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AMENDMENT TO
DECLARATION OF MAINTENANCE COVENANTS
AND
RESTRICTIONS ON THE COMMONS
FOR
THE MEADOWS

WHEREAS, TAYLOR WOODROW HOMES, LIMITED (FLORIDA DIVISION), a corporation under the laws of the United Kingdom, authorized to do business in the State of Florida, hereinafter referred to as "Developer," has heretofore filed a document entitled "Declaration of Maintenance Covenants and Restrictions on The Commons for the Meadows" (the "Declaration"), together with Exhibits thereto, in the Public Records of Sarasota County in Official Records Book 1113, Pages 715-759, inclusive; and

WHEREAS, the Declaration was amended by instruments recorded in Official Records Book 1137, page 1968, Official Records Book 1326, page 882, Official Records Book 1428, page 552, Official Records Book 1693, page 2127, Official Records Book 1693, page 2130, Official Records Book 1910, page 416, Official Records Book 2007, page 2152, in the Public Records of Sarasota County, Florida; and

WHEREAS, the Declaration reserves unto Developer the right to amend the Declaration, provided all such amendments conform to the general purposes and standards set forth in the Declaration; and

WHEREAS, pursuant to resolutions unanimously adopted by the Board of Directors of The Meadowood Management Company, Inc., on December 6, 1989, various provisions of the Bylaws and the Articles of Incorporation of The Meadowood Management Company, Inc., were amended; and

WHEREAS, the amendments to the Articles of Incorporation were approved and filed by the Secretary of State of Florida on December 14, 1989;

NOW, THEREFORE, pursuant to the rights reserved unto Developer, the Declaration is hereby modified and amended as follows:

1. ARTICLE I of Exhibit "B" (Exhibit "B" being the Articles of Incorporation of The Meadowood Management Company, Inc.) to the Declaration is amended to read as follows:

"NAME OF CORPORATION

The name of this corporation shall be:

THE MEADOWS COMMUNITY ASSOCIATION, INC.,

hereinafter in these Articles referred to as MeadowsCorp"

2. ARTICLE III of Exhibit "B" to the Declaration is amended to add the following as a subparagraph (m):

"(m) To employ such personnel as may be necessary within the sole discretion of the Board of Directors to carry out the purposes of the Corporation."

3. ARTICLE VI of Exhibit "B" to the Declaration is amended to read as follows:

"REGISTERED OFFICE

The registered office of the Corporation shall be located at 5037 Ringwood Meadow, Sarasota, Florida, but the Corporation may maintain offices and transact business in any other places within or without the State of Florida as may from time to time be designated by the Board of Directors."

*Taylor Woodrow Homes
1900 Longmeadow
Sarasota, FL 34235*

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4. ARTICLE VIII of Exhibit "B" to the Declaration is amended to read as follows:

"NUMBER OF DIRECTORS

1. Seven Directors shall constitute the Board of Directors of the Corporation. Only members can be elected to or serve on the Board except that a spouse of a member who resides with such member in The Meadows may be elected to and may serve on the Board, or if the owner is a trustee, the beneficiary of the trust who resides in The Meadows may be elected to and may serve on the Board.

2. The Board of Directors shall consist of the following persons whose terms shall begin on January 1, 1990, and whose terms shall expire as herein specified:

Edward Gentner	with a term ending	March 5, 1990
Bernard F. Kay	with a term ending	March 4, 1991
Cyndi Humphrey	with a term ending	March 5, 1990
John DeMaster	with a term ending	March 2, 1992
Elija Hicks	with a term ending	March 2, 1992
Edward Carey	with a term ending	March 4, 1991
Vincent Sahli	with a term ending	March 4, 1991

Addresses:

Edward Gentner	5467 Chanteclair	Sarasota, FL
Bernard F. Kay	3144 Ringwood Meadow	Sarasota, FL
Cindi Humphrey	4789 Harvest Bend	Sarasota, FL
John DeMaster	4848 Greywood Lane	Sarasota, FL
Elija Hicks	4777 Ringwood Meadow	Sarasota, FL
Edward Carey	4841 Greywood Lane	Sarasota, FL
Vincent Sahli	5042 Vivienda Way	Sarasota, FL

3. Regular annual elections of persons to serve on the Board of Directors shall take place on the first Monday in March. In the regular election of March 1990 and each year thereafter elections to fill vacancies on the Board due to expiration of terms, shall be for terms of three years. No Director may serve more than two consecutive three year terms.

4. When for any reason a vacancy occurs on the Board the remaining Directors shall fill the vacancy until the next regular annual election, at which time the members shall elect a Director to fill the remainder of that term.

5. In addition to the seven elected members of the Board there shall be liaison members of the Board who may sit with the Board in its deliberations without a vote, as follows:

- (a) A Highlands property owner representative.
- (b) Until January 1, 1994, a representative of Developer.
- (c) A representative of any owner of property in The Meadows, the value of which exceeds 5% of the total valuation of all property in The Meadows such values based on the most recent assessed valuation of property in The Meadows."

5. ARTICLE IX of Exhibit "B" to the Declaration is amended to read as follows:

"OFFICERS

1. The Board of Directors shall elect from the seven Directors a President, an Executive Vice President, a Secretary, and a Treasurer, each of whom shall hold office for one year.

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Such elected officers of the Corporation shall serve as Chairman, Vice Chairman, Secretary, and Treasurer, respectively, of the Board of Directors. No director shall hold more than one office on the Board of Directors at the same time. The Board of Directors may also elect as many other officers as may be deemed necessary, each of whom shall hold office for one year. The affairs of MeadowsCorp shall be administered by such officers subject to the direction of the Board of Directors. The Board of Directors or the Chairman with the approval of the Board of Directors may employ personnel to conduct the affairs of MeadowsCorp.

2. All the individual duly elected Presidents, or other representatives elected for this purpose, of each of the Associations within "The Meadows" and four additional elected delegates of the Meadows Homeowners' Association shall constitute a nominating committee to submit nominations for election by the members of the Corporation to the Board of Directors in such manner as may be provided in the Bylaws. This committee hereinafter referred to as the Assembly may also review and advise the Board of Directors on all proposed budgets and assessments. The Assembly may carry out advisory functions as may be assigned to it by the Board of Directors. The Assembly may elect such officers and adopt such rules as may be necessary to organize and perform its responsibilities. An individual member of the Assembly shall serve in the Assembly until his successor is appropriately elected or designated by his individual association."

6. ARTICLE XV of Exhibit "B" to the Declaration is amended to read as follows:

"AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors in the manner prescribed in the Bylaws; provided, however, that no amendment affecting the rights of Developer, or its successors or assigns as Developer of The Meadows (as the same is defined in the Declaration of Maintenance Covenants for The Meadows) in any material, adverse manner shall be effective without the prior written consent of Developer, or its successor or assign, as Developer."

7. ARTICLE XVI of Exhibit "B" to the Declaration is amended to read as follows:

"RESIDENT AGENT

Meadowscorp does hereby appoint Edward A. Miller, whose address is 5037 Ringwood Meadow, Sarasota, Florida 34235, as its registered agent and resident agent under the laws of the State of Florida. By affixing his signature hereto, the said Edward A. Miller does hereby accept said designation and appointment."

Edward A. Miller
5037 Ringwood Meadow
Sarasota, Florida 34235

8. ARTICLE I of Exhibit "C" (Exhibit "C" being the Bylaws of The Meadowood Management Company, Inc.) to the Declaration is amended to read as follows:

"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 in order to promote the

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health, safety and welfare of the owners or property within said development. 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 Declaration of Maintenance Covenants and Restrictions on The Commons recorded in Official Records Book 1113, Page 715, 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.

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

9. ARTICLE II of Exhibit "C" to the Declaration is amended to read as follows:

"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."

10. Paragraph 1 of ARTICLE IV of Exhibit "C" to the Declaration is amended to read as follows:

"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."

11. Paragraph 1 of ARTICLE V of Exhibit "C" to the Declaration is amended to read as follows:

"1. The affairs of the Corporation shall be managed by a 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."

12. Paragraph 2 of ARTICLE V of Exhibit "C" to the Declaration is amended to read as follows:

"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."

13. Paragraph 1 of ARTICLE VI of Exhibit "C" to the Declaration is amended to read as follows:

"1. Nomination of election of Board members shall be made by the Assembly as specified in ARTICLE IX of the Articles of Incorporation."

14. Paragraph 2 of ARTICLE VI of Exhibit "C" to the Declaration is amended to read as follows:

"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 4 of ARTICLE IV."

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15. Paragraph 3 of ARTICLE VI of Exhibit "C" to the Declaration is amended to read as follows:

"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 may be nominated."

16. Paragraph 4 of ARTICLE VI of Exhibit "C" to the Declaration is amended to read as follows:

"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 4 of ARTICLE IV."

17. Paragraph 6 of ARTICLE VI of Exhibit "C" to the Declaration is amended to read as follows:

"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 an Election Committee which shall consist of five members of the Assembly appointed by the Assembly. The Election Committee shall then tabulate the votes and report the results to the chairman of the Board of Directors who shall declare elected those nominees receiving the greater number of votes cast relative to each vacancy."

18. Paragraph 1 of ARTICLE VIII of Exhibit "C" to the Declaration is amended to read as follows:

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

19. Paragraph 1 of ARTICLE IX of Exhibit "C" to the Declaration is amended to read as follows:

"1. The standing committees shall be:

The Budget and Finance Committee
The Maintenance Committee
The Restrictions Committee
The Security and Safety Committee
The Community Relations Committee

Each of the aforesaid committees shall consist of a chairman and two or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors at the annual meeting of the Board of Directors, to serve until the succeeding committee members have been appointed."

20. Paragraph 2 of ARTICLE IX of Exhibit "C" to the Declaration is amended to read as follows:

"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

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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 and 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."

21. Paragraph 5 of ARTICLE IX of Exhibit "C" to the Declaration is renumbered as paragraph 7 and amended to read as follows:

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

22. ARTICLE IX of Exhibit "C" to the Declaration is amended to add the following as paragraph 5:

"5. 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 the Meadows residents, i.e., storms, electrical failure, chemical spills, falling aircraft, (d) cooperate with regional law enforcement agencies."

23. Paragraph 6 of ARTICLE IX of Exhibit "C" to the Declaration is renumbered as paragraph 8.

24. ARTICLE IX of Exhibit "C" to the Declaration is amended to add the following as paragraph 6:

"6. The Community Relations Committee shall (a) initiate and coordinate activities designed to promote The Meadows and enhance the morale, image and lifestyles, health, welfare and interpersonal relationships in The Meadows Community, (b) publish the Meadowood, The Meadows Community newspaper, and recommend editorial and operational policies, (c) foster liaison with government agencies of all levels, surrounding communities, political groups, and cultural organizations of interest to The Meadows' residents, (d) engage in such other activities as may be delegated to it by the Board of Directors, i.e., seasonal and holiday festivals, educational seminars, political forums and special events."

25. Paragraph 7 of ARTICLE IX of Exhibit "C" to the Declaration is renumbered as paragraph 9.

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IN WITNESS WHEREOF, Developer has caused this instrument to be executed in its name and its Corporate Seal to be hereunto affixed by its undersigned duly authorized officers, this 16th day of January, 1990.

Signed, sealed and delivered in the presence of:

Zym Kasi
Sandra L. Jensen

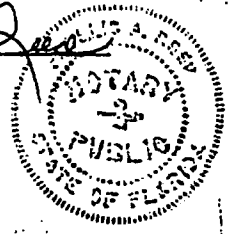
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TAYLOR WOODROW HOMES, LIMITED
By: [Signature]
As its: Director and Agent
Attest: [Signature]
As its: Assistant Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 16th day of January, 1990, by Roger Postlethwaite as Director and Agent and Maxine Baker as Assistant Secretary of Taylor Woodrow Homes, Limited, a corporation under the laws of the United Kingdom, on behalf of such corporation.

[Signature]
Notary Public



My Commission expires:

Notary Public, State of Florida at Large
My Commission Expires Dec. 1, 1991

Prepared by: Jeanne S. Medawar, Esquire
Williams, Parker, Harrison, Dietz & Getzen
1550 Ringling Boulevard
P.O. Box 3258
Sarasota, Florida 34230

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