

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
KEVIN L. EDWARDS, ESQ.
BECKER & POLIAKOFF, P.A.
630 S. ORANGE AVENUE
SARASOTA, FL 34236

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2003214185 9 PGS
2003 OCT 22 11:40 AM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
CBETHEL Receipt#390560

↓ DAVID P. Clapp
5039 ROBINSONS RD.
SARASOTA FL 34233

**CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED BYLAWS
OF
AMBERLEA OWNERS ASSOCIATION, INC.**



The undersigned officers of Amberlea Owners Association, Inc., a Florida not for profit corporation organized and existing to operate and maintain Amberlea Subdivision, Unit 1, according to the Declaration of Restrictions thereof as recorded in O.R. Book 2018, page 0583, et seq., Public Records of Sarasota County, Florida, hereby certify that the attached Amended and Restated Bylaws were duly adopted in the manner provided in the governing documents of the Association at a duly convened Board of Director's meeting held on July 18, 2002. The undersigned further certify that the Amended and Restated Bylaws were proposed and adopted by the Board of Directors in accordance with the homeowner documentation, and applicable law.

Dated this 21st day of OCTOBER, 2003.

AMBERLEA OWNERS
ASSOCIATION, INC.

[Signature]
Witness Signature
RON FISKUM

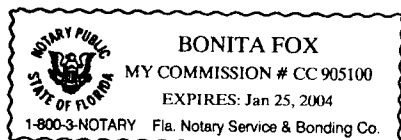
Printed Name
[Signature]
Witness Signature
S.P. MUTIA
Printed Name

BY: [Signature]
David Clapp, President

BY: [Signature]
Larry Greenwald, Vice President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of OCTOBER, 2003 by David Clapp, as President, and Larry Greenwald, as Vice President of Amberlea Owners Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced Driver License as identification. If no type of identification is indicated, the above-named persons are personally known to me.



[Signature]
Notary Public
Printed Name Bonita Fox
State of Florida
My Commission Expires 1-25-2004

AMENDED AND RESTATED
BYLAWS
OF
AMBERLEA OWNERS ASSOCIATION. INC.

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Amberlea Owners 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 the owners of lots located within Amberlea Subdivision and for performing all duties assigned to it under the provisions of the "Declaration of Restrictions for Lots in Amberlea Subdivision." 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 said Declaration of Restrictions.

All words and terms used herein which are defined in said Declaration of Restrictions shall be used herein with the same meanings as defined in said Declarations.

ARTICLE II
LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at 2848 Proctor Road, Sarasota, Florida 34231, or at such other place as may be established by resolution of the Board of Directors of the Association (hereinafter referred to as the "Board").

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 more than 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. Where an individual lot is owned by more than one person, the vote to which such lot is entitled may be cast by any of the joint owners.

4. Votes may be cast either in person or by proxy. 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.

5. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the aforesaid Declaration of Restrictions, 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 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 said Declaration of Restrictions, or said Declaration of Maintenance 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.

7. Any member of the Association may tape record or videotape meetings of the Association or meetings of the Board. The Board may adopt reasonable rules and regulations governing the taping of meetings of the Association or the Board.

ARTICLE IV ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

1. An annual meeting of the membership of the Association shall be held during December of each year at such date, time, and place as may be designated by the Board. If no such date, time, and place is designated, the annual meeting shall be held at the principal office of the Association at 7:00 p.m. Eastern Standard Time on the 1st Thursday in December. Said 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. 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-half 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 of the Association, or other officer of the Association as may be designated by the Board. Such notice shall be written or printed and 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 nor more than 60 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 the post office address as appears on the records of the Association. Proof of such mailing shall 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, then filed in the records of the Association (whether executed and filed before or after the Meeting), shall be deemed equivalent to the giving of such 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 said Declaration of Restrictions, 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 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 not less than three nor more than nine Directors, the exact number to be determined by a majority of the Board. A majority of the Board 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.

2. Any vacancy occurring on the Board because of death, resignation, removal or other termination of services of any Director shall be filled by the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and shall continue to serve until his or her 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 assess, 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.

(d) To adopt and publish rules and regulations governing the use of any Common Areas, or any portion thereof, and, also, governing the personal conduct of the members and their guests thereon.

(e) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

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

(g) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to members in the said Declaration of Restrictions or in the Articles of incorporation of the Association.

(h) The officers and Directors of the Association have a fiduciary relationship to the members of the Association. A member of the Association does not have the authority to act for the Association by virtue of being a member 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 this 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 said Declaration of Restrictions, 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; and,

(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 non ad-valorem taxes assessed against Association property, real or 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 said Declaration of Restrictions, the Rules and Regulations, the Articles of Incorporation and these Bylaws.

(1) The Board may levy reasonable fines, not to exceed \$100.00 per violation, against any member of the Association or their tenants.

(a) A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that no fine shall exceed \$5,000.00 in the aggregate. Fines that remain unpaid for a period of 90 days shall become a lien against the Lot that the Association may foreclose upon in the same manner as delinquent assessments.

(b) A fine may not be imposed without notice of at least 14 days to the person sought to be fined and an opportunity for a hearing before a committee of at least three members of the Association, appointed by the Board, who are not officers, Directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, Director or employee. If the committee, by majority vote, does not approve a proposed fine, it may not be imposed.

(c) The requirements of this subsection do not apply to the imposition of fines upon any member because of the failure of the member to pay assessments or other charges when due.

(2) The Board may suspend the voting rights of a member of the Association for nonpayment of regular annual assessments that are delinquent in excess of 90 days.

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ARTICLE VII MEETINGS OF DIRECTORS

1. An annual meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of members.
2. Regular meetings of the Board shall be held at such time and place as is provided by appropriate resolution of the Board.
3. Special meetings of the Board 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, telegram, or email, 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. All meetings of the Board must be open to all members except for 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. Notices of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each Board meeting must be mailed or delivered to each member at least 7 days before the meeting, except in an emergency. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers. This subsection also applies to the meetings of any committee or similar body, when a final decision will be made regarding the expenditure of association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.
6. Minutes of all meetings of the Board 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 shall be recorded in the minutes.

ARTICLE VIII OFFICERS

1. The officers of the Association shall be a President, a Vice-President, a Secretary, an Assistant 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.
2. All of the officers of the Association shall be elected by the Board at the annual meeting of the Board. 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. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his earlier resignation or removal.

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

4. All officers shall hold office at the pleasure of the Board; 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, shall see that orders and resolutions of the Board are carried out, and shall sign all notes, leases, mortgages, deeds and all other written instruments.

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.

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

8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board; provided, however, that a resolution of the Board 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/her appointed agent, shall keep proper books of accounts 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.

ARTICLE IX FISCAL MANAGEMENT

The provisions for fiscal management of the Association, as set forth in said Declaration of Restrictions and 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 shall adopt a budget for each fiscal year, which shall contain estimates of the revenue and expenses for that year and the estimated surplus or deficit as of the end of the current year of the Association, and shall levy an annual assessment based thereon against each lot in "Amberlea Subdivision" owned by members of the Association. The budget must set out separately all fees or charges for recreational amenities. The Association shall provide each member of the Association with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member. The adoption of a budget shall not, however, be construed as restricting the right of the Board, 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. Notices of the annual assessment applicable to each individual lot subject thereto, together with a copy of the budget as adopted by the Board, shall be transmitted to each member on or before January 1 of the fiscal year for which the budget is made, and such assessment shall be due and payable on or before January 15 of such fiscal year and shall become delinquent after such date.

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. 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.

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 may select.

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

8. The Association shall prepare an annual financial report within 60 days after the close of the fiscal year. The Association shall provide each member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the member. The financial report must consist of either: (a) financial statements presented in conformity with generally accepted accounting principles; or (b) a financial report of actual receipts and expenditures, cash basis, which report must show the amount of receipts and expenditures by classification and the beginning and ending cash balances of the Association.

ARTICLE X OFFICIAL SEAL

The Association shall have an official seal, which shall be in circular form 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

1. The official books and records of the Association shall be maintained within the state and must be open to inspection and available for photocopying by members or their authorized agents at reasonable times and places within 10 business days after receipt of a written request for access. This subsection may be complied with by having a copy of the official books and records available for inspection or copying in the community. The Board of the Association may adopt reasonable rules and regulations governing the frequency, time, location, notice, and manner of inspection, and may impose fees to cover the costs of providing copies of the official books and records, including, without limitation, the costs of copying. The Association shall maintain an adequate number of copies of the

recorded governing documents, and may charge only its actual costs for reproducing and furnishing these documents to those persons entitled to receive them.

2. In addition to those records described in Section 720.303(4), Florida Statutes, the Association shall maintain each of the following items which constitute the official records of the Association

(a) Copies of any plans, specifications, permits, and warranties related to improvements constructed on the common areas or other property that the Association is obligated to maintain, repair, or operate.

(b) A copy of the bylaws of the Association and of each amendment to the bylaws.

(c) A copy of the articles of incorporation of the Association and each amendment to the articles of incorporation.

(d) A copy of the declaration of covenants and a copy of each amendment to the declaration of covenants.

(e) A copy of the current rules of the Association.

(f) The minutes of all meetings of the Board of the Association and of the members, which minutes must be retained for at least 7 years.

(g) A current roster of all members and their mailing addresses and parcel identification.

(h) All the Association's insurance policies or a copy thereof, which policies must be retained for at least 7 years.

(i) A current copy of all contracts to which the Association is a party.

(j) The financial and accounting records of the Association.

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 provided that the proposed alteration, amendment or repeal is contained in the notice of such meeting.

The foregoing Amended Bylaws were adopted as the Bylaws of Amberlea Owners Association, Inc., a Corporation Not for Profit under the laws of the State of Florida, on July 18, 2002.