

AMENDED AND RESTATED BYLAWS
OF
THE MEADOWS COMMUNITY ASSOCIATION, INC.

ARTICLE I

IDENTITY AND DEFINITIONS: The Meadows Community Association, Inc. hereinafter referred to as MeadowsCorp, has been organized for the purpose of ownership, operation, improvement and management of certain of the common areas of The Meadows and The Highlands and in order to promote the health, safety and welfare of the owners of property within said developments. The terms and provisions of these Bylaws are expressly subject to the terms, provisions, conditions and authorizations set forth in that certain Resolution and Development Order of the County Commissioners of Sarasota County dated November 14, 1974, recorded in Official Records Book 1063, page 1070, Public Records of Sarasota County, Florida; in that certain document " Declaration of Maintenance Covenants and Restrictions on The Commons For The Meadows ", recorded in Official Records Book 1113, Page 715, Public Records of Sarasota County, Florida; as well as in that certain document, "Master Covenants For The Highlands", recorded in Official Records Book 1659, Page 1540, Public Records of Sarasota County, Florida, and such restrictions and covenants applicable to said common areas as may at any time be promulgated and recorded in said Public Records by competent authority. These Bylaws are also expressly subject to the Articles of Incorporation of MeadowsCorp.

All words and terms used herein which are defined in the aforesaid documents shall be used herein with the same meanings as defined in said documents.

ARTICLE II

LOCATION OF PRINCIPAL OFFICE: The principal office of the Corporation shall be located at 5037 Ringwood Meadow, Sarasota, Florida, or at such other place as may be established by resolution of the Board of Directors.

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Prepared by: Neil J. Welch, Esq. 5661 Pipers Waite, Sarasota, Fl.

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 of the Articles of Incorporation.

2. A quorum at any meeting of the members shall consist of persons entitled to cast votes representing more than fifty percent of the total voting strength of the membership as the same is set forth in Article IV of the Articles of Incorporation.

3. 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.

4. The number of votes to which any lot, parcel, unit or tract is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than sixty (60) days or less than thirty (30) days prior to the date of such meeting. In the event the Board of Directors do not set a record date for any meeting of members, the record date for such meeting shall be the date which is forty-five days prior to the date of such meeting. The determination of the number of votes to which any lot, parcel, unit or tract is entitled as of the record date shall be final, and no increase in the assessed value of any lot, parcel, unit or tract arising after such record date shall be taken into consideration in determining the number of votes to which such lot, parcel, unit or tract is entitled at such meeting.

(a) In consequence of the provision set forth in Article IV, of the Articles of Incorporation, requiring reasonable parity in voting strength between the two classes of members (Meadows and Highlands), the number of votes allocated to each lot, parcel or unit subject to that certain document, the "Master Covenants For The Highlands" shall be ascertained by first determining the average assessed value for a property in the Highlands and then dividing that figure by 10,000 to provide a fraction representing the number of votes for each such Highland property. (There will thus be one vote for each \$10,000 or major part thereof, of assessed property value, with normal rounding rules to apply)

5. Except where otherwise required under the provisions of the Articles of Incorporation, these Bylaws, the aforesaid covenants, or where the same may be otherwise be required by law, the affirmative vote of more than one-half of the total voting strength 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. Required notices shall be given to the members as the same appear as of the record date on the records of the Corporation pursuant to the Provisions of Article IV of the Articles of Incorporation. Notices shall be sent to each member's last known address as shown by such records until the Corporation is notified in writing that such notices are to be addressed otherwise.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS OF MEMBERS: 1. The annual meeting of members shall be held at the office of the Corporation, or at such other place as may be designated by the Board of Directors, at an hour designated by the Board of Directors, on the first Monday in March of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

2. 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. Such meeting must be called by either officer upon receipt of a written request from members whose votes represent more than one-half of the total voting strength.

3. Notices of all members' meetings, regular or special, shall be given by the Secretary or other officer of the Corporation so designated by the Board of Directors. Notice shall be written and shall state the time, place and object for which the meeting is called, and be given not less than twenty (20) days nor more than thirty (30) days prior to the date for such meeting. Notice shall be deemed properly given if mailed or presented personally within said time. If presented personally, a receipt shall be signed by the addressee indicating the date of receipt; and if mailed, such notice shall be deposited in the United States mails, postage prepaid, addressed as above provided, with proof thereof made by affidavit of the person giving the notice and filed in the Corporation's minute book. Notice may be waived in writing, executed either before or after the meeting, and such waiver, when filed in the records of the Corporation, shall be deemed equivalent to the giving of notice. If any members' meeting cannot be organized because of lack of a quorum for the particular purpose, 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. Any condominium organization or neighborhood nonprofit corporation may, by majority vote of its members at any meeting at which a quorum is present, propose any question for consideration by the Board of Directors of this Corporation. The chief executive officer of such condominium organization or neighborhood nonprofit corporation shall certify to the Board of Directors of this Corporation the occurrence of said conditions and the question proposed, and the Board of Directors shall consider said question on or before the conclusion of its second meeting following receipt thereof and shall, within a reasonable time thereafter, communicate the result of its consideration thereof to said chief executive officer. Likewise, questions proposed by individual members may be considered by the Board of Directors.

5. At meetings of the membership, the President or, in his or her absence, the Vice-President, shall preside, or in the absence of both, the membership shall select a chairperson.

6. The order of business at the annual meeting of the members and, as far as applicable and practical, at any other members' meeting, shall be as follows:

- A. Calling of the roll or otherwise establishing a quorum based on those present and by valid proxy;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of minutes;
- D. Reports of officers;
- E. Reports of committees;
- F. Appointment by the President of election inspectors;
- G. Election of directors;
- H. Unfinished business;
- I. New Business;
- J. Adjournment.

ARTICLE V

BOARD OF DIRECTORS AND MEETINGS: 1. The affairs of the Corporation shall be managed by a nine member Board of Directors. A majority of the Board of Directors 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 of Directors.

2. The vacancies occurring on the Board of Directors shall be filled without delay at the next regular meeting of the Board of Directors called for that purpose in accordance with Article VIII of the Articles of Incorporation.

3. The annual meeting of the Board of Directors shall be held no later than thirty (30) days after the date of the meeting of the members at which they were elected. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.
4. Special meetings of the Board of Directors shall be held when called by any officer or by any two directors.
5. Notice of regular or special meetings of the Board shall be given to each director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting, unless such notice is waived.
6. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice provided that a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

ARTICLE VI

ELECTION OF DIRECTORS; NOMINATING AND ELECTION COMMITTEES:

1. Nomination of election of Board members shall be made by the Nominations Committee, herein and in the Articles of Incorporation referred to as "The Assembly".
2. At least thirty-five (35) days prior to the election of Directors, The Assembly shall notify the Secretary of the names of the candidates nominated by it for election to the Board of Directors. The Secretary shall thereupon follow the notice procedures prescribed in Section 3 of Article IV, herein.
3. The Assembly shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. Only members of the Corporation may be nominated by the Assembly except that a spouse of a member who resides with such member in the Meadows or Highlands may be nominated.

4. All elections to the Board of Directors shall be made on written ballots which shall (a) describe the vacancies to be filled and (b) set forth the names of those nominated by the Assembly. Such ballots shall be prepared and mailed by the Secretary to the members along with the notice prescribed by Section 3 of Article IV herein.

5. (a) The ballot of each individual member shall show his name and the number of votes to which he or she is entitled, with spaces for indicating affirmative and negative votes as to questions posed, and for designating the names of nominees and the number of votes cast for each, and provision for signing by the member.

(b) The total number of votes allocated to any member may be cast for each vacancy shown on the ballot. Cumulative voting shall not be permitted.

6. The completed ballots shall be returned to the Secretary at the principal office of the Corporation, or at such other address as designated upon each ballot, prior to the date of the scheduled meeting. Upon receipt of each ballot, the Secretary shall immediately place it in a safe or other locked place until the day set for the meeting at which said votes are tabulated. On that day the ballots shall be turned over to Election Inspectors, who shall consist of five members of the Assembly appointed by the Assembly. The Election Inspectors shall then tabulate the votes and report the results publicly to the President who shall declare elected those nominees receiving the greater number of votes cast relative to each vacancy.

7. The Corporation shall be authorized to rely conclusively upon the validity of the ballots cast and the tabulation of the Election Inspectors so long as the procedures herein prescribed are substantially followed.

8. The members of the Board of Directors elected or appointed in accordance with the procedures set forth in this Article shall take office as of the date of the first meeting of the Board of Directors after the meeting of members at which they were elected.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS: 1. The Board of Directors shall have power to do the following:

- (a) To call meetings of the members.
 - (b) To appoint and remove at pleasure all officers, agents and employees of the Corporation, 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 Corporation in any capacity whatsoever.
 - (c) To establish, levy and assess, and collect the assessments necessary to operate the Corporation and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors
 - (d) To adopt and publish rules and regulations governing the use of the Common Areas or any portion thereof and the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.
 - (e) To authorize and cause the Corporation to enter into contracts for the day-to-day operation of the Corporation and the discharge of its responsibilities and obligations.
 - (f) To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation, except those reserved to members in the certain documents, The Declaration of Maintenance Covenants and Restrictions on the Commons For The Meadows, The Highlands Master Covenants and the Articles of Incorporation.
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 the Corporation, and to see that their duties are properly performed.
 - (c) With reference to assessments of the Corporation:
 - (1) To fix the amount of the assessment against each member for each assessment period in accordance with the provisions of the Covenants.
 - (2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Corporation and shall be open to inspection by any member; and,
 - (3) To send written notice of each assessment to every member entitled 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 as valorem taxes assessed against Corporation property, real or personal.

(f) To pay all expenses incurred by the Corporation in the ordinary course of business for repairs, maintenance, services, insurance, wages and salaries and other appropriate operating expenses.

(g) To enforce by appropriate legal means the provisions of the Articles of Incorporation and these Bylaws, the aforesaid Covenants and all applicable laws and regulations.

ARTICLE VIII

OFFICERS: 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be elected in accordance with the Articles of Incorporation. The President, Vice President, Secretary and Treasurer each shall be a member of the Board of Directors.

2. All of the officers shall be elected or approved by the Board of Directors at the annual meeting of the Board of Directors. If the election or appointment of such officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his earlier resignation or removal.

3. A vacancy in any office may be filled by the Board of Directors by appointment for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

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

6. The Vice-President shall perform all the duties of the President in his or her absence. The same officer shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary shall record the votes and keep the minutes of all proceedings of The Board of Directors in a book to be kept for the purpose. He or she shall sign all certificates of membership; shall keep the records of the Corporation; shall record in the book, kept for the purpose, the names of all members of the corporation together with their association affiliation, if applicable, and their addresses as registered by such member.

8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors 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 may, but need not, be a required signatory on checks and notes of the Corporation.

9. The Treasurer, or his appointed agent, shall keep proper books of account and cause an annual audit thereof to be made by an independent certified public accountant at the completion of each fiscal year. He or she or the appointed agent shall prepare annually a budget, a statement of receipts and disbursements and a balance sheet, and the same together with the report of the independent certified public accountant, shall be available for inspection upon reasonable request of a member.

10. The salaries, if any, of the officers shall be set by the Board of Directors.

ARTICLE IX

COMMITTEES: 1. The standing committees shall be:

- The Budget and Finance Committee
- The Maintenance Committee
- The Restrictions Committee
- The Security and Safety Committee

Each of the aforesaid committees shall consist of a chairperson and two or more members and shall include a member of the Board of Directors. These and all other committees shall be appointed by the Board of Directors annually on the occasion of an annual meeting of the Board of Directors, to serve until the succeeding committee members have been appointed.

2. The Budget and Finance Committee shall (a) following conference with the several operating Departments, draft an annual budget, (b) review the assessed valuation determined by the Sarasota County Tax Assessor and establish an assessment rate sufficient to provide operating funds for the budget year, (c) recommend the funding of reserves for contingencies, and such programmed irregular expenditures (i.e., road, lake, drainway and facility maintenance) as may be deemed necessary, (d) recommend policy relative to investment of both operating and reserve funds not required for near term current expenses, (e) monitor budget performance of the several operating departments and make regular reports to the Board of Directors

3. The Nominating Committee, otherwise called "The Assembly" shall in December of each year nominate candidates for election to the Board of Directors and may review and advise the Board of Directors on budgets, assessments and on such other matters as the Board of Directors may direct. Five members appointed by the Assembly shall serve the President as Election Inspectors to tabulate and publicly report to the President the results of elections to the Board of Directors. The Assembly may adopt operating rules which are in conformity with the Covenants, Articles and Bylaws. Officers of the Assembly, elected annually, may be either voting delegate members and/or non-voting non-delegate members of The Meadows Community Association, Inc.

4 The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair, or improvement of the properties of MeadowsCorp which are owned by or subject to control by the Corporation, and shall perform or see to the performance of such other functions as the Board, in its discretion, determines.

5. The Restrictions Committee shall have such duties and functions as devolve upon MeadowsCorp pursuant to the Covenants and Restrictions in respect of the buildings, use, architecture, utility installations and other matters described in the said Covenants and Restriction documents, cited herein. A party aggrieved by a decision of the Restrictions Committee shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, that the Board review such decision. The determination of the Board upon reviewing such decision of the Committee shall in all events be final.

6. The Security and Safety Committee shall (a) monitor the reports and performance of the employed security staff, (b) review security procedures and recommend changes in operating policy as needed, (c) recommend policy and procedures for emergencies involving the safety of area residents, i.e., storms, electrical failure, chemical spills, falling aircraft, (d) cooperate with regional law enforcement agencies.

7. All committees appointed and so empowered by the Board of Directors shall have the power to appoint sub-committees from among their membership and may delegate to any such subcommittees any power, duties, and functions.

8. The Board of Directors may appoint such other committees as it deems desirable. It shall be the duty of each committee to receive suggestions as well as complaints from members on any matter involving functions, duties, and activities within its field of responsibility. It shall dispose of such matters as it deems appropriate or refer them to such other committee, Director or Officer of the Corporation which is further concerned with the matter presented.

ARTICLE X

FISCAL MANAGEMENT: The provisions for fiscal management of the Corporation as set forth in the aforesaid Covenants and Articles of Incorporation, shall be supplemented by the following provisions:

1. The annual maintenance assessment roll, hereinafter called "assessment roll", shall be maintained in a set of accounting books in which there shall be an account for each owner of an individual lot, parcel or unit subject to the annual maintenance assessment as set forth in said Covenants. Such account shall designate the name and address of the owner or owners, the assessed value of the property as determined under the provisions of said Covenants, the amount of the annual maintenance assessment against the parcel, the dates and amounts in which such assessments come due, the amounts paid upon the account, and the balance due upon assessments.

2. The Board of Directors shall, pursuant to the provisions of said Covenants, by December 31st of each calendar year adopt a budget. The Board of Directors, also by said date, shall decide upon a millage rate for all Meadows Class Members and based upon its budget the Board shall decide upon a unit assessment to be applicable for the Highlands Class members and shall deliver a copy of same to each member entitled thereto. Delivery of a copy of the budget or of any other item prescribed by said Covenants shall not, however, be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

3. Assessments shall be due and payable on or before March 1st of each year and delinquent thereafter.

4. The depository of the Corporation shall be such bank or banks as shall be designated from time to time by the Directors, withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

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

ARTICLE XI

PARLIAMENTARY RULES: Roberts Rules of Order (latest edition) shall govern the conduct of Corporation proceedings when not in conflict with the Articles of Incorporation and these Bylaws or with the Statutes of the State of Florida.

ARTICLE XII

OFFICIAL SEAL: The Corporation shall have an official seal which shall be in circular form bearing the name of the Corporation, the word "Florida", the words "Corporation Not For Profit", and the year of incorporation. An impression of the seal is as set forth below:

ARTICLE XIII

BOOKS AND RECORDS: The books, records and other papers of the Corporation shall be available at the Corporation's office and subject to the inspection of any of the members during regular business hours.

ARTICLE XIV

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

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OFFICIAL RECORDS
BOOK 2107
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**CERTIFICATE OF AMENDMENT
TO
THE BYLAWS OF
THE MEADOWS COMMUNITY ASSOCIATION, INC.**

The undersigned, being the duly elected President of The Meadows Community Association, Inc., hereby certifies that the foregoing was approved by affirmative vote of the Board of Directors of the Corporation at a duly called meeting of the Board on the 3rd day of June, 1992, in accordance with the requirements of the Articles of Incorporation, for these amendments and that said action by the Board of Directors was sufficient for the approval of the foregoing amended and restated Bylaws. The foregoing both amend and restate the amended Bylaws in their entirety.

Executed this 3rd day of June, 1992.

THE MEADOWS COMMUNITY ASSOCIATION, INC.

(s) Edward R. Carey
As President
(p) EDWARD R. CAREY

(s) Janice DeGrineau
As Secretary
(p) JANICE DE GRINEAU

(Corporation Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

Acknowledged before me this 3rd day of June, 1992, by Edward R. Carey, as President, and by Janice DeGrineau, as Secretary, respectively, of The Meadows Community Association, Inc., a Florida Corporation not for profit, both personally known to me, and who having been duly sworn, executed this instrument on behalf of the corporation.

(s) Mary Beth Molinaro
Notary Public
(p) MARY BETH MOLINARO

(seal)

SARASOTA COUNTY, FL
CLERK OF CIRCUIT COURT
KAREN E. ...

Jun 16 1 28 PM '92

RECORDED IN OFFICIAL
RECORDS

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Notary Public, State of Florida
MARY BETH MOLINARO
Jy Comm. Exp. Sept. 11, 1995
Comm. No. - C 142802