

Prepared by and return to:
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CERTIFICATE OF AMENDMENT

BYLAWS

**FLAMINGO CAY SUBDIVISION, FIRST UNIT, AND
FLAMINGO CAY SUBDIVISION, SECOND UNIT**

We hereby certify that the attached amendments to the Bylaws of Flamingo Cay Association, Inc. (which are originally recorded for Flamingo Cay Subdivision, First Unit, as an exhibit to the Declaration of Restrictions, Limitations, Conditions, and Agreements at Official Records Book 116, Page 105 et seq. of the Public Records of Manatee County, Florida, and for Flamingo Cay Subdivision, Second Unit, at Official Records Book 263, Page 33 et seq.) approved at the Special Meeting of the Association held on February 20, 2013 by the affirmative vote of not less than two-thirds (2/3) of the voting interests present and voting at the meeting, as required for adoption by Article XVIII of the Bylaws.

DATED this 30 day of April, 2013.

Witnesses:

FLAMINGO CAY ASSOCIATION, INC.

sign:

print:

sign:

print:

sign:

print:

sign:

print:

By:

Frank Grasso, President


Attest:

Charles Putman, Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 30 day of April, 2013,
by Frank Grasso as President of Flamingo Cay Association, Inc., a Florida not for profit
corporation, on behalf of the corporation. He is personally known to me or has produced
FL DR LIC as identification.

NOTARY PUBLIC


 Susan Buckley
Notary Public
State of Florida
My Commission Expires 03/05/2016
Commission No. EE 175926

sign Susan Buckley
print Susan Buckley
State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 30 day of April, 2013,
by Charles Putman as Secretary of Flamingo Cay Association, Inc., a Florida not for profit
corporation, on behalf of the corporation. He is personally known to me or has produced
FL DR LIC as identification.

 Susan Buckley
Notary Public
State of Florida
My Commission Expires 03/05/2016
Commission No. EE 175926

NOTARY PUBLIC

sign Susan Buckley
print Susan Buckley
State of Florida at Large (Seal)

My Commission expires:

AMENDMENTS

BYLAWS

FLAMINGO CAY ASSOCIATION, INC.

[Additions are indicated by underline; deletions by ~~strike-through~~]

ARTICLE V. VOTING

5. Proxies.

(a) At any meeting of the Members, every Voting Representative having the right to vote shall be entitled to vote in person or by Limited Proxy; provided, however, proxies shall not be used to vote for directors. A Limited Proxy must be in writing and filed with the Secretary before the appointed time of the meeting and shall be effective only for the specific meeting for which it was originally given and any lawfully adjourned meeting thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. ~~No person shall hold more than two (2) proxies for any meeting.~~ Every proxy shall be revocable at any time at the pleasure of the Voting Representative executing it. The appearance at any meeting of any Voting Representative who has previously designated a proxy shall automatically revoke and terminate said proxy.

ARTICLE VII. DIRECTORS

4. Number. There shall be five (5) directors. ~~The number of directors for the ensuing year may be determined at each annual meeting of the membership, provided the number shall not be less than three (3) nor more than seven (7). If the number of directors is not determined at an annual meeting of the membership, the number shall remain the same as the previous year. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.~~

5. Election and Term.

(a) Directors shall be elected at each annual meeting, each to a term of one (1) year ~~directors shall ordinarily be elected to serve a term of three (3) years. It is the intention of the Association that the terms of the directors shall be staggered so that at each annual meeting only one third (1/3) of the number of directors specified in Section 4 above, or as close to such number as possible, shall be elected; therefore, directors may be elected for a term of one (1) year wherever the circumstances dictate such abbreviated term in order to maintain the intended balance.~~ Members seeking a position on the Board will either be presented to the membership by the Nominating Committee, if such a committee has been appointed, or by the President of the Association.

BYLAWS
OF
FLAMINGO CAY ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I. GENERAL

The provisions of this document constitute the Bylaws of FLAMINGO CAY ASSOCIATION, INC., which Bylaws shall be utilized to govern the management and operation of the "Association."

ARTICLE II. DEFINITIONS

The terms used in these Bylaws shall be defined in accordance with the provisions of the Declaration and as follows, unless the context otherwise requires:

"Articles of Incorporation" - means the Articles of Incorporation of the Association, as amended from time to time.

"Assessment" - means the fees which must be paid to remain a Member of the Association.

"Association" - means FLAMINGO CAY ASSOCIATION, INC., a Florida corporation not for profit.

"Association Documents" - means the Articles of Incorporation, these Bylaws, and the Declaration, all as amended from time to time.

"Board" - means the Board of Directors or other representative body responsible for administration of the Association.

"Declaration" - means that certain Amended and Restated Declaration of Restrictions, Limitations, Conditions, and Agreements for Flamingo Cay Subdivision, First Unit, and Flamingo Cay Subdivision, Second Unit, whereby certain covenants and restrictions have been impressed upon the Subdivisions, as amended from time to time.

"Limited Proxy" - means a proxy which specifically directs the holder of the proxy to vote in a specified manner on each item which is voted on at the meeting for which the proxy is given.

"Lot" - means each parcel of real property within the Subdivisions, whether improved or unimproved, as designated on the plats for the Subdivisions. After a Lot has been improved, the term shall also include the improvements constructed thereon.

"Member" - means the Owner of a Lot who has paid the annual Assessments charged to his Lot. If a Lot is owned by more than one

person, all Owners of said Lot shall be Members of the Association if the annual Assessments charged to said Lot have been paid.

"Owner" and "Lot Owner" - means the owner, from time to time, of a vested, present, fee simple interest in a Lot.

"Subdivisions" - means collectively Flamingo Cay Subdivision, First Unit, as per plat thereof recorded in Plat Book 13, Page 34, and Flamingo Cay Subdivision, Second Unit, as per plat thereof recorded in Plat Book 15, Page 9, both of the Public Records of Manatee County, Florida.

"Voting Representative" - means the individual entitled to cast the vote of the Members for each Lot owned.

ARTICLE III. OFFICES AND AGENCY

Registered Office and Registered Agent. The registered office of the Association shall be located in the State of Florida at such place as may be fixed from time to time by the Board upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

ARTICLE IV. MEMBERS

1. Qualifications of Members. Those individuals, corporations, partnerships, trusts or other legal entities who own a vested present fee simple interest in a Lot and who have timely paid all Assessments for their Lot shall be Members of the Association.

2. Manner of Admission. Each person or entity designated in a deed or other instrument establishing title to a Lot shall have the right to become a Member of the Association. If the Lot is purchased from a Member in good standing, the purchaser of the Lot will automatically become a Member of the Association. If the Lot is purchased from a Owner who is not a Member of the Association in good standing, or an existing Lot Owner wishes to become a Member, such purchaser or existing Lot Owner may become a Member of the Association by paying all unpaid Assessments for such Lot which have been charged since January 1, 1994.

3. Member's Rights. Every Member who has complied with the requirements of Sections 1 and 2 above shall have all the rights set forth in the Articles of Incorporation and these Bylaws, including, but not limited to, the following:

(a) The right to receive notice of every meeting of the membership, unless such right is waived in writing.

(b) The right to attend every meeting of the membership and every meeting of the Board.

(c) The right to vote on each matter brought before the membership, subject to the requirements and limitations set forth in these Bylaws.

(d) The right to be nominated from the floor as a candidate for Board membership.

(e) The right to inspect all books and records of the Association as provided herein.

4. Obligations of Members.

(a) Every Member shall be subject to the obligations and duties set forth in the Declaration and these Bylaws, as the same are now or may hereafter be constituted, including, but not limited to, the following obligations:

(1) To conform to and abide by the Association Documents and to see that all of such Member's family members, tenants, guests, and invitees do likewise.

(2) To promptly pay the Assessments charged by the Association.

(3) To maintain his Lot as required by the Declaration, in a clean and sightly manner.

(4) To not permit or suffer anything to be done which will obstruct or interfere with the rights of other Members or annoy them with unreasonable noises or otherwise; nor shall a Member commit or permit any nuisance or illegal act on his Lot.

(b) In the event of violation of the provisions of this Section, the Association or any other Lot Owner may bring appropriate action to enjoin such violator or to enforce the provisions of the documents enumerated in Subsection (a) above, sue for damages, or seek such other legal remedy, including arbitration, as deemed appropriate, or take all such courses of action at the same time as more fully set forth in these Bylaws.

5. Transferability of Membership. Membership in this Association may be transferred only as an incident to the transfer of the transferor's Lot, and such transferee shall be subject to the procedures set forth in the Association Documents.

6. Restriction of Rights. A Member does not have any authority to act or speak for the Association by reason of being a Member.

7. Termination of Membership. Membership in the Association shall automatically terminate when title to the Lot supporting said membership vests in another person or legal entity; provided,

however, any Member who owns more than one (1) Lot shall remain a Member of the Association so long as he shall retain title to any Lot and pay the membership Assessment for that Lot.

ARTICLE V. VOTING

1. Voting Rights of Members. Unless otherwise provided, the Owners of each Lot who are Members of the Association are entitled to one vote for each Lot owned on every matter brought before the membership of the Association, which vote shall be cast by the Voting Representative, designated as set forth in Section 2 below. No vote may be divided, and no fractional vote shall be cast.

2. Designation of Voting Representative.

(a) If title to a Lot is vested in one individual, including title held as trustee, that individual shall automatically be designated as Voting Representative for that Lot on admission to membership.

(b) If title to a Lot is vested in a husband and wife as tenants by the entirety, both persons shall be automatically jointly designated as Voting Representative for that Lot on admission to membership, and either spouse may cast the Lot's one vote without further designation. If both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they will lose their right to vote on that subject at that meeting.

(c) If title to a Lot is vested in a corporation, on admission to membership its board of directors shall designate a director, officer or employee as Voting Representative for that Lot in a written statement executed by an officer of the corporation and filed with the Secretary of the Association.

(d) If title to a Lot is vested in a partnership or any other legal entity, on admission to membership said entity shall designate one partner or other individual as Voting Representative for that Lot in a written statement executed by those persons owning not less than a majority interest in said entity and filed with the Secretary of the Association.

(e) If title to a Lot is vested in more than one Member, said Members shall designate one Member as Voting Representative for that Lot in a written statement executed by those Members owning not less than a majority interest in the Lot and filed with the Secretary of the Association.

(f) An administrator, executor, personal representative, guardian or conservator of a Member, without a transfer of title to said Lot into his name, may designate or be designated as Voting Representative for that Lot in the same manner as the Owner would

have been entitled to designate or be designated Voting Representative.

The designation of a Voting Representative shall be valid until revoked or until changed by a subsequent designation, or until a change in the membership supporting said designation.

3. Records of Membership. The Association shall keep a membership book containing the name and address of each Member. A termination of membership shall be recorded in the membership book.

4. Adjourned Meetings. When a determination of Voting Representatives entitled to vote at any meeting of the membership has been made as provided in this Article, such determination shall apply to any adjournment thereof, unless the Board provides otherwise.

5. Proxies.

(a) At any meeting of the Members, every Voting Representative having the right to vote shall be entitled to vote in person or by Limited Proxy; provided, however, proxies shall not be used to vote for directors. A Limited Proxy must be in writing and filed with the Secretary before the appointed time of the meeting and shall be effective only for the specific meeting for which it was originally given and any lawfully adjourned meeting thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. No person shall hold more than two (2) proxies for any meeting. Every proxy shall be revocable at any time at the pleasure of the Voting Representative executing it. The appearance at any meeting of any Voting Representative who has previously designated a proxy shall automatically revoke and terminate said proxy.

(b) Each proxy shall specifically set forth the name of the Voting Representative voting by proxy, the name of the person authorized to vote the proxy for him, the date the proxy was given, and the date, time and place of the meeting for which the holder of the proxy may vote.

(c) If a proxy expressly provides, any proxyholder may appoint in writing a substitute to act in his place. If such provision is not made, substitution is not authorized.

6. Quorum and Voting.

(a) Twenty percent (20%) of the Voting Representatives entitled to vote, as fixed by these Bylaws, represented in person or by proxy shall constitute a quorum at any meeting of the membership. If, however, such quorum shall not be present, a majority of the Voting Representatives present in person or

represented by proxy shall reschedule said meeting for a date and time, which time shall be at least forty-eight (48) hours subsequent thereto but not later than thirty (30) days thereafter, and adjourn. At said rescheduled meeting any business may be transacted which might have been transacted at the meeting originally called, however, ten percent (10%) of the Voting Representatives entitled to vote, represented in person or by proxy, shall constitute a quorum.

(b) If a quorum is present, the affirmative vote of the majority of the Voting Representatives who cast their vote shall be the act of the Members unless otherwise provided by law, the Declaration, the Articles of Incorporation or these Bylaws. Election of directors shall be by a plurality of votes cast.

(c) After a quorum has been established at a membership meeting, the subsequent withdrawal of Voting Representatives, so as to reduce the number of Voting Representatives entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof provided such action is approved by a majority of the Voting Representatives who cast their vote as set forth in Subparagraph (b) above.

ARTICLE VI. MEMBERS' MEETINGS

1. Annual Meetings. The annual meeting of the Members for the election of directors to serve on the Board of the Association and for the transaction of such other business as may properly come before the meeting, shall be held each year on the second Thursday of November at such time as the Board shall direct; provided, however, that said date may be changed by resolution of the Board so long as the annual meeting for any year shall be held not later than thirteen (13) months after the last preceding annual meeting of the Members.

2. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President, by the Board, or by the written request of not less than ten percent (10%) of the Voting Representatives entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. No business other than that specified as the purpose in said notice shall be discussed or transacted at such special meeting.

3. Time and Place of Meetings. All meetings of the membership shall be at such place as the Board may from time to time designate, on the date and hour set forth in the notice of said meeting.

4. Notice. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less

than fourteen (14) nor more than forty (40) days before the meeting, unless otherwise provided herein, by or at the direction of the President, the Secretary or other persons calling the meeting. Notice shall be given to each Member or Voting Representative either personally or by first class mail. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Member at his address as it appears on the books of the Association, with postage thereon prepaid. Delivery of notice pursuant to this Section to a Voting Representative shall be effective upon the Member or Members he represents unless a Member has requested the Secretary in writing that notice be given him and has furnished the Secretary with the address to which notice may be delivered by mail.

5. Waiver of Notice. A written waiver of notice signed by any Voting Representative, whether before or after the meeting, shall be equivalent to the giving of notice to the Member or Members he represents. Such waiver may also be made by any Member on his own behalf. Attendance of a Member or Voting Representative at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when the Member or Voting Representative attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the membership need be specified in any written waiver of notice.

6. Adjourned Meetings. A majority of the Voting Representatives present, whether or not a quorum exists, may adjourn any meeting of the membership to another time and place. No further notice shall be required.

7. Recordation of Actions. All actions of the membership shall be recorded in minutes, and such minutes shall be made available, upon request, to Members, or their authorized representatives, and directors at any reasonable time.

8. Procedure. Meetings of the Members shall be conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE VII. DIRECTORS

1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board; provided, however, certain matters specified in the Declaration and these Bylaws shall be considered as authorized only after approval by the membership. The Board shall make appropriate delegations of authority to the officers; and, to the extent permitted by law and

these Bylaws, by appropriate resolution, the Board may authorize one or more committees to act on its behalf.

2. Qualification of Directors. The qualifications for becoming and remaining a director of this Association are as follows:

(a) Every director shall be a Member of the Association in good standing.

(b) Directors must be persons who are competent to contract.

(c) Directors must be current in the payment of Assessments.

3. Duties of Directors.

(a) A director shall be expected to attend all meetings of the Board and of any committee of the Board to which he has been appointed.

(b) A director shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(c) In performing his duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence; or

(3) A committee upon which he does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

(d) A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

(e) A person who performs his duties in compliance with this Section shall have no liability by reason of being or having been a director of the Association.

4. Number. The number of directors for the ensuing year may be determined at each annual meeting of the membership, provided the number shall not be less than three (3) nor more than seven (7). If the number of directors is not determined at an annual meeting of the membership, the number shall remain the same as the previous year. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

5. Election and Term.

(a) At each annual meeting, directors shall ordinarily be elected to serve a term of three (3) years. It is the intention of the Association that the terms of the directors shall be staggered so that at each annual meeting only one-third (1/3) of the number of directors specified in Section 4 above, or as close to such number as possible, shall be elected; therefore, directors may be elected for a term of one (1) year wherever the circumstances dictate such abbreviated term in order to maintain the intended balance. Members seeking a position on the Board will either be presented to the membership by the Nominating Committee, if such a committee has been appointed, or by the President of the Association.

(b) Neither these Bylaws nor any powers granted hereunder shall restrict any Member desiring to be a candidate for director from being nominated from the floor.

(c) Each director elected under this Article shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, disqualification, removal from office or death.

(d) The immediate past President of the Association shall become a non-voting member of the Board for two (2) years following his term of office.

6. Compensation. No director shall receive any fees or compensation for his services as director.

7. Removal of Directors.

(a) Any director who fails to attend three (3) consecutive meetings, whether annual, regular or special, of the Board without an excused absence, may be removed from the Board by a vote of a majority of the remaining directors, though less than a quorum of the Board. For purposes of this Subsection (a), the nature of an absence, whether excused or unexcused, shall be determined by the President of the Association; provided, however,

any absence deemed by the President to be unexcused shall be submitted to the Board (without the affected director being entitled to a vote) for its determination of the nature of the absence, which determination shall be final and binding on all parties concerned.

(b) Any director or the entire Board may be recalled and removed from office with or without cause, by the Members; provided, however, the question of removal shall be divided so that the removal of each director is considered separately. A special meeting of the membership to recall a director or directors may be called by ten percent (10%) of the Voting Representatives giving notice of the meeting as required for a meeting of the membership. The notice shall state the purpose of the meeting and shall be accompanied by a dated copy of a signature list of at least ten percent (10%) of the Voting Representatives. The list must state that the purpose of the signatures is for recall. The meeting must be called not less than fourteen (14) days nor more than forty (40) days from the date ten percent (10%) of the Voting Representatives request such meeting. Any meeting called to recall a director shall be subject to the Quorum and voting requirements set forth in Article V of these Bylaws.

8. Resignation of Directors. A director may resign from the Board by providing written notification of such resignation to any other director, and such resignation shall become effective immediately upon receipt of said written notification by the other director, or at such later date as may be specified in the notification.

9. Vacancies. Any vacancy occurring in the membership of the Board, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board. A director so elected shall hold office until the next annual meeting of the membership.

ARTICLE VIII. DIRECTORS' MEETINGS

1. Annual Meetings. The annual meeting of the Board shall be held without notice immediately after the adjournment of the annual meeting of the Members, provided a quorum shall then be present. If a quorum is not present, said annual meeting shall be held as soon thereafter as may be practicable on notice as provided at Section 6 below.

2. Regular Meetings. The Board may, by resolution duly adopted, establish regular meetings, which shall thereafter be held without further notice until subsequent resolution altering same.

3. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any two (2) directors.

4. Place of Meetings. Meetings of the Board shall be held at such place as the directors may from time to time designate.

5. Open Meetings. Meetings of the Board shall be open to all Members and Voting Representatives.

6. Notice of Meetings. Unless otherwise provided, written notice stating the place, day and hour of any meeting of the Board must be given to each director not less than three (3) nor more than thirty (30) days before the directors' meeting, by or at the direction of the President, the Secretary or other persons calling the meeting; provided, however, in the case of an emergency, only such notice as is reasonable under the circumstances need be given. Notice must be given either personally or by telegram, cablegram or first class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the director at his address, as it appears in the records of the Association, with postage thereon prepaid. Except as otherwise specified in these Bylaws, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

7. Waiver of Notice. A written waiver of notice signed by any director, whether before or after any meeting, shall be equivalent to the giving of notice to said director. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the directors need be specified in any written waiver of notice.

8. Presumption of Assent. A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

9. Adjourned Meeting. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the

adjourned meeting are announced at the time of the adjournment, to the other directors.

10. Quorum. A majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board.

11. Voting.

(a) Each director present at any meeting of the Board shall be entitled to one (1) vote on each matter submitted to a vote of the directors. Proxy voting shall not be permitted.

(b) A majority vote by the directors present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless a greater number is required by law or under any provision of the Declaration, the Articles of Incorporation or these Bylaws.

(c) A director may join by written concurrence in any action taken at a meeting of the Board, but such concurrence may not be used for the purpose of creating a quorum.

12. Meeting By Communications Equipment. Any action required or which may be taken at a meeting of the Board at which a proper notice or a waiver thereof has been given pursuant hereto may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. When a telephone conference is used, a telephone speaker shall be attached so that any Members present may hear the discussion.

13. Recordation of Actions. All actions of the Board shall be recorded in minutes. Upon request, such minutes shall be made available for inspection by Members, or their authorized representatives, and directors, at any reasonable time.

14. Procedure. The directors may adopt their own rules of procedure which shall not be inconsistent with the Declaration, the Articles of Incorporation, these Bylaws or applicable law. If no rules of procedure are adopted by the Board, Robert's Rules of Order will govern.

ARTICLE IX. COMMITTEES.

1. Function. Committees shall serve in an advisory capacity to the Board and the membership, and shall make specific recommendations to the Board and the Members regarding those aspects of the business and affairs of the Association to which they have been delegated responsibility.

2. Types of Committees. There shall be a Design Review Committee. The Design Review Committee shall have the authority

set forth in the Declaration. The Board, by resolution adopted by a majority of the full Board, may create such other standing committees or ad hoc committees as it deems necessary from time to time.

3. Committee Powers. Each committee shall have and may exercise all the authority granted to it by the Board, except that no committee shall have the authority to:

(a) Fill vacancies on the Board or any committee thereof;

(b) Adopt, amend or repeal the Bylaws;

(c) Amend or repeal any resolution of the Board; or

(d) Act on matters committed by the Bylaws or resolution of the Board to another committee of the Board.

4. Appointment. The Board shall appoint committee members from among the directors and Members of the Association, and may designate a chairman and a secretary for each committee, which positions may be filled by one or more Members. If the Board does not designate a chairman and secretary, the committee shall select a chairman and secretary from among its membership at its first meeting.

5. Term. The members and officers of each committee may be initially appointed at any meeting of the Board, but shall thereafter be reappointed only at the annual meeting of the Board. Said appointees shall take office on the day of such Board meeting and shall hold office until the next annual meeting of the Board and until a successor shall have been appointed, or until his earlier resignation, disqualification, removal from office, death, or until such committee shall terminate, whichever first occurs.

6. Removal of Committee Members. Any committee member may be removed from the committee at any time, with or without cause, by the Board.

7. Resignation of Committee Members. Any committee member may resign therefrom by providing written notification of such resignation to the President of the Association, and any such resignation shall become effective immediately upon receipt by the President of said written notification or at such later date as may be specified in the notification.

8. Vacancies. Any vacancy occurring in the membership of any committee may be filled by the Board.

ARTICLE X. COMMITTEE MEETINGS

1. Regular Meetings. Regular Meetings of each standing committee shall be held as determined by the chairman of the committee. There shall be no regular meeting of any ad hoc committee unless established by the chairman of said committee.

2. Special Meetings. Special meetings of any committee may be called at any time by the chairman of the committee or by any two (2) members thereof.

3. Place of Meetings. Committee meetings shall be held at such place as the chairman of the committee may from time to time designate.

4. Notice of Meetings. Written or oral notice stating the place, day and hour of any regular or special meeting of the committee must be given to each committee member not less than three (3) nor more than thirty (30) days before the committee meeting. The notice need not specify the business to be transacted at, nor the purpose of, any meeting. A written waiver of notice signed by any committee member, whether before or after any meeting, shall be equivalent to the giving of notice to said committee member.

5. Quorum. A majority of the number of members of any committee shall constitute a quorum for the transaction of business at any committee meeting.

6. Voting.

(a) Each committee member present at any meeting of a committee shall be entitled to one (1) vote on each matter submitted to a vote of the committee members; provided, however, proxy voting shall not be permitted.

(b) A majority vote by the committee members shall be the act of the committee, unless a greater number is required by resolution of the Board.

7. Action Without a Meeting.

(a) By Written Consent. Any action required or which may be taken at a committee meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the members of the committee. Such consent shall have the same effect as a unanimous vote.

(b) By Communications Equipment. Any action required or which may be taken at a committee meeting may be taken by means of a conference telephone or similar communications equipment by means

of which all persons participating in the meeting can hear each other at the same time.

ARTICLE XI. OFFICERS

1. Designation. The officers of this Association shall consist of a president, a vice-president if determined necessary by the Board, a secretary and a treasurer. The Association shall also have such other officers, assistant officers and agents as may be deemed necessary or appropriate by the Board from time to time.

2. Duties. The officers of this Association shall have the following duties:

(a) President. The President shall be the chief executive officer of the Association, having general overall supervision of all the business and officers of the Association, subject to the directions of the Board. He shall preside at all meetings of the Members and Board, and shall be an ex officio member of all standing committees. He shall execute any deeds, mortgages, bonds, contracts or other instruments which are duly authorized to be executed, except where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association. He shall perform any and all other duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there is more than one vice-president, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties as from time to time may be assigned to him by the President or by the Board.

(c) Secretary. The Secretary shall have custody of and maintain all of the corporate records except those maintained by the Treasurer; shall have custody of the corporate seal; shall record the minutes of all meetings of the membership and of the Board; shall have the primary responsibility, but not the exclusive right, to give notices required by these Bylaws; and shall perform any and all other duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board or the President. The Secretary may attest to any agreement or recordable instrument on behalf of the Association, but such attestation is not required.

(d) Treasurer. The Treasurer shall:

(1) Have charge and custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accountings thereof at the annual meetings of the Board and the membership and whenever else required by the Board or the President; shall deposit all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board; and shall perform all other duties incident to the office of Treasurer and such other duties as may be prescribed by the Board or the President. The Treasurer may be bonded by the Association.

(2) Collect the Assessments and shall promptly report the status of collections and of all delinquencies to the Board.

(3) Give status reports to potential transferees, on which reports the transferees may rely.

3. Election and Term.

(a) At each annual meeting of the Board, a majority of the directors then in office shall elect the officers of the Association for the ensuing year. The Board may elect the same person to fill any two or more offices, and the failure to elect a president, vice-president, secretary or treasurer shall not affect the existence of the Association.

(b) Each officer shall hold office for the term of one (1) year and until his successor shall have been elected and qualified, or until his earlier resignation, disqualification removal from officer or death. No Member shall serve as President of the Association for two (2) consecutive years.

(c) Officers must be current in their payment of Assessments.

4. Removal of Officers. Any officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, whenever in its judgment the best interests of the Association will be served thereby.

5. Resignation of Officers. Any officer or agent elected or appointed by the Board may resign such office by providing written notification of such resignation to the President or to the Secretary of the Association, and such resignation shall become effective immediately upon receipt of said notification or at such later date as may be specified in the notification.

6. Vacancies. Any vacancy, however occurring, in any office, may be filled by the Board. Any officer so elected shall hold office for the unexpired term of the officer he is replacing.

7. Compensation. Officers shall not receive any compensation for services rendered by reason of serving as an officer.

8. Bonding. The Association may provide for fidelity bonding of all officers, directors or other persons who control or disburse funds of the Association. The Association shall bear the cost of such bonding.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Indemnification for Actions, Suits or Proceedings.

(a) The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer or committee member of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The adverse termination of any action, suit or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer or committee member of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association; provided, however, that no indemnification shall be made in respect to any claim, issue or matter as to which

such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is firmly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsections (a) or (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Notwithstanding anything contained herein to the contrary, any indemnification under Subsection (a) or (b) above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Subsection (a) or (b) above. Such determination shall be made:

(1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(2) by independent legal counsel in a written opinion; or

(3) by majority vote of the Voting Representatives.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Subsection (d) upon receipt of an undertaking by or on behalf of the director, officer or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

2. Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the Voting Representatives or disinterested directors, or otherwise, both as to actions in his official capacity and as to actions in another capacity while holding such position and shall continue as to a person who has ceased to be a director, officer,

or committee member, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII. ASSESSMENTS

1. Determination and Payment. The amount of the annual Assessment charged to each Lot, and the date payment of the annual Assessment is due, shall be determined by the Board in its discretion prior to the commencement of the Association's fiscal year, taking into consideration such matters as cash on hand, accrued and unpaid expenses, and anticipated expenses to be incurred during the next fiscal year. The Board shall promptly deliver or mail to each Lot Owner or other person designated in writing to receive such notice, a statement setting forth the amount of the annual Assessment, and the date by which payment is due. Assessments shall be due and payable regardless of whether or not Members are sent or actually receive a written notice.

2. Failure to Determine Annual Assessment. If the Board fails to determine the annual Assessment prior to the commencement of the Association's fiscal year for any reason, the prior year's annual Assessment shall automatically continue in force.

3. Excess Income. If, for any reason, the annual Assessment provides income in excess of the Association's needs for the fiscal year, such over-Assessments shall be retained by the Association in its account to be applied to any reserve account or to the next ensuing year's expenses or rebated to the Members, at the discretion of the Board.

4. Voluntary Contribution to the Association. The Association is specifically authorized to accept monetary contributions from Members in excess of the annual Assessment charged to their Lot. Such voluntary contributions may be designated for a specific purpose; provided, however, such designation must not impair the Board's duty to act in a manner consistent with the best interests of the Association and its Members. Voluntary contributions which are not designated for a specific purpose may be used for any appropriate purpose as determined by the Board.

5. Special Assessments. The Board shall have the power to levy special Assessments against the Members as necessary for actual economic needs of the Association with the consent of the Members.

6. Reserves. Funds reserved shall be used for the purposes for which they are reserved unless their use for another purpose is approved by a vote of the majority of the Voting Representatives at a duly called meeting of the membership.

ARTICLE XIV. INSURANCE, BONDING

1. Insurance. The Association may obtain such insurance as the Board shall determine appropriate from time to time.

2. Fidelity Bonds. The Association may provide fidelity bonding for all officers and directors who control or disburse funds of the Association.

ARTICLE XV. BOOKS, RECORDS AND FINANCES

1. Accounting Year. The accounting year of the Association shall begin the first day of January in each year. The Board is expressly authorized to change this accounting year by resolution at any time for the convenience of the Association.

2. Books and Records.

(a) The Association shall keep minutes of the meetings of its Members, its Board and its committees, which minutes shall be available for inspection by Members, at any reasonable time. The Association shall maintain these minutes for a period of not less than seven (7) years.

(b) The Association shall maintain correct and complete books and records of account. These records shall be open to inspection by Members at any reasonable time. The records shall include, but are not limited to:

(1) A record of all receipts and expenditures.

(2) An account for each Lot, designating the name and current mailing address of the Owner of each Lot, the amount of each annual Assessment charged to each Lot, and the amount of annual Assessments paid upon the account of each Lot.

(c) The membership list required by Section 4 of Article V above shall be made available for inspection by Members at any reasonable time.

(d) Current copies of the Association Documents and the most recent annual financial statement, if such is prepared, shall be available for inspection by prospective purchasers of Lots, upon request, during normal business hours or under other reasonable circumstances.

3. Funds.

(a) All funds of the Association shall be deposited from time to time to the credit of the Association in one or more such banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be

fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

(b) The authorized signers on all depository accounts shall be the President, Vice-President, Secretary, Treasurer, or such other officers or persons as the Board may from time to time designate.

(c) Drafts or other orders for the payment of money, excepting depository accounts, and all notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

(d) The accounts of the Association shall be subject to an annual internal audit by a person or persons designated by the Board.

ARTICLE XVI. NON-PROFIT OPERATIONS

This Association shall not authorize nor issue shares of stock. No dividend will be paid, and no part of the income of this Association will be distributed to its Members, directors or officers.

ARTICLE XVII. CORPORATE SEAL

The Board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association, and the words "corporation not for profit".

ARTICLE XVIII. MODIFICATION OF BYLAWS

These Bylaws may be revised, amended or repealed at any meeting of the membership by a two-thirds (2/3) vote of those Voting Representatives of the Association present and voting at the meeting, provided that notice of said meeting is given in accordance with these Bylaws, and that said notice contains a full statement of the proposed amendment. No Bylaw shall be revised or amended by reference to its title or number only. Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended, new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as

indicators of words added or deleted, but instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw. See Bylaw _____ for present text." Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated amendment.

ARTICLE XIX MISCELLANEOUS

1. Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

2. Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

3. Validity. Should any of the provisions herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

4. Conflicts Among Association Documents. If any conflicts exist among the Declaration, Articles of Incorporation, and Bylaws, the provisions of the Articles of Incorporation shall take precedence over the Bylaws, and the provisions of the Declaration shall take precedence over both the Articles of Incorporation and the Bylaws.

SECRETARY'S CERTIFICATE

This is to certify that I am the Secretary of FLAMINGO CAY ASSOCIATION, INC., and the foregoing Bylaws of said Association were adopted by the membership at a duly-called meeting of the membership, with a quorum of Members present and voting, held on the _____ day of _____, 1994.

Secretary

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