

AMENDED BY-LAWS  
HARBOR HOUSE WEST, INC.

A corporation not for profit  
under the laws of the State of Florida

1.     IDENTITY. These are the Amended By-Laws of Harbor House West, Inc., called Association in these By-Laws, a corporation not for profit under the laws of the State of Florida, the Amended Articles of Incorporation of which were filed in the office of the Secretary of State on the     day of     1973. The Association has been organized for the purpose of administering a condominium pursuant to Chapter 711, Florida Statutes 1967, called the Condominium Act in these Amended By-Laws, which condominium is identified by the name HARBOR HOUSE WEST and is located upon the following lands in Sarasota County, Florida:

Being the South 25 feet of Lot 12, all of Lots 13 and 14, and the North 55 feet of Lot 15, Block "A", Golden Gate Point, recorded in Plat Book 1, Page 135, Public Records of Sarasota County, Florida.

ALSO:

Any lands which may lie between said property and the waters of Sarasota Bay.

1.1     The office of the Association shall be at Harbor House West, a condominium, 226 Golden Gate Point, Sarasota, Florida.

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

1.3     The seal of the corporation shall bear the name of the corporation, the word "Florida," the words "Corporation not for profit" and the year of incorporation.

2.     MEMBERS' MEETING.

2.1     The annual members' meeting shall be held in January of each year, on a date and at a time and at a place in Sarasota County, Florida, selected by the Board of Directors and

included in a notice to all members, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

2.2 Special members' meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-third (1/3) of the votes of the entire membership.

2.3 Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association. Notwithstanding any other provision herein, notice of meetings of the Board of Directors, membership meetings (except membership meetings to recall directors), and committee meetings may be given by electronic transmission to those members who consent to receive notice by electronic transmission. "Electronic transmission" means any form of communication, not directly involving the physical transmission or transfer of paper, that creates a record that may be retained, retrieved, and reviewed by the recipient and that may be directly reproduced in a comprehensible and legible paper form by the recipient through an automated process such as a printer or a copy machine. Such notice shall be provided not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such notice shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.

2.3.1 Consent and Revocation of Consent. In order to be effective, any consent given by a unit owner to receive notices via electronic transmission, and any revocation of consent, must be in writing and must be signed by the owner of record or by a person holding a power of

attorney executed by the owner of record. Consent or revocation of consent may be delivered to the Association via electronic transmission, by hand-delivery, by United States mail, by certified United States mail, or by other commercial delivery service. The unit owner bears the risk of ensuring delivery.

2.3.2 Delivery of Consent or Revocation of Consent. Any consent given by a unit owner to receive notices via electronic transmission must be actually received by a current officer, board member, or manager of the association, or by the association's registered agent. Receipt of consent shall be confirmed by the recipient.

2.3.3 Automatic Revocation of Consent. Consent shall be automatically revoked if the Association is unsuccessful in providing notice via electronic transmission for two consecutive transmissions to an owner, if and when the Association becomes aware of such electronic failures.

2.3.4 Attachments and Other Information. In order to be effective notice, notice of a meeting delivered via electronic transmission must contain all attachments and information required by law.

2.3.5 Effect of Sending Electronic Meeting Notice. Notice of a meeting is effective when sent by the Association, regardless of when the notice is actually received by the owner, if directed to the correct address, location or number, or if posted on a web site or internet location to which the owner has consented. The owner, by consenting to notice via electronic transmission, accepts the risk of not receiving electronic notice, so long as the Association correctly directed the transmission to the address, number, or location provided by the owner. An affidavit of the Secretary or other authorized agent of the Association filed among the official records of the Association that the notice has been duly provided via electronic transmission is

verification that valid electronic transmission of the notice has occurred. The Association may elect to provide, but is not required to provide, notice of meetings via non-electronic transmission even if notice has been sent to the same owner or owners via electronic transmission.

2.3.6 Stop Delivery by Electronic Notice. If the Association decides to stop delivery of notices by electronic transmission, then the Association shall notify all owners by electronic transmission of the date on which electronic transmission of notices will cease. The Association must mail the notice to those owners whose consent has been revoked or was never given.

2.4 A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Amended Declaration of Condominium, the Amended Articles of Incorporation, or by these Amended By-Laws.

2.5 Voting.

a. In any meeting of members the owners of units shall be entitled to cast one vote for each unit owned.

b. If a unit is owned by one person, his right to vote shall be established by the record title to his apartment. If a unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation which has acquired title as an institutional mortgagee or trustee, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the corporation and filed

with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote of a unit may be revoked by any owner of a unit. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum or for any other purpose.

2.6 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

2.7 Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.8 The order of business at annual members' meetings and as far as practical at other members' meetings, shall be:

- a. Election of chairman of the meeting.
- b. Calling of the roll and certifying of proxies.
- c. Proof of notice of meeting or waiver of notice.
- d. Reading and disposal of any unapproved minutes.
- e. Reports of officers.
- f. Reports of committees.
- g. Election of inspectors of election.
- h. Election of directors.
- i. Unfinished business.

- j. New business.
- k. Adjournment.

2.9 Proviso. Provided, however, that until June 1, 1970, or until the Developer elects to terminate its control of the condominium, whichever shall first occur, the proceedings of all meetings of members of the Association shall have no effect unless approved by the Board of Directors.

3. Directors.

3.1 Membership. The affairs of the Association shall be managed by a board of not less than three nor more than eleven directors, the exact number to be determined at the time of election.

3.2 Election of Directors shall be conducted in the following manner:

- a. Election of directors shall be held at the annual members' meeting.
- b. Election of Directors shall be conducted to conform to applicable Florida Statutes in effect at the time of the election.
- c. (Intentionally Left Blank)
- d. Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.
- e. Any director may be removed by concurrence of two-thirds of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

f. Provided, however, that until June 1, 1970, or until Developer elects to terminate its control of the condominium, whichever shall first occur, the first directors of the Association shall serve, and in the event of vacancies the remaining directors shall fill the vacancies, and if there are no remaining directors the vacancies shall be filled by the Developer.

3.3 The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

3.4 The organization meeting of a newly-elected board of directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary.

3.5 Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting.

3.6 Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third of the directors. Not less than three days' notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

3.7 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

3.8 A quorum at directors' meeting shall consist of a majority of the entire Board of Directors, except during the summer months, May 1st to October 1st, when many board

members are away, a majority of Board Members present and available in Sarasota shall constitute a quorum for the purpose of approving or disapproving sales. The acts approved by a majority of those present at the meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Amended Declaration of Condominium, the Amended Articles of Incorporation or these Amended By-Laws.

3.9 Adjourned meetings. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

3.10 Joinder in meeting by approval of minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

3.11 The presiding officer of directors' meetings shall be the Chairman of the Board if such an officer has been elected; and, if none, the President shall preside. In the absence of the presiding officer the directors present shall designate one of their number to preside.

3.12 The order of business at directors' meetings shall be

- a. Calling of roll.
- b. Proof of due notice of meeting.
- c. Reading and disposal of any unapproved minutes.
- d. Reports of officers and committees.
- e. Election of officers.
- f. Unfinished business.

- g. New business.
- h. Adjournment.

3.13 There shall be no director's fees.

4. Powers and duties of the Board of Directors. All of the powers and duties of the Association existing under the Condominium Act, Amended Declaration of Condominium, Amended Articles of Incorporation and these Amended By-Laws, shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when such is specifically required.

5. Officers.

5.1 The executive officers of the Association shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not be also the Secretary or an Assistant Secretary. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the board shall find to be required to manage the affairs of the Association.

5.2 The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in the office of president of an association, including but not limited to the power to appoint committees from among members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

5.3 The Vice President in the absence or disability of the President shall exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4 The Secretary shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.

5.5 The Assistant Secretary shall perform such secretarial duties as are assigned by the President, including the duties of the Secretary when the Secretary is absent.

5.6 The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

5.7 The compensation of all officers and employees of the Association shall be fixed by the directors. The provision that there shall be no directors' fees shall not preclude the Board of Directors from employing a director as an employee of the Association nor preclude the contracting with a director for the management of the condominium.

6. Fiscal management. The provisions for fiscal management of the Association set forth in the Amended Declaration of Condominium and Amended Articles of Incorporation shall be supplemented by the following provisions:

6.1 Excess assessments over and above the amounts used for the operation of the condominium property may be considered as advanced assessments accumulated for the purpose of defraying costs of future repairs, replacements or betterments, as well as for the payment of current expenses when in excess of available funds from current assessments.

6.2 Accounts. The receipts and expenditures of the Association shall be accredited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

a. Maintenance expenses shall include all expenditures made for the purpose of defraying charges for labor and supplies for maintenance of common property, including lawns and gardens.

b. Reserve for deferred maintenance, which shall include funds for maintenance items that occur less frequently than annually.

c. Reserve for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

d. Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

e. Operating expenses shall include such recurring expenditures as those for electric, water, sewer, refuse collection, elevators, insurance premiums and charges for use of T.V.

f. Administrative expenses shall include disbursements made for legal auditing and secretarial services, for office supplies, postage, minor gratuities, memorials and fidelity bond premiums.

6.3 Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray maintenance, operating and administrative expenses, and reserves for the deferred maintenance, replacements and obsolescence and for capital improvements. Copies of the budget and proposed assessments shall be transmitted to each member on or before December 1 preceding the year for which the budget is made. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member.

6.4 Assessments. Assessments against the unit owners for their shares of the items of the budget shall be made for the calendar year annually in advance on or before December 20, preceding the year for which the assessments are made. Such assessments shall be due in quarterly installments on the first day of each quarter of the year for which the assessments are made. If annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment and quarterly installments on such assessment shall be due upon each installment payment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors.

6.5 Acceleration of assessment installments upon default. If a unit owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the unit owner, and then the unpaid balance of the assessment shall become due upon the dates stated in the notice, but not less than ten (10) days after delivery of the notice to the unit owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

6.6     Assessments for emergencies. Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the unit owners concerned. After such notice, and upon approval in writing by persons entitled to cast more than one-half of the votes of the unit owners concerned, the assessment shall become effective, and it shall be due after thirty (30) days' notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

6.7     The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the moneys of the Association shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by the directors.

6.8     An audit committee consisting of three (3) Association members and the President will review the Association's financial records each year and assist in the preparation of the year-end financial reports. The Association must prepare and complete financial reports each year within 90 days after the end of the fiscal year, in accordance with Section 718.111(13), Florida Statutes, as the same now exists or may be amended or renumbered from time to time. The Association must mail or otherwise deliver a copy of the financial report to the unit owners no later than 120 days after the end of the fiscal year.

6.9     Fidelity bonds may be required in the discretion of the Board of Directors from all persons handling or responsible for Association funds. The amount of such bonds when required shall be determined by the Directors, but shall not be less than one-half of the amount of the total annual assessments against members for common expenses. The premium on such bonds shall be paid by the Association.

7. Parliamentary rules. Robert's Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Amended Declaration of Condominium, Amended Articles of Incorporation, or these Amended By-Laws.

8. Amendments. These Amended By-Laws may be amended in the following manner:

8.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered

8.2 A resolution submitting a proposed amendment for membership consideration may be advanced by either the Board of Directors of the Association or by written petition signed by not less than twenty percent (20%) of the members of the Association. Except as elsewhere provided, such approvals must be by not less than a majority of the votes of the entire membership of the Association.

8.3 Execution and recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the ByLaws, which certificate shall be executed by the officers of the Association with the formalities of a deed. The amendment shall be effective when such certificate and copy of the amendment are recorded in the public records of Sarasota County, Florida.

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