

BYLAWS**OF****SORRENTO CAY HOMEOWNERS ASSOCIATION, INC.****A Corporation Not For Profit****ARTICLE 1. IDENTIFICATION**

1.1 **Identity:** These are the Bylaws of Sorrento Cay Homeowners Association, Inc., a corporation not for profit organized and existing under the laws of Florida, hereinafter called "Association".

1.2 **Purpose:** The Association has been organized for the purpose of maintaining, preserving, managing and exercising architectural control over the lots and common property within Sorrento Cay Subdivision (the "Subdivision"), a subdivision located in Sarasota County, Florida, same to be in accordance with the "Declaration of Restrictions for Sorrento Cay Subdivision", herein called the "Restrictions", and to promote the health, safety and welfare of the owners and residents of the Subdivision.

1.3 **Office:** The office of the Association shall be at 434 Camille Drive, Osprey, Florida 34229, until otherwise changed by the Board of Directors.

1.4 **Fiscal Year:** The fiscal year of the Association shall be the calendar year.

1.5 **Seal:** The seal of the corporation shall bear the name of the corporation, the word "Florida", and the words "Corporation Not For Profit" and the year of incorporation.

ARTICLE 2. MEMBERS

2.1 **Qualification:** The members of the Association shall consist of all of the record owners of lots in the Subdivision which are subject to the Restrictions, in accordance with the Restrictions.

2.2 **Change of Membership:** Change of membership in the Association shall be established by the recording in the Public Records of Sarasota County, Florida, of a deed or other instrument establishing a change of record title to a lot in the Subdivision. A copy of such instrument shall be delivered to the Association. Upon recording, the owner established by such instrument of conveyance shall thereupon become a member of the Association and the membership of the prior owner shall thereupon be terminated.

2.3 Multiple Owners: When a lot owned by more than one person, whether as co-tenants, joint tenants, tenants by the entirety or otherwise, each owner shall be a member of the Association by virtue of being a record owner of an interest in a lot. Lessees of lots shall not be members. All matters of voting shall, however, be determined on a lot basis, as provided in Article 3.

2.4 Restraint upon Assignment of Membership, Shares and Assets: The membership of an owner, and the share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot.

2.5 Evidence of Membership: There shall be not stock or membership certificates in the Association. Membership shall be determined by ownership as herein provided.

ARTICLE 3. VOTING

3.1 Voting Rights: The member or members who are the record owners of each lot in the Subdivision shall be collectively entitled to one (1) vote for each such lot, as provided in the Restrictions and the Articles of Incorporation. If members own more than one lot, they shall be entitled to one vote for each lot owned. A lot vote may not be divided. As provided in the Restrictions, the Developer, together with any Partial Successor Developers, shall originally be entitled to 3 votes for every Lot within the Subdivision, notwithstanding the number of lots owned by the Developer, such Successor Developer or Partial Successor Developers. The number of votes that the Developer Member is entitled to cast shall be decreased from time to time as provided in the Restrictions and any amendments thereto, until such time as the Developer Member shall be deemed to be a regular member.

3.2 Voting Procedure: The single or multiple owners of each lot who are Regular Members shall have one vote for each lot, and the Developer Member shall have the number of votes provided for in the Restrictions. All determinations of requisite majorities and quorums for all purposes under the Restrictions, the Articles of Incorporation and these By-laws shall be made by reference to the number of votes, if any, to which the Developer Member is entitled. Decisions of the Association shall be made by a simple majority of votes entitled to be cast by members represented at a meeting at which a quorum is present, unless a greater percentage is required by the Restrictions, the Articles of Incorporation, or these Bylaws.

3.3 Quorum: A quorum shall exist when members entitled to cast not less than one-third (1/3) of all votes are present, either in person, by designated voting representative or by proxy.

3.4 Designation of Voting Representative: The right to cast the vote attributable to each lot shall be determined, established and limited pursuant to the provisions of this section:

- (a) Single Owner: If the lot is owned by one natural person, that person shall be entitled to cast the vote for his lot.

- (b) Multiple Owners: If a lot is owned by more than one person, either as co-tenants or joint tenants, the person entitled to cast the vote for the lot shall be designated by a certificated signed by all of the record owners and filed with the Secretary of the Association.
- (c) Life Estate with Remainder Interest: If a lot is owned by a life tenant, with others owning the remainder interest, the life tenant shall be entitled to cast the vote for the lot. If the life estate is owned by more than one person, the authority to vote shall be determined as herein otherwise provided for voting by persons owning a lot in fee in the same manner as the life tenants own the life estate.
- (d) Corporations: If a lot is owned by a corporation, the officers or employees thereof entitled to cast the vote for the lot shall be designated by a certificate executed by an executive officer of the corporation and attested by the Secretary or an Assistant Secretary, and filed with the Secretary of the Association.
- (e) Partnership: If a lot is owned by a general or limited partnership, the general partner entitled to cast the vote for the lot shall be designated by certificate executed by all general partners and filed with the Secretary of the Association.
- (f) Trustees: If a lot is owned by a trustee or trustees, such trustee or trustees shall be entitled to cast the vote for the lot. Multiple trustees may designate a single trustee, or a beneficiary entitled to possession, and a single trustee may likewise designate such beneficiary as the person entitled to cast the vote for the lot by a certificate executed by all trustees and filed with the Secretary of the Association.
- (g) Estates and Guardianships: If a lot is subject to administration by a duly authorized and acting Personal Representative or Guardian of the property, then such Personal Representative or Guardian shall be entitled to cast the vote for such lot upon filing with the Secretary of the Association a current certified copy of his Letters of Administration or Guardianship.
- (h) Tenants by the Entirety: If a lot is owned by a husband and wife as tenants by the entirety, they may designate a voting member in the same manner as other multiple owners. If no certificate designating a voting member is on file with the Association, and only one of the husband and wife is present at a meeting, he or she may cast the vote for their lot without the concurrence of the other owner. If both spouses are present, they may jointly cast the vote

for their lot, but if they are unable to agree on the manner of casting such vote, they shall lose their right to vote on such matter, although the lot may still be counted for purposes of a quorum.

- (i) Leases: If a lot is leased, the owner-lessor shall be entitled to cast the vote for the lot, except that the owner may designate a lessee as the person entitled to cast the vote for the lot by a certificate executed by all owners and filed with the Secretary of the Association.
- (j) Certificate: Whenever a certificate designating a voting representative is permitted or required, such certificate shall, once filed, be valid until revoked. In the absence of a valid certificate, a lot shall not be counted in determining a quorum unless all owner required to execute such certificate are present, in person or by proxy, and such lot owners shall lose their vote on any particular matter unless they concur on the manner in which the vote of the lot is to be cast on that matter.

3.5 Approval or Disapproval of Matters: Whenever the decision of a lot owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same persons who would cast the vote of such owner if at an Association meeting, unless the joinder of record owners is specifically required by the Restrictions or these Bylaws.

3.6 Proxies: Votes may be cast in person or by proxy. A proxy shall be in writing and signed by the designated voting representative, or the owner, if no voting representative has been designated. A proxy shall be valid only for the particular meeting designated in the proxy, and must be filed with the Secretary of the Association before the appointed time of the meeting or any adjournments thereof. A properly executed and delivered proxy may be revoked by a writing delivered to the Secretary prior to the appointed time of the meeting or any adjournment thereof, or by the attendance in person of the persons executing said proxy at any meeting or adjournment thereof. No one person may be designated to hold more than five (5) proxies. In no event shall a proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given.

3.7 Method of Voting: Subject to the provisions of the Restrictions, voting may be by roll call, voice vote or by written ballot; provided, however, that whenever written approval is required by the Restrictions, or whenever any amendment to the Restrictions is proposed, or when any borrowing of funds, pledge, or other disposition of common properties or assets is proposed, the voting shall be by written ballot. Routine matters such as approval or minutes, adjournment, acceptance of reports, parliamentary questions and social business may be determined by "Yeas" and "Nays" provided that any three (3) voting members, or the chairman, may require a roll call vote or vote by written ballot.

ARTICLE 4. MEETINGS OF MEMBERS

4.1 Annual Meeting: The annual meeting of the members shall be held during the month of February of each year on a day and at a time determined by the Board of Directors; provided that notice pursuant to Section 4.03 is given at least thirty (30) days prior to the date set for the annual meeting. The annual meeting shall be for the purpose of electing directors, and transacting any other business authorized to be transacted by the members. No annual meeting shall be held until such time as the regular member are entitled to elect directors pursuant to the provisions of Paragraph 3.5 of the Restrictions.

4.2 Special Meetings: Special meetings of the members 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 voting members entitled to cast not fewer than one-third (1/3) of the total number of votes.

4.3 Notice of Meetings: Notice of all meetings of the members, stating the time, place and subject for which the meeting is called, shall be given by the President or Vice President or Secretary, unless waived in writing. All such notices shall be given in writing to each member's address, as it appears on the books of the Association; as the member may have otherwise directed in writing; or as it appears upon the instrument of conveyance establishing the membership interest. The notice shall be mailed or delivered not fewer than ten (10) days, nor more than thirty (30) days, prior to the date of the meeting. A duplicate notice shall be furnished to the designated voting representative if such voting representative is not also an owner. The notice of any meeting at which assessments against lot owners are to be considered shall contain a statement of the nature of such assessments and that such assessments will be considered. Proof of such mailing or delivery shall be given by an Affidavit of the person giving the notice. Notice of meetings may be waived in writing before, during or after meetings.

4.4 Place: Meetings of the Association members shall be held at such place in Sarasota County, Florida, as the Board of Directors may designate in the Notice of Meeting.

4.5 Adjournments: If any meetings 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.

4.6 Order of Business: The order of business at annual meetings, and as far as practical at all special meetings, shall be:

- (a) Election of Chairman of the meeting (if necessary).
- (b) Calling of the roll and certifying of the proxies.

- (c) Proof of notice of the meeting or waiver of notice.
- (d) Reading and disposal of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Election of Directors. *— Director meet after the meeting —*
- (h) Unfinished business.
- (i) New business.
- (j) Announcements.
- (k) Adjournment.

4.7 Action Without Meeting: Whenever the affirmative vote or approval of the members is required or permitted by the Restrictions or these Bylaws, such action may be taken without a meeting if members entitled to cast not fewer than seventy five percent (75%) of the votes if such meeting were held, shall agree in writing that such action be taken and waive the necessity of such meeting. Provided, however, that if a greater percentage approval is required, then not less than such percentage must so agree in writing. Provided further that the Restrictions, Articles of Incorporation and these Bylaws may not be amended without a meeting. Notice of the action so taken shall be given in writing within ten (10) days of such approval.

4.8 Proviso: Provided, however, that until the Developer has terminated its control of the Association and its affairs in accordance with the Restrictions, the proceedings of all meetings of the members of the Association shall have no effect unless approved by the Board of Directors, except for the rights of the Regular Members to elect Directors.

ARTICLE 5. DIRECTORS

5.1 Number: The affairs of the Association shall be managed by a Board of not less than three (3) nor more than five (5) Directors, the exact number to be determined by the members from time to time prior to the annual election of Directors. The Board of Directors shall at all times be comprised of an odd number of members. Until otherwise determined by the members, there shall be three (3) Directors.

5.2 Election of Directors: The election of Directors shall be conducted in the following manner:

- (a) Election of Directors shall be held at the annual meeting of the members. A nominating committee of not less than three (3) nor more than five (5) members may be appointed by the Board of Directors not less than thirty (30) days prior to the annual meeting of the members. The nominating committee shall nominate at least one (1) person for each Directorship. Other nominations may be made from the floor, and nominations for additional directorship, if any, created at the meeting shall be made from the floor.
- (b) The election shall be by ballots, unless dispensed with by unanimous consent, and by a plurality of the votes, cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- (c) Any Director may be recalled and removed from office, with or without cause, by the vote or agreement in writing by a majority of all lot owners. A special meeting of the lot owners to recall a member or members of the Board may be called by ten percent (10%) of the lot owners giving notice of the meeting as required for a meeting of lot owner, and the notice shall state the purpose of the meeting. The vacancy in the Board of Directors so created shall be filled by vote of the members of the Association at the same meeting.
- (d) The Developer shall be vested with the power to designate the initial Board of Directors, the members of which need not be owners of lots. The initial Board of Directors shall serve until the first election of Directors. Any vacancies occurring prior to the first election shall be filled by the remaining Directors.
- (e) When Developer Membership terminates and the Developer Member is deemed to be a Regular Member pursuant to the Restrictions, then the Developer shall call a special meeting within sixty (60) days after such date, as provided in the Restrictions. At such special meeting all Regular Members shall elect a Board of Directors, to serve until the next annual meeting. Thereafter, Directors shall be elected annually at the annual meeting.
- (f) Developer may waive its right to elect or designate any one or more Directors it otherwise has the right to designate under the Restrictions and these Bylaws, which waiver shall, however, apply only to the specific election at which the waiver is made. If Developer does waive such right, the Regular Members shall elect the Board member or members who would otherwise have been elected or designated by Developer.

5.3 Term: Subject to the provisions of Section 5.02 of the Restrictions, the term of each

Director's service shall extend to the next annual meeting of the members and thereafter until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

5.4 Qualifications: All Directors shall be members of the Association; provided, however, that any Director elected or designated by Developer pursuant to these Bylaws need not be members. An officer of any corporate owner and a general partner of any partnership owner shall be deemed members for the purposes of qualifying for election to the Board of Directors.

5.5 Vacancies: Except as otherwise provided herein, if the office of any Director becomes vacant, whether by reason of death, resignation, retirement, disqualification, incapacity or otherwise, a majority of the remaining Directors shall select a successor, who shall hold the office for the unexpired term of the Director being replaced. Vacancies following removal from office pursuant to Section 5.02(c) shall be filled as therein provided.

5.6 Disqualification and Resignation: Any Director may resign at any time by sending written notice to the Secretary of the Association. Such resignation shall take effect upon receipt by the Secretary, unless otherwise specified in the resignation. Any Director who must be a member of the Association shall be deemed to have resigned if he transfers his lot so that he ceases to be a member of the Association. After the Developer Membership status has terminated pursuant to the Restrictions, more than three (3) consecutive unexcused absences from regular Board meetings shall be deemed a resignation, which shall be effective upon acceptance by the Board.

5.7 Voting: All voting for the election of Directors shall be as provided in Article 3 hereof.

5.8 Organization Meeting: The organization meeting of a newly elected Board of Directors shall be held within thirty (30) days of its 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.

5.9 Regular Meetings: The Board may, from time to time, establish a schedule of regular meetings to be held at such time and place as the Board may designate. Any regular scheduled meetings may be dispensed with upon written concurrence of not less than two-thirds (2/3) of the members of the Board.

5.10 Special Meetings: Special Meetings of the Directors may be called by the President and must be called by the Secretary or an Assistant Secretary at the written request of one-third (1/3) of the Directors.

5.11 Notice: Notice of each regular or special meeting shall be given to each Director personally or by mail, telephone or facsimile at least three (3) days prior to the meeting date. All notices shall state the time and place of the meeting, and if a special meeting, the purposes thereof. Any Director may waive notice of a meeting before, during or after the meeting, and all such waivers

shall be deemed equivalent to the giving of notice. Attendance by a Director at a meeting shall be deemed a waiver of notice by him.

5.12 Quorum: A quorum at Director's meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the act of the Board of Directors; except where approval of a greater number of Directors is required by the Restrictions or these Bylaws.

5.13 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 which might have been transacted at the meeting as originally called may be transacted without further notice.

5.14 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 thereof shall constitute the concurrence of such Director for the purpose of determining requisite majorities on any action taken and reflected in such minutes or to create a quorum. Directors may join in minutes under this section only after an open meeting, for the purposes herein provided.

5.15 Meetings Open: Meetings of the Board of Directors shall be open to all members.

5.16 Presiding Officer: The presiding officer at Directors' meetings shall be the President. In the absence of the President, the Vice President shall preside. In the absence of both, the Directors shall designate one of their members to preside.

5.17 Directors' Fees: Directors shall not be entitled to receive Directors' fees, but may be reimbursed out of pocket expenses advanced by the Director.

5.18 Order of Business: The order of business of Directors' meetings shall be:

- (a) Roll call.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers and committees.
- (e) Election of officers, if any.
- (f) Unfinished business.
- (g) New business.

(h) Announcements.

(i) Adjournment.

ARTICLE 6. POWERS AND DUTIES OF BOARD OF DIRECTORS

6.1 **General Powers:** The Board of Directors shall have all powers, authority, discretion and duties necessary for the administration of the Association and operation and duties necessary for the administration of the Association and operation of the Subdivision, except as may be reserved or granted to the lot owners, Developer or a specific committee or committees of the Association by the Restrictions, Articles of Incorporation, or these Bylaws. The powers of the Board shall include, but shall not be limited to, all powers specifically set forth in the Restrictions, Articles of Incorporation and these Bylaws, and all powers incident thereto or reasonably to be inferred therefrom.

6.2 **Enforcement:** The Board of Directors shall, when deemed necessary by the Board, enforce by legal means, provisions of the Restrictions, the Articles of Incorporation, the Bylaws and Rules and Regulations for the use of the Common Property.

6.3 **Budget and Assessments:** The Board shall have the power to adopt budgets and make assessments, and to use and expand assessments and other receipts of the Association to carry out the powers and duties of the Association pursuant to the Restrictions and these Bylaws.

6.4 **Employment:** The Board shall have the power to employ, dismiss, control and contract for personnel and contractors for the administration of the Association, including but not limited to managers, maintenance personnel, attorneys, accountants and other professionals, by employment or contract, as the Board may determine.

6.5 **Rules and Regulations:** The Board shall have the power to adopt, amend and rescind reasonable rules and regulations relating to the administration of the Association and operation and use of any Common Property, subject to the Restrictions and Bylaws. Provided, however, that any rules or regulations adopted by the Board may be supplemented, amended or rescinded by affirmative vote of the owners of not less than two-thirds (2/3) of the lots subject to the Restrictions. Any such rules or regulations approved by the owners shall not thereafter be amended or rescinded except upon affirmative vote of the owners of not less than two-thirds (2/3) of the lots in the Subdivision subject to the Restrictions.

6.6 **Committees:** The Board shall have the power to create and disband such committees as the Board may from time to time determine as reasonably necessary or useful in and about the administration of the Association, and to delegate such authority to such committees as may be reasonably in connection with their purpose, subject always to the provisions of the Restrictions, Articles of Incorporation and Bylaws. All committees of the Association shall keep records and conduct meetings in the same manner, to the extent applicable, as is required of the Board of Directors.

ARTICLE 7. OFFICERS

7.1 Officers and Election: The 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 such other officers as may be determined from time to time by the Board, all of whom shall be elected annually by the Board of Directors, and who may be peremptorily removed by a majority vote of all Directors at any meeting. Any person may hold two offices except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall designate the powers and duties of such other officers as it may create.

7.2 President: The President shall be the chief executive officer of the Association. The President shall have all of the powers and duties which are usually vested in the office of President of an Association; including but not limited to the power to appoint advisory committees from time to time, from among the members or others as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association. The President shall serve as Chairman at all Board and Membership meetings.

7.3 Vice President: The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President, and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

7.4 Secretary and Assistant Secretary: The Secretary shall keep the minutes of all proceedings of the Directors and the members. The Secretary shall attend to the giving and serving of all notice to the members and Directors. The Secretary 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, as may be required by the Directors of the President. The Assistant Secretary, if such office is created, shall perform the duties of the Secretary, when the Secretary is absent. The minutes of all meetings of the members and the Board of Directors shall be kept in books available for inspection by members, or their authorized representatives, and Board members at any reasonable time. All such records shall be retained for not less than seven (7) years.

7.5 Treasurer: The Treasurer shall have the custody of all the property of the Association including funds, securities and evidences of indebtedness. The Treasurer shall keep the books of the Association in accordance with good accounting practices, and provide for collection of assessments, and perform all other duties incident to the office of Treasurer.

7.6 Compensation: The compensation of all officers and employees of the Association shall be fixed by the Directors. The provisions that Directors' fees shall be determined by members shall not preclude the Board of Directors from employing a Director as an employee of the

Association, nor preclude contracting with a Director for the management services. No officer who is a designee of the Developer shall receive any compensation for his services.

7.7 Indemnification of Directors and Officers: Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon such Director or officer in connection with any proceeding to which such Director or officer may be a party or in which such Director or officer may become involved by reason of being or having been Director or officer of the Association, whether or not such Director or officer is a Director or officer at the time such expenses are incurred, except in such cases when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such Director's or officer's duties. The foregoing right of indemnification shall be in addition to and no exclusive of all other rights to which such Director or officer may be entitled.

7.8 Term: All officers shall hold office until their successors are chosen and qualify.

ARTICLE 8. PARLIAMENTARY RULES

Roberts Rules of Order, the latest edition, shall govern the conduct of the meetings of the Association, the Board of Directors and Committees of the Association when not in conflict with the Restrictions, Articles of Incorporation or these Bylaws

ARTICLE 9. AMENDMENT

These Bylaws may be amended by the members of the Association at any regular or special meeting duly called for that purpose by the affirmative vote of an absolute majority of all votes entitled to be cast. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Restrictions or the Articles of Incorporation, except as provided in said Restrictions or Articles. Provided, however, that these Bylaws may be amended at any time by the Developer Members during the time that the Developer Members have an exercise the right to control the Association, provided that such amendment is not in conflict with the Restrictions.

ARTICLE 10. MISCELLANEOUS

The provisions of these Bylaws shall be construed together with the Restrictions and the Articles of Incorporation. In the event of a conflict between the provisions hereof and the provisions of the Restrictions or Articles, the provisions of the Restrictions or Articles shall control. Unless otherwise specifically provided, terms used herein shall have the meanings set forth in the Restrictions. The provisions hereof shall be liberally construed to grant to the Association sufficient practical authority to implement its obligations and authorities under the Restrictions. Whenever the context so requires, the use of any gender herein shall be deemed to include all genders, and the use of the plural shall include the singular and the singular shall include the plural.

The foregoing was adopted as the Bylaws of the Association at the first meeting of the Board of Directors on the 7 day of May, 1998.

SORRENTO CAY HOMEOWNERS ASSOCIATION, INC.

By: Gregory E. Vinn, Jr. Pres.

Its: President

(Corporate Seal)

