JOANNE HOLMAN, CLERK OF THE CIRCUIT COURT - SAINT LUCIE COUNTY
File Number: 2244145 OR BOOK 1763 PAGE 1596
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EXHIBIT "A"

AMENDED AND RESTATED BYLAWS OF VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC.

The purpose of these Amended and Restated By-Laws is to continue the purposes of the By-Laws as originally enacted.

ARTICLE I
NAME AND LOCATION

1.01 Corporate Name. The name of the corporation is VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC. ("Association"). The principal office of the Association shall be located at 8452 Villages of Lake Lucie Drive, Port St. Lucie, Florida 34952, but meetings of members and directors may be held at such places within the State of Florida, County of St. Lucie, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

2.01 "Association" shall mean and refer to VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

2.02 "Properties" shall mean and refer to The Villages of Lake Lucie, more particularly described as Lake Lucie Estates Plat No. 1, as per the Plat thereof recorded in Plat Book 34, Pages 1, 1A, 1B, and 1C, public records of St. Lucie County, Florida.

2.03 "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners, including parks, water retention areas, and drainage easements.

2.04 "Lot" shall mean and refer to any plot of land upon any recorded subdivision map or plat of the Properties with the exception of any Common Area and all property dedicated to the public or any public agency.

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2.05 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot that is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

2.06 "Declaration" shall mean and refer to the Amended and Restated Declaration of Covenants, Conditions, and Restrictions applicable to the Properties as recorded in the Public Records in the Office of the Clerk of the Circuit Court, St. Lucie County, Florida, and as may be amended from time to time.

2.07 "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III
MEETING OF MEMBERS

3.01 Annual Meeting. The regular annual meeting of the members shall be held on the first (1st) Monday in December.

3.02 Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon request of one-fifth (1/5) of the members who are entitled to vote.

3.03 Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

3.04 Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present or represented.

3.05 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number. The affairs of the Association shall be managed by a Board of seven (7) Directors, who must be members of the Association.

4.02 Term of Office. The terms of Directors' service shall be staggered. At the first election following the approval of these Amended and Restated Bylaws, three (3) Directors shall serve for two (2) years and the remaining Directors shall serve for one (1) year. The length of the terms of all Directors elected thereafter, shall be two (2) years. At the first election following the approval of these Amended and Restated Bylaws, the Nominating Committee will present a slate with three (3) nominees for two (2) year terms and four (4) nominees for one (1) year terms.

4.03 Removal. Any Director may be removed from the Board, with or without cause, by a vote or agreement in writing of a majority of the total votes entitled to be cast by members of the Association. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting. In the event of death, resignation, or removal of a Director by agreement in writing, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

4.04 Compensation. No Director shall receive compensation of any service he or she may render to the Association. However, any Director may be reimbursed for those actual expenses incurred in the performance of his or her duties.

4.05 No Action Taken Without a Meeting. The Directors shall not have the right to take any action in the absence of a meeting .

ARTICLE V

5.01 Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors during the month of June, to serve until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among members.

5.02 Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

6.01 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice to each Director, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday. Notices of all regular board meetings must be posted in a conspicuous place on the Properties at least forty-eight (48) hours in advance of the meeting, except in an emergency.

6.02 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days notice to each Director. Notices of all special board meetings must be posted in a conspicuous place on the Properties at least forty-eight (48) hours in advance of the meeting, except in an emergency.

6.03 Emergency Meetings. Emergency meetings of the Board of Directors shall be held when called by the President of the Association upon notice to each Director.

6.04 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

6.05 Member Attendance. All meetings of the Board in which a quorum of the Board gathers to conduct business shall be open to all members except for meetings between the Board and its attorney.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.01 Powers. The Board of Directors shall have power:

a. To adopt and publish rules and regulations governing the use of the Properties, and the personal conduct of the members and their guests thereon, and to establish fines for the infraction of the rules and regulations, Declaration, or Bylaws of the Association.

b. To suspend the voting rights and right to use the Common Area of a member during any period in which such member shall be in default in excess of ninety (90) days in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of established rules and regulations.

c. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the membership by

other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

d. To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

e. To employ a manager, an independent contractor, or such employees as they deem necessary, and to prescribe their duties.

7.02 Duties. 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 and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fifth (1/5) of the members who are entitled to vote.

b. To supervise all officers, agents, and employees of the Association and see that their duties are performed properly.

c. As more fully provided in the Declaration:

(1) To fix the amount of the annual assessment against each Unit at least thirty (30) days in advance of each annual assessment period.

(2) To send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) To foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

d. To issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

e. To procure and maintain adequate liability and hazard insurance on property owned by the Association.

f. To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

g. To cause the Common Area to be maintained.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

8.01 Enumeration of Officers. The officers of the Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create, but not to exceed a total of seven (7) officers.

8.02 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

8.03 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. A Board member may not serve more than two (2) consecutive years as President.

8.04 Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, form time to time, determine, but not to exceed a total of seven (7) officers.

8.05 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.06 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

8.07 Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to paragraph 8.04 of this Article.

8.08 Duties. The duties of the officers are as follows:

a. **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all checks and promissory notes.

b. **Vice President.** The Vice President shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

c. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the members; shall keep appropriate current records showing the members of the Association together with their addresses; shall be responsible for timely receipt of mail from the Association post office box and/or community mailbox; and shall perform such other duties as required by the Board.

d. **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall distribute such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; and in accordance with generally accepted accounting practices, shall keep proper books of account; prepare an annual budget at least thirty (30) days prior to the beginning of the ensuing year establishing the ensuing years maintenance fee, and provide each Board Member with a copy; and shall within thirty (30) days after the close of the calender year, issue a statement of income and expenses for the year then ended and provide a copy to each Board Member. The Board will distribute copies of the budget and statement of income and expenses to each Property Owner.

ARTICLE IX
COMMITTEES

9.01. Architectural Control Committee. The Association shall appoint an Architectural Control Committee and its Chairperson, as provided in the Declaration.

9.02 Nominating. The Board of Directors shall appoint a Nominating Committee and a Chairperson, as provided in these Bylaws.

9.03 Pool Committee. The Board of Directors shall appoint a Pool Committee and its Chairperson to oversee the operation and maintenance of the cabana and pool facilities.

9.04 Social Committee. The Board of Directors shall appoint a Social Committee and its Chairperson to promote and run social activities within the community.

9.05 Other Committees. The Board of Directors shall appoint other committees and chairpersons as necessary and proper to carry out the purposes of the Association.

ARTICLE X
BOOKS AND RECORDS

10.01 Inspection of Books and Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member upon written request to the Board; copies may be purchased at a reasonable cost.

ARTICLE XI
CORPORATE SEAL

11.01 Shape and Wording. The Association shall have a seal in circular form having within its circumference, the words:

VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE XII
AMENDMENTS

12.01 Amendment to Bylaws. These Bylaws may be amended by the act of members of the Association. Such amendment may be proposed and adopted at a regular or special meeting of the members, and amendment of these Bylaws shall require that two-thirds (2/3) of the total votes entitled to be cast by members of the Association, as provided in the Articles of Incorporation, are voted in favor of such amendment.

12.02 Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of the Villages of Lake Lucie Homeowners' Association, Inc. were duly adopted by at least two-thirds (2/3rds) of the members at a Special Members' Meeting held on June 16, 2003.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 24 day of JULY, 2003.

WITNESSES:

Kathryn Kapral
Printed Name #1: KATHRYN KAPRAL

Nancy T. Hodde
Printed Name #2: Nancy T. Hodde

Kathryn Kapral
Printed Name #1: KATHRYN KAPRAL

Nancy T. Hodde
Printed Name #2: Nancy T. Hodde

VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC.

By: Barbara H. Daume, Its President

By: Patricia C. Veatch, Its Secretary

CORPORATE SEAL
VILLAGES OF LAKE LUCIE HOMEOWNERS ASSOCIATION, INC.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on July 24, 2003, by Barbara W. Daume, as President of the Villages of Lake Lucie Homeowners' Association, Inc. [✓] who is personally known to me, or [ ] who has produced identification [Type of Identification: _____].

Robin S. Hall
Notary Public
Printed Name: Robin S. Hall

Notarial Seal

ROBIN S. HALL
MY COMMISSION # DD 151154
EXPIRES: September 18, 2006
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on July 24, 2003, by Patricia Veatch, as Secretary of the Villages of Lake Lucie Homeowners' Association, Inc. [ ] who is personally known to me, or [✓] who has produced identification [Type of Identification: FL. Drivers License].

Robin S. Hall
Notary Public
Printed Name: Robin S. Hall

Notarial Seal

ROBIN S. HALL
MY COMMISSION # DD 151154
EXPIRES: September 18, 2006
Bonded Thru Notary Public Underwriters

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JOANNE HOLMAN, CLERK OF THE CIRCUIT COURT - SAINT LUCIE COUNTY
File Number: 2244146 OR BOOK 1763 PAGE 1605
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EXHIBIT "B"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC.

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on December 22, 1993 and amended on November 28, 1994.

ARTICLE I. NAME

The name of the corporation is VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II. DURATION

This Association shall exist perpetually unless sooner dissolved according to law. Upon dissolution of the Association, the property constituting the surface water management system and all other assets of the Association, shall be conveyed to an appropriate agency of local government, or if such conveyance is not accepted, the system and assets shall be dedicated to a similar nonprofit corporation.

ARTICLE III. PURPOSE

The specific purpose for which the Association is organized is to provide for the maintenance, preservation, and architectural control of the individual lots and common areas within that certain residential subdivision known as THE VILLAGES OF LAKE LUCIE, according to a plat recorded in St. Lucie County, Florida, and more particularly described as Lake Lucie Estates Plat No. 1.

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). Box 66
art, FL 34995

The Association shall be empowered to:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the Declaration, that is applicable to the property and recorded in the Public Records of the Office of the Clerk of the Court of St. Lucie County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

B. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

C. Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.

D. Borrow money, and with the assent of two-thirds (2/3) of the Lot Owners, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

E. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purpose, and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Lot Owners agreeing to such dedication or transfer.

F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purpose or annex additional property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the Lot Owners.

G. Have and exercise any and all powers, rights, and privileges that a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV. DIRECTORS

This Association shall be managed by a Board of Directors numbering seven (7), who must be members of the Association. Such Directors shall be elected by the members of the Association.

ARTICLE V. OFFICERS

The affairs of the corporation are to be managed by the President, Vice President, Secretary, Treasurer, and such other officers and committees as may be deemed necessary and proper by the Board of Directors in accordance with the Bylaws of the Association. Such officers shall be appointed by the Board of Directors on an annual basis.

ARTICLE VI. MEMBERSHIP

The Association shall have members. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot in the above-described subdivision that is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to assessment by the Association. Persons or entities meeting such qualifications shall be automatically admitted to the Association.

ARTICLE VII. VOTING RIGHTS

The Association shall have one (1) class of voting membership. Members shall be all owners and shall be entitled to one (1) vote for each lot owned. When more that one (1) person or entity holds an interest in any Lot, all such persons or entities shall be members, with the vote for such Lot being exercised as they determine; however, in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 1709 Pond Berry Lane, Port St. Lucie, Florida 34952. The name of the registered agent of this corporation at that address is Willis V. Voorhis.

ARTICLE X. BYLAWS

The Bylaws of the Association are to be made, altered, or rescinded in accordance with the provisions of the Bylaws.

ARTICLE X. AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the act of members of the Association. Such amendment may be proposed and adopted by the manner provided in the Bylaws of the Association and shall require that two-thirds (2/3) of the total votes entitled to be cast, as provided in Article VII of these Articles, are voted in favor of such amendment.

These Amended and Restated Articles of Incorporation for Villages of Lake Lucie Homeowners' Association, Inc. were adopted by at least two-thirds (2/3rds) of the membership on June 16, 2003, which votes were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 24 day of July, 2003.

WITNESSES:

VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC.

Kathryn Karra
Printed Name #1: KATHRYN KARRA

Nancy T. Hodde
Printed Name #2: Nancy T. Hodde

By: Barbara W. Daume
, Its President

Kathryn Karra
Printed Name #1: KATHRYN KARRA

Nancy T. Hodde
Printed Name #2: Nancy T. Hodde

By: Patricia A. Deatch
, Its Secretary

CORPORATE SEAL

VILLAGES OF LAKE LUCIE HOMEOWNERS' ASSOCIATION, INC.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on July 24, 2003, by Barbara W. Daume, as President of the Villages of Lake Lucie Homeowners' Association, Inc. [✓] who is personally known to me, or [ ] who has produced identification [Type of Identification: _____].

Robin S. Hall
Notary Public
Printed Name: Robin S. Hall

Notarial Seal

ROBIN S. HALL
MY COMMISSION # DD 151154
EXPIRES: September 18, 2006
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me on July 24, 2003, by Patricia Veatch, as Secretary of the Villages of Lake Lucie Homeowners' Association, Inc. [ ] who is personally known to me, or [✓] who has produced identification [Type of Identification: FL. Driver's License]

Notarial Seal

Notary Public
Printed Name: Robin S. Hall

ROBIN S. HALL
MY COMMISSION # DD 151154
EXPIRES: September 18, 2006
Bonded Thru Notary Public Underwriters

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