seek approval from the Board for any expense in excess of \$500.00.

(3) The Grounds division of the Maintenance committee shall supervise and insure that members adhere to following restrictions: when replanting, provide sketches for replacement including name, size and height dimensions of existing plant and proposed replacement plant; remove weeds as necessary to avoid noticeable unsightly growth; any new plants shall be situated at least two (2) feet from a Unit or building so as to avoid contact with the Unit or building at maturity; existing plants shall be trimmed so as to avoid contact with Units or buildings; plants shall be trimmed so as not to extend in height beyond the Unit or building eave; plants situated underneath windows shall be trimmed so as not to extend in height beyond the window sill.

C. PUBLIC RELATIONS COMMITTEE. The Public Relations committee shall have sub-committees as necessary to oversee residential sales and rental control, promote recreational and social activities and publish a periodic bulletin for members. The following shall be Public Relation sub-committees. Each sub-committee shall have its own designated chairman.

(1) Residential Sub-Committee. Such committee shall be responsible for all new member interviews and matters involving Unit sales and leases, including notification of the existing "age fifty-five or over" provisions set forth in the Declaration. Such committee shall keep the Secretary and Treasurer informed as to residential changes and shall establish procedures and implement same subject to Board approval for processing new member applications, updating and maintaining new member applications; checking references and information submitted by new member applicants; confirming legal compliance in all regards; submitting applications with recommendation to the Board for approval.

(2) Bulletin Sub-Committee. Such committee shall be responsible for publishing a monthly news bulletin for the benefit of members. Said bulletin shall be published periodically in a consistent manner. All news to be included in said bulletin shall be submitted no later than the third (3rd) of the month for publication in the following bulletin. All news and information submitted shall be considered by the Editor who shall also act as Chairman of the sub-committee, however, inclusion and/or editing of said information shall be in the sole discretion of the committee. All information submitted for consideration shall identify the submitter.

(3) Document Sub-Committee. Such committee shall be responsible for reviewing the current Rules and Regulations, Association By-Laws, Articles of Incorporation, and Declaration of Condominium for consistency and conformity to law and propose amendments to same as recommended by the committee. Such review shall be undertaken at least every two (2) years.

(4) Social/Hospitality Sub-Committee. Such committee shall be responsible for planing social events, informing members of upcoming events, as well, informing members by telephone or otherwise, of emergency matters, as necessary, whether or not related to social events.

SECTION 7. OTHER COMMITTEES. The Board may, from time to time, and in its sound business judgment, create additional temporary or permanent committees to assist the Board in its responsibilities.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board may authorize any officer, or agent, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority can be general or confined to specific instances. Otherwise, no Director, Officer, committee member, or individual member of the Association may bind the Association to indebtedness or obligation for any reason whatsoever.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, on behalf of the Association, shall be signed by the Treasurer and countersigned by the President, Vice-President, or Secretary.

SECTION 3. DEPOSITS: The Board shall select a Federally insured bank or other Federally insured depository in which to open and maintain Association account(s). Account(s) shall be opened in the name of the Association under a designated account number. The acting Treasurer of the Association shall be the designated custodian of the account, books and records.

SECTION 4. GIFTS: The Board may accept or reject on behalf of the Association, any gift, bequest, devise, or contribution of any nature from anyone for any specific or general purpose of the Association.

ARTICLE X. DUES, FEES, CHARGES, ASSESSMENTS, SERVICES

Section 1: Dues and Assessments.

The Board of Directors may determine from time to time the dues, charges, fees, assessments or special assessments to be paid by the members. Said dues, charges, fees and assessments are to be levied in an amount and manner so as to provide the Association with sufficient funds to meet the obligations of the Association and furnish the facilities and services to the Units of the Condominium which the Association is obliged to furnish, all on a non-profit basis and each Unit to bear its pro-rata.

Section 2: Association's Services. The services of the Association shall include: general management services; bill, collect and remit THE VILLA CLUB dues; coordination and liaison for garbage and trash removal; cable, fire, water, and sewer services; however, the Association does not provide such services, nor call the service provider for specific repairs to specific units.

Section 3: Default.

When any member shall be in default of the fees due, charges or assessments levied, they shall be subject to the liability for collection of same provided under the Condominium Act of the State of Florida, including the imposition of a lien against said member's Unit and foreclosure, together with all costs of collection, including a reasonable Attorney's fee.

ARTICLE XI. OFFICIAL RECORDS

The Association shall, at all times, maintain complete and accurate financial records and minutes of all meetings of the membership, Board and committees. Such records shall be kept at the Principal Office of the Association or in a secure place as designated by the Board. All Association records shall be subject to inspection by any member or his agent at any reasonable

time and for any reasonable purpose. An appointment for inspection shall be required and reasonably granted so as not to delay inspection. Copies of Association documents shall be provided at the cost of .25 cents per copy, or at the commercial copy rate if a commercial copy service is used for such copies.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall run from the first day of January through the last day of December of each year. Within sixty (60) days of the close of each fiscal year, the Association shall summarize and prepare a written financial report for the year ended and submit such report to each member.

ARTICLE XIII. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed pursuant to an appropriately noticed annual or special meeting by the majority vote of the members, quorum present. The amendments and restatements herein are intended to substitute for and replace the current existing By-Laws, and any existing amendments thereto.

DATED this 8 day of March, 2001.

IMPERIAL SOUTHGATE VILLAS
CONDOMINIUM ASSOCIATION,
SECTION II, INC.

By: Ruth B. Jenkins
Ruth Jenkins, President

By: Susan Vitello
Susan Vitello, Secretary

(Affix corporate seal)

[Signature]
Witness - John P. Collins
[Signature]
Witness - Michelle L. Kaye
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8 day of March, 2001, by Ruth Jenkins and Susan Vitello, who are personally known to me or have produced a Florida Driver's License as identification.

[Signature]
Notary Public
Printed Name: _____
My Commission Expires: _____

